

From: Adam Tegen <ategen@manitowoc.org>
Sent: Friday, May 7, 2021 10:40 AM
To: Prager, Michael A - DNR; Byers, Harris
Cc: Beggs, Tauren R - DNR; Peotter, Jodie M - DNR
Subject: RE: External: RE: Petroleum ED for an RLF Cleanup Loan for 200 North 10th Street in Manitowoc, Wisconsin

Thank you Michael.

I do not have any need for a hard copy. We will continue to work with Tauren and the EPA to keep our project moving forward. We greatly appreciate the quick turnaround.

Sincerely,



Adam Tegen
Community Development Director
900 Quay Street
Manitowoc, WI 54220
920-686-6931
ategen@manitowoc.org
www.manitowoc.org

From: Prager, Michael A - DNR [<mailto:Michael.Prager@wisconsin.gov>]
Sent: Friday, May 7, 2021 10:11 AM
To: Byers, Harris; Adam Tegen
Cc: Beggs, Tauren R - DNR; Peotter, Jodie M - DNR
Subject: External: RE: Petroleum ED for an RLF Cleanup Loan for 200 North 10th Street in Manitowoc, Wisconsin

Hello Adam and Harris – Attached is the eligibility determination letter you requested. Because we are working remotely, I am not going to send a hard copy in the mail unless requested. I have not sent this to EPA. Please continue to work with Tauren as your remediation proceeds and let me know if you need anything else from me.

Michael Prager
Phone: 608-225-7950
Michael.prager@wisconsin.gov





May 7, 2021

BRRTS #: 02-36-000408, 03-36-001962, 02-36-176478, 07-36-583000

Adam Tegen
Community Development Authority of the City of Manitowoc
City of Manitowoc
900 Quay Street
Manitowoc, WI 54220

Subject: State Eligibility Determination for Federal Petroleum Assessment Grant
200 North 10th Street, Manitowoc, Wisconsin
Tax parcel #s: 000173100, 000173003, 000173160, 000173000 (portion), 000173170 (portion)

Dear Mr. Tegen:

This letter provides a state determination of eligibility for remediation of petroleum at the above property in the city of Manitowoc. This work will be performed under the Community Development Authority of the city of Manitowoc's FY 2013 Brownfield Revolving Loan Fund Grant from the Environmental Protection Agency.

History and Ownership

The 6-acre property ("the Property") is part of a larger 20-acre property located at 200 N 10th Street in the city of Manitowoc. The Property has been used for rail yard since the late 1800s. The Property is on a peninsula on the Manitowoc River/ Harbor and the land was expanded and filled in in the late 1800s. In addition to the railroad uses, large portions of the land have been leased to various businesses over the years including a junk yard, coal storage, bulk petroleum storage and a warehouse. The Property was most recently owned by Wisconsin Central, Ltd. The Property was previously owned by Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company. The Community Development Authority of the city of Manitowoc acquired the property in April 12, 2019 from Wisconsin Central, Ltd. and has qualified for the Wisconsin liability exemption for local governmental units under Wis. Stat. § 292.11(9)(e).

Contaminant Information

The Property has known and potential petroleum contamination from its historical use as a railroad as well as several tenants that occupied the property. The bulk petroleum facility was operated by a tenant, at one time identified as Clark Oil Company, from circa 1912 to sometime before 1946. The current owner and immediate past owner did not operate the bulk oil facility. Historical records indicate that the bulk plant had eight oil tanks and a pump house at one period of time. A Phase I Environmental Site Assessment conducted in 1992 of part of the Property observed several recognized environmental conditions in addition to the rail yard itself, including drums, tanks, soil staining, and more. The city of Manitowoc's environmental consultant, Stantec, prepared Phase I and Phase II Environmental Site Assessments and is in the process of completing a site investigation. The investigations found soil and groundwater that is contaminated with petroleum compounds and extensive fill material with levels of heavy metals and polycyclic aromatic hydrocarbons (PAHs) above state standards.

Based on the information provided by Stantec on behalf of Community Development Authority of the City of Manitowoc, the Wisconsin Department of Natural Resources (DNR) made the following determination regarding petroleum remediation at 200 North 10th Street, Manitowoc, Wisconsin:

- The Property meets the federal definition of a brownfield.
- There are no viable responsible parties based on the criteria in EPA's 2013 Proposal Guidelines for Brownfields Revolving Loan Fund Grants. Specifically, the grant recipient, the Community Development Authority of the City of Manitowoc, has not caused or contributed to contamination and is not liable for cleanup. There is no known viable responsible party under the federal guidelines, i.e. another party who is subject to either a judgment in a court of law or an administrative order issued by an administrative body that would require that party to assess, investigate, or clean up the Property. DNR is not aware of any filed environmental enforcement action brought by federal or state authorities regarding this Property, and we are not aware that the Property is subject to any known citizen suit, that would, if successful, require a responsible party that is financially capable of satisfying obligations under federal or state law to assess, investigate or clean up the Property.
- The applicant, the Community Development Authority of the city of Manitowoc, did not dispense or dispose of petroleum or petroleum product, or exacerbate the existing contamination at the site.
- The current and immediate past owners, the Community Development Authority of the city of Manitowoc and Wisconsin Central, Ltd. did not dispense or dispose of petroleum or petroleum products. Based on site history, it is unlikely that Wisconsin Central, Ltd. owned the Property during the dispensing or disposal of, any petroleum products at the Property. Wisconsin Central Ltd appeared to take some reasonable steps and undertook some limited cleanup actions on the Property and received closure letters from the DNR in 1993. The Community Development Authority of the city of Manitowoc took actions to investigate the environmental contamination on the Property.
- Potential petroleum contamination would be of "relatively low risk" based on the criteria in EPA's 2013 Proposal Guidelines for Brownfields Revolving Loan Fund Grants. Specifically, LUST trust fund monies have not been applied to these sites and the state is not aware of any outstanding requirements under the federal Oil Pollution Act.
- The property is not subject to a corrective action order under the Resource Conservation and Recovery Act (RCRA) Sec. 9003(h).

Therefore, we believe the Community Development Authority of the city of Manitowoc could use this money to conduct remediation and other eligible activities at this property under its 2013 federal brownfield Revolving Loan Fund grant. Please contact me at 608-259-6557 if you have any questions.

Sincerely,



Jodie Peotter, PG
Chief, Brownfields, Outreach and Policy Section
Bureau for Remediation and Redevelopment

Attachment: Map of Property
cc: Michael Prager, RR/5
Tauren Beggs, NER
Harris Byers, Stantec



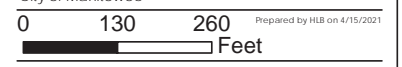
Figure No.

2

Title

Project Area and PINs

Client/Project
 Site 1
 River Point District
 City of Manitowoc



Legend

- Site 1 - 200 North 10th Street
- Riverpoint District
- Parcel Identification Numbers



Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Orthophotograph: Manitowoc County, 2017



From: Byers, Harris <Harris.Byers@stantec.com>

Sent: Tuesday, May 04, 2021 1:59 PM

To: Prager, Michael A - DNR <Michael.Prager@wisconsin.gov>

Cc: ategen@manitowoc.org; Beggs, Tauren R - DNR <Tauren.Beggs@wisconsin.gov>

Subject: Petroleum ED for an RLF Cleanup Loan for 200 North 10th Street in Manitowoc, Wisconsin

Michael:

Attached is a petroleum eligibility determination to support an RLF Cleanup Loan to be made to the current property owner (CDA) to address residual petroleum impacts at 200 North 10th Street in Manitowoc, Wisconsin.

Please review this as soon as possible so the CDA can continue to move the project forward.

Sincerely,

Harris Byers, Ph.D.

Sr. Brownfields Project Manager
Contaminant Hydrogeologist / Urban Geochemist

Direct: 414 581-6476
Harris.Byers@stantec.com

Stantec
12075 Corporate Parkway Suite 200
Mequon WI 53092-2649



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Be Alert !

This is External or System generated Email. Please verify before opening any links or attachments.

From: Byers, Harris <Harris.Byers@stantec.com>
Sent: Wednesday, May 5, 2021 2:49 PM
To: ategen@manitowoc.org; Van Der Kloot, James
Cc: Beggs, Tauren R - DNR
Subject: Draft CIP Site 1 and Site 3 of River Point; Manitowoc, Wisconsin
Attachments: Draft CIP for Site 3 and Site 1.pdf

Team:

Attached is a Draft CIP for the pending RLF loan to support cleanup of petroleum impacts at Site 3 and Site 1 of the River Point District in Manitowoc.

If you have comments, please submit them to Adam (and cc me) for project documentation purposes.

Sincerely,

Harris Byers, Ph.D.

Sr. Brownfields Project Manager
Contaminant Hydrogeologist / Urban Geochemist

Direct: 414 581-6476
Harris.Byers@stantec.com

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Community Involvement Plan

for the
Site 3 and Site 1 of the River Point District
City of Manitowoc, Wisconsin

1. OVERVIEW

The purpose of this Community Involvement Plan (CIP) is to outline the communication strategies that will address the needs and concerns of the citizens of Manitowoc, particularly the residents who are directly or potentially affected by the proposed remediation of environmental contamination present at Site 3 and Site 1 of the River Point District in Manitowoc, Wisconsin (herein referred to as the “Site” or “Property”). This CIP describes how the City has involved and will continue to involve affected residents, City officials, and local organizations in the decision-making process regarding environmental remediation efforts at the site. The City has been, and will continue to be, responsible for the dissemination of information and the coordination and facilitation of community outreach for environmental remediation efforts on this site, including the implementation of this CIP.

Active residents and institutions in the community are essential resources for the success of the CIP. The City of Manitowoc perceives these citizens and organizations as key points of contact and communication. The success of the environmental remediation and subsequent redevelopment of the property includes ensuring there is informed citizen involvement throughout the remediation process.

2. SPOKESPERSON AND INFORMATION REPOSITORY

The spokesperson for this project is Adam Tegen, Community Development Director, who may be contacted at:

Adam Tegen, Community Development Director
Phone: (920) 686-6930
Email: ategen@manitowoc.org

The Administrative Record has been established and is available at the Community Development Office, City Hall, 900 Quay St, Manitowoc, WI 54220. The Administrative Record will be updated through the cleanup process and documents made available on a cloud-based server available and/or made available in alternative form upon request

3. SITE DESCRIPTION AND HISTORY

Past Ownership and Site Uses – River Point District Area. As described in the Stantec (2019) Phase I ESA, the River Point District consists of a 20.1-acre peninsula bound to the north, south, and west by the Manitowoc River and bound to the east by North 10th Street and North 11th Street. The River Point District appears undeveloped in 1835; however, the proximity of the peninsula to the Lake Michigan/Great Lakes shipping route facilitated initial large scale industrial transloading development of the River Point District by 1868. Transloading operations on the peninsula in the late 19th Century included largescale coal, lumber/mills, grain, and large warehouses. Although ownership records are not available, a panoramic map drawn in 1883 indicates the River Point District was fully developed and occupied by several large industrial-like buildings and smaller commercial-like buildings.

Assessor records suggest the River Point District was later transferred to the Soo Line Railroad Company and ultimately transferred to Wisconsin Central, Ltd. (WCL) sometime during the latter half of the 20th Century. Railroad use of the River Point District ceased in the 1980s and the River Point District was formally decommissioned by the railroad in the 2000s. The River Point District consists of 23 individual contiguous parcel identification numbers currently zoned Industrial I-2. As summarized in the Stantec (2019) Phase I ESA, the current parcel identification numbers (PIN) appear to correspond to leases between the previous owner and a variety of historic commercial/industrial tenants/occupants.

Past Tenants and Property Uses –1110 Buffalo Street (Site 3).

Site 3 consists 5.1 acres of land within the larger 20.1-acre River Point District. The property consists of 10 individual contiguous parcels of land with the following PINs:

173020	173030	173060	173170
173022	173040	173070	
173023	173150	173110	

As noted previously, it is critical to realize that the individual PINs corresponded to leases between the previous owner and a variety of bulk petroleum storage companies. Records suggest large portions of Site 3 were leased to a variety of bulk fuel storage companies operating under a variety of names during the early/mid-20th Century, including: Stephani-Strupp Oil Co, William H. Froehlich, Shell Oil, Lake Park Oil, Spindler Co., and the Standard Oil Company. Consolidation of bulk petroleum storage operations began at Site 3 in 1969 by the “Wingfield Oil Company” with continued consolidation through 1975. The Wingfield Oil Company was renamed “Holmes Oil Corporation” on August 4, 1976. The Holmes Oil Corporation appears to have vacated Site 3 concurrent with reported removal of the final petroleum storage tanks by 1997.

Historic Sanborn® fire insurance maps indicate use for bulk petroleum storage began between 1912 and 1919 when the Standard Oil Company installed four steel tanks, a 20,000-gallon iron oil tank, and a partially inground 20,000-gallon iron oil tank along a railroad spur. Standard Oil Co. expanded operations at Site 3 through 1927 at which point the operation consisted of seven oil tanks and three oil houses. The Stephani-Strupp Oil Co. began operations at Site 3 by 1927 and the facility consisted of two oil tanks near North 11th Street, an oil house, and a pump house. Bulk petroleum storage in the central portion of the property expanded significantly in the 1940s-1960s, with continued expansion of the Standard Oil Co facility (twelve oil tanks, two pump houses, one oil house), construction of the Shell Oil Co. Inc. facility (five tanks, one oil house, one pump house), and construction of the Sinclair Refining Co. facility (nine oil tanks, two oil houses, one pump house). As noted above, bulk petroleum storage was consolidated by the Wingfield Oil Company (later renamed Holmes Oil Company) who continued to operate through the late 1990s. The Holmes Oil Corporation appears to have vacated Site 3 concurrent with removal of the final storage tanks by 1997.

Records indicate most of the petroleum stored/handled at Site 3 was fuel oil. However, state records indicate a significant quantity of leaded and unleaded gasoline, diesel fuel, kerosene, and used/waste motor oil may have been stored in bulk at the Site. It would be impractical to document

specific fueling/storage operations dating across roughly 80 years of bulk petroleum storage at Site 3. Known historic features associated with bulk fuel storage by tenants include 34 above-ground storage tanks (ASTs), 12 underground storage tanks (USTs), seven pump houses, four oil houses, and associated pipe runs.

Site Investigation activities were completed by WCL between 1996 and 1998. Through the competitive bidding process operated by Wisconsin Department of Commerce (WDCOMM), Northern Environmental Technologies Inc. (later acquired by Stantec) oversaw the excavation of 510 tons of petroleum-impacted soil from three locations at the property and completed post-remediation soil and groundwater sampling. Of note, approximately one-inch of free product accumulated in monitoring well MW-2 following soil removal. The free product was removed from the well with a bailer and reportedly did not reform during two subsequent groundwater monitoring events. WDCOMM issued a closure letter on October 17, 2005 and listed the property on the WDNR Geographic Information System Registry of Closed Remediation Sites (GIS Registry) of closed remediation sites as an institutional control to manage residual petroleum impacts to soil and groundwater. At the time of closure, residual petroleum constituents remained in soil at the property following soil excavation at concentrations greater than applicable NR 720 RCLs.

Past Tenants and Property Uses – 200 North 10th Street (Site 1). Site 1 consists of 6.1 acres of land within the larger 20.1-acre Riverpoint District. The property consists of five individual contiguous parcels of land with the following PINs: 173000, 173003, 173100, 173160, and 173170.

Records indicate Zeman and Karinik operated a large lumber yard at Site 1 by 1883, which was expanded by Carl Zander by 1887. Key features include the lumber storage yard, planing mill, and sash/door/blind factory operated by Carl Zander in the late 19th Century. As adapted from historic Sanborn® Fire Insurance Maps drawn in the late 19th Century, the western portion of the property was once part of the Manitowoc River. Placement of fill in the late 19th Century on the property and nearby areas pushed the bank of the Manitowoc River west/south to its current location prior to acquisition of the River Point District (and presumably the property) by the Western Railroad Company on July 22, 1895.

As noted previously, it is critical to realize that the individual PINs corresponded to leases between the previous owner and a variety of former industrial/bulk petroleum storage/commercial tenants. The Stantec (2019) Phase I ESA notes the northern portion of Site 1 was developed for bulk petroleum storage/distribution by the “Clarke Oil Company” (presumably a tenant) between 1912 and 1919. Bulk petroleum storage operations expanded between 1919 and 1927, at which point the operation consisted of eight oil tanks and a pump house. Bulk petroleum storage ceased between 1927 and 1946. The owner, Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company, leased the parcel to “JF Kerscher Co.” on May 22, 1950, who constructed a large warehouse at the Site and utilized the Site for a variety of storage/commercial uses. Unfortunately, the date of property transfer between the Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company and WCL remains unknown; however, property records suggest transfer took place between 1979 and 1986. The southern portion of Site 1 was developed for railroad use by 1895 and remained in railroad use through most of the 20th Century. The southern portion of the site appeared to have been regraded after removal of railroad features (ex. rail lines) and used for transloading stone by a tenant from the late 1990s through the first decade of the 21st Century.

A Phase II ESA completed by SEC Donohue in 1992 identified heavy metal and petroleum impacts at Site 1 using the total recoverable petroleum hydrocarbons method (USEPA Method 9073). Based on

evaluation criteria used at the time, WDNR closed this spill case (Bureau for Remediation and Redevelopment Tracking System [BRRTS] Case Number 02-36-00408) on April 6, 1993.

Current Ownership of the River Point District and Site Use. A Phase I ESA was completed by Stantec (2019) per the All Appropriate Inquiries rule detailed in 40 CFR §312.21 utilizing ASTM E1527-13 on behalf of the current owner (Community Development Authority of the City of Manitowoc [CDA]) on March 21, 2019. The current owner acquired the property on April 12, 2019 for the purpose of blight elimination and subsequently received a Local Governmental Unit (LGU) Environmental Liability Exemption from WDNR per ch. 292.11(9) of the WAC on March 18, 2019 under WDNR BRRTS Case Number 07-36-583000. Site 1 and Site 3 remain vacant.

4. NATURE OF THREAT TO PUBLIC HEALTH

Stantec completed multiple Phase II ESAs at Site 1 and Site 3 using funds from a hazardous substance and a petroleum brownfield assessment grant awarded to the City by the USEPA in 2018 under Cooperative Agreement Number BF 00E02377-0 and using funds from two Site Assessment Grants awarded to the City and CDA by the Wisconsin Economic Development Corporation in 2020. Results from the Stantec (2020a, 2020b, 2020c, 2020d, 2020e, 2020f, and 2021) investigations are summarized below.

Soil. Petroleum VOCs, SVOCs, PAHs, and heavy metals were detected in soil at Site 3 and Site 1 at concentrations greater than applicable NR 720 RCLs and/or BTVs. VOC and PAH impacts to soil appear attributable to historic releases in the former bulk petroleum storage areas at Site 3 and Site 1. Work has identified and delineated a sitewide historic fill unit consisting of black granular fill materials. The granular fill across River Point is rich in heavy metals and PAHs and is present in thicknesses of up to eight feet. Calculated volumes of this material for River Point, Site 3, and Site 1 are summarized below:

Project Area	Quantity of Granular Fill (cubic yards)
Site 3	25,700
Site 1	35,500
River Point	107,700

The River Point District is targeted for non-industrial redevelopment. Due to the large quantity of historic fill materials present at Site 3 and Site 1, historic fill will be managed in place and sitewide engineered barriers/caps will be constructed to prevent direct contact with residual soil impacts. The engineered barriers will be maintained with a continuing obligation/institutional control. However, select petroleum-rich soils may require offsite disposal if encountered during redevelopment.

Groundwater. The potentiometric surface of shallow groundwater grades downward in a radial manner towards the Manitowoc River, which serves as a constant head boundary for groundwater. Select petroleum VOCs, PAHs, and/or dissolved heavy metals were detected in groundwater at concentrations greater than applicable NR 140 PALs and/or ESs. Petroleum VOC and PAH impacts to groundwater appear attributable to historic releases in the former bulk petroleum storage areas at Site 3 and Site 1. Of particular focus, residual petroleum impacts to groundwater at Site 1 are

located in areas targeted for redevelopment as new rights of way and redevelopment as a multi-family apartment complex. Heavy metal impacts to groundwater appear to originate from natural sources. Additionally, per- and polyfluorinated alkyl substances were detected at concentrations greater than proposed NR 140 PAL/ES groundwater quality standards. The source of per- and polyfluorinated alkyl substance impacts to groundwater appears to originate from offsite. Residual groundwater impacts will be managed with a continuing obligation / institutional control.

Vapor Intrusion. Although not being considered as part of this ABCA, groundwater with residual petroleum impacts may extend beneath the proposed apartment building. As such, a building control technology (BCT) will be constructed beneath the apartment building and maintained with a continuing obligation / institutional control. BCTs may also be warranted if buildings are constructed on Site 3 or elsewhere on Site 1

Three remedial alternatives were evaluated in the Stantec (2021) *Analysis of Brownfields Cleanup Alternatives* (ABCA). These alternatives are:

1. Natural Attenuation (no action)
2. Excavate impacted soils and backfill with clean fill materials and establish an institutional control to manage residual groundwater impacts.
3. Limited soil excavation/offsite disposal, construct an engineered barrier, and establish institutional controls to manage residual soil and groundwater impacts.

The selected remedial approach is Alternative Three. The preferred approach will require the Community Development Authority to hire a contractor capable of developing and executing the following plans in accordance with all appropriate state and federal legislation as outlined in the project ABCA.

In addition, existing fencing around the site will provide for additional Site control.

5. COMMUNITY PROFILE

The City of Manitowoc, Wisconsin, is approximately 32,627 people and is located in Manitowoc County, approximately 45 miles southeast of Green Bay and 80 miles north of Milwaukee on the western shoreline of Lake Michigan (the Lake) at the confluence of the Manitowoc River (the River). The city was founded in the early 1800s by European settlers skilled in agricultural, fishing, lumber, and shipbuilding. Manitowoc developed as a center for large-scale industrial activity in the late 19th and 20th centuries focusing on wood/lumber/mills, tanneries, metal works/foundry operations (aluminum, iron, and brass), breweries, brickmaking, food processing and shipbuilding. The shipping Port of Manitowoc facilitated transportation of aluminum foundry goods by ship across Lake Michigan to the growing automotive sector in Michigan.

Many historic employers in Manitowoc have either consolidated operations elsewhere or, because of outdated physical plants, are extremely vulnerable to shut-down or reductions in employment. Although Manitowoc is not alone in this trend, the city has been particularly hard hit because of the relative size of the employers leaving the community over the last several decades. As part of recent economic trends, downtown and industrial corridors have shown significant signs of decay—impacted significantly by the closure of a number of large production facilities in the 1990s and early 2000s. These closures have had a significant impact on the average wages of the community.

As workers have secured new employment opportunities, the new jobs frequently do not meet the relatively high wage rates of previous manufacturing employment. Despite a continual reduction in the unemployment rate in the city since 2012, the need for affordable safe housing for low to moderate income families is critical due to shrinking or stagnant household incomes.

6. PREVIOUS COMMUNITY INVOLVEMENT

The City of Manitowoc has had an active Brownfields program since 2011. The city has been awarded four USEPA Brownfield grants since 2011 and five State of Wisconsin WEDC site assessment grants. As a result, the city has conducted numerous public meetings and has regularly prepared and distributed information concerning its Brownfield activities.

Following award of the USEPA Community-wide Assessment Grant in 2011, the city established a Brownfields Advisory Committee (BAC) in 2012. The BAC holds meetings as needed (generally quarterly) to conduct business related to oversight and provide and receive input on the city's Brownfields program.

Working with the BAC, regular public meetings were held and notices provided (via venues such as the newspaper) following the notice of award. General grant information was presented and input solicited from the community to provide ample opportunity for all stakeholders to become informed and provide input into all phases of the project. These meetings enhanced the project by: 1) identifying overlooked local knowledge or ideas about future land-use 2) providing the city with improved understanding of resident concerns, and 3) gaining public acceptance of future projects through contributions to the process. The city held subsequent public meetings for sites selected for assessment and/or redevelopment/cleanup and when additional information was requested by citizens or community organizations. Additionally, periodic updates are posted on the city's Brownfield Program website.

As part of the USEPA Community-wide Assessment Grant awarded in 2018, the City prepared Phase I and Phase II ESAs for the River Point District. During this process the Brownfield Advisory Committee (BAC), the city, and consultants developed an integrated community outreach and involvement strategy. As Site has been subject to ongoing Brownfield assessment, reuse planning, and remedial planning for some time, it has also therefore been the subject of BAC meetings since 2018.

The project has been discussed at the following community meetings:

- Kiwanis Club
- Rotary Club
- Manitowoc City Center Association
- Progress Lakeshore Monthly Board Meetings and Business Roundtable
- Manitowoc Area Chamber of Commerce Business Connects with Government Luncheons
- Mayor's 2018-2021 Community Forums
- Manitowoc Area Human Resource Council
- Mayor's State of the City Address
- City of Manitowoc Planning Commission for Project Updates
- City of Manitowoc Common Council Regarding Redevelopment of the Site
- Community Development Authority Agenda as an Ongoing Item

The ABCA has been published for public comment and a public meetings related specifically to the Site are anticipated as summarized below:

- Public Notification for Comment on ABCA: May 3, 2021 (City Website; see Attachment A) and May 3, 2021 (Newspaper; publication to be included in the Decision Memorandum)
- The first public information session on the project is planned for May 17, 2021 at 7:00 pm. The meeting will be held at City Hall Council Chambers, first floor 900 Quay St. Manitowoc, WI 54220. Attendees will have the opportunity to ask questions and provide feedback on the proposed project activities and the ABCA.

The project has also been discussed and presented to the community through various other media. As examples, the Mayor's Community Update, which is a recorded video that gets shared with local media, posted on web and social media, etc., covered this topic multiple times over the last 18 months; and a local radio station (WOMT) provides opportunities for the Mayor to broadcast community updates and answer community questions on this and other topics.

In addition, a mailing sent to the property owners and residents surrounding the site engaged a directly affected portion of the community in several ways. The neighboring owners were informed of the general schedule for the redevelopment project starting at Site 1 of River Point. The letter provided direct contact information for any questions or concerns and several business owners attended the weekly project meeting on April 28, 2021.

7. KEY COMMUNITY CONCERNS

The goals of Manitowoc's Brownfield Initiative are:

- To revitalize the City of Manitowoc, Downtown Manitowoc, the River, and the Lakefront
- To create economic redevelopment opportunities in the city
- To protect the health of the adjacent residential neighborhoods
- To prevent future brownfields through a long-term land use vision

These issues form the basis of the planned abatement and remedial activity and subsequent redevelopment activity at the site.

8. CONTINUED COMMUNITY INVOLVEMENT

In addition to Site engineering and institutional controls used by workers cleanup, one of the more important safety measures will be to ensure the site is secure while remedial activities are taking place and that residents, particularly children, are properly excluded and cautioned to stay away from the area. In addition to health and safety best management practices to be utilized during the remedial work, area organizations that serve community and neighborhood youth will be advised of the proposed remedial activities and the need to keep children away from the site. The City has contact local businesses to notify work will begin and provide details and coordinate potential project interruptions, such as possible street closures.

The City will maintain a contact list of potentially affected parties to maximize communication concerning the planned remedial activities. To allow for additional notification, a project sign will be posted at the property prior to initiation of work with contact information for the developer, the City, and USEPA the project manager.

Standard public notices and public meetings will be utilized to notify the community of the following:

Before remediation: Notice will include the general nature of the remediation activities, the projected time schedule, the location and availability of related documents, and contact information for the City’s spokesperson in the event there are questions or concerns.

When remediation commences: Notice will include the general nature of activities, projected time schedule, site security measures and any related traffic/pedestrian impacts, and contact information for the City’s spokesperson in the event there are questions or concerns.

When remediation concludes: Notice will indicate the project’s completion, any significant changes to the project that were made due to unforeseen conditions encountered in the field, any general limitations on the use of the site moving forward to ensure the integrity off the remedial activities/barrier are maintained, and contact information for the City’s spokesperson in the even there are questions or concerns.

Progress report: The project is intended to be completed in a fairly short time frame so progress reports will be provided only in the event there is significant change in the schedule or significant change in the remedial measures being taken.

All questions and concerns related to this abatement and demolition project should be directed to the appropriate elected officials and/or the Director of City Development. Please see the contact list provided as a portion of this Community Involvement Plan (CIP) for the appropriate contact information.

CONTACT LIST

Government Officials

Mayor and City Council

Mayor Justin M. Nickels	District 6 Alderperson Eric Sitkiewitz
District 1 Alderperson Brett Vanderkin	District 7 Alderperson Tim Boldt
District 2 Alderperson Chad Beeman	District 8 Alderperson Bill Schlei
District 3 Alderperson Michael Cummings	District 9 Alderperson Steve Czekala
District 4 Alderperson Jim Brey	District 10 Alderperson Todd Reckelberg
District 5 Alderperson John L. Brunner	

City Department Heads

Police Department Chief Nike Reimer	Fire Department Chief Todd Blaser
Public Infrastructure Director Dan Koski, P.E.	City Development Adam Tegen, Community Development Director

Community Involvement Plan

for the
Site 3 and Site 1 of the River Point District
City of Manitowoc, Wisconsin

Manitowoc County

Manitowoc County Board
Board Chair Jim Brey

Manitowoc County Health Department
Director Stephanie Lambert

Wisconsin DNR Project Manager

Tauren Beggs, Hydrogeologist
Wisconsin Department of Natural
Resources
Northeast Region Office

Phone: 920-662-5178
Email: Tauren.Beggs@wisconsin.gov
2984 Shawano Ave. Green Bay, WI 54313-6727

Brownfields Advisory Committee Members

Karen Nichols, member
The Chamber of Manitowoc County
James Lemerond, member
Lakeshore Technical College
Jamie Zastrow, member
Progress Lakeshore

David Diedrich, member
Investors Community Bank
Terence P. Fox, Kummer, member
Lambert, Fox & Glandt, LLP
Dennis Tienor, Indefinite member
Business Banking Manager
Mike Huck, Indefinite Member
Non-profit Consultant

Attachment A
ABCA Public Notice Documentation

City Website: [Economic Development | Manitowoc, WI - Official Website](https://www.manitowoc.org/Economic-Development)

The screenshot shows a web browser window with the URL <https://www.manitowoc.org/296/Economic-Development>. The page features a dark blue sidebar on the left with social media icons for Facebook, Twitter, and Email. The main content area is light blue and contains a navigation menu on the left with items: Bids & Quotes, Proposals, Demographics, Economic Development, Forms, Licenses & Permits, Property Records, Manitowoc Public Utilities, The Port of Manitowoc, Useful Links, and Wastewater Treatment. The top navigation bar includes links for NOTIFY ME, REPORT A CONCERN, ONLINE BILL PAY, and JOB OPENINGS. The main content area is titled "Economic Development" and includes a breadcrumb trail: Home > Business > Economic Development. The text describes the city's economic development programs. Below this are sections for Industrial Park (with links for Available Property, Covenants, Utilities, Land Sale Policy, and Option & Right of First Refusal), Tax Incremental Financing (TIF) Districts (with a link for Maps), Funding Opportunities (with a link for Discover Manitowoc Grant), Public Notices (with a link for Analysis of Brownfield Cleanup Alternatives - 5/4/2021), and Additional Resources (with a link for Progress Lakeshore). On the right side, there is a "Contact Us" section listing Community Development staff: Adam Tegen (Community Development Director), Paul Braun (City Planner), Jeremy Du Chateau (GIS Coordinator), and Nicholas Mueller (Planner / Business & Housing, LEED). Each contact has an "Email" link.

Direct Link: https://www.manitowoc.org/DocumentCenter/View/30944/R1_Site-1-and-Site-3-ABCA

From: Byers, Harris <Harris.Byers@stantec.com>
Sent: Tuesday, May 4, 2021 2:15 PM
To: ategen@manitowoc.org; Van Der Kloot, James; Beggs, Tauren R - DNR
Subject: RE: Draft ABCA for Site 1 and Site 3 of River Point; Manitowoc, Wisconsin
Attachments: R1_Site 1 and Site 3 ABCA.pdf

Team:

Attached is a slightly revised ABCA. Section 4.8 was added to summarize future remedial actions that may be needed; but are outside the RLF. Please save this as the final DRAFT in your project folders.

Sincerely,

Harris Byers, Ph.D.

Sr. Brownfields Project Manager
Contaminant Hydrogeologist / Urban Geochemist

Direct: 414 581-6476
Harris.Byers@stantec.com

Stantec
12075 Corporate Parkway Suite 200
Mequon WI 53092-2649



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From: Byers, Harris
Sent: Monday, May 3, 2021 10:53 AM
To: ategen@manitowoc.org; Van Der Kloot, James <vanderkloot.james@epa.gov>; Beggs, Tauren R - DNR <Tauren.Beggs@wisconsin.gov>
Subject: Draft ABCA for Site 1 and Site 3 of River Point; Manitowoc, Wisconsin

Team:

The City of Manitowoc is planning to make a loan from their Brownfields Cleanup RLF to the current owner of the River Point District (the CDA) to address residual petroleum impacts at Site 3 and Site 1. Attached is the draft Analysis of Brownfield Cleanup Alternatives (ABCA) to support the loan.

Per the City's RLF program guidelines, this draft is available for public review and the City is taking comments from the public on the draft document for the next two weeks. The ABCA will be discussed at a public meeting scheduled for later this month. A Decision Memorandum will be prepared following the public meeting.

If you have comments, please submit them to Adam (and cc me) for project documentation purposes.

Sincerely,

Harris Byers, Ph.D.

Sr. Brownfields Project Manager
Contaminant Hydrogeologist / Urban Geochemist

Direct: 414 581-6476
Harris.Byers@stantec.com

Stantec
12075 Corporate Parkway Suite 200
Mequon WI 53092-2649



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ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

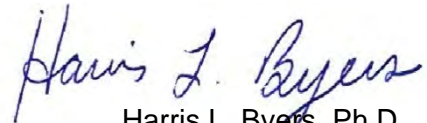
River Point District; Manitowoc, Wisconsin

200 North 10th St (Site 1)

BRRTS ID: 02-36-00408 (Closed)
07-36-583000 (LGU Exemption/General Property)
02-36-585491 (Open ERP)
ACRES ID: 239715

1110 Buffalo Street (Site 3)

WDNR BRRTS ID: 03-36-001962 (Closed)
07-36-583000 (LGU)
02-36-585491 (Open ERP)
ACRES ID: 239716



Harris L. Byers, Ph.D.
Sr. Brownfields Project Manager



Hiedi Ann Waller, P.E.
Professional Engineer



Richard J. Binder, PG
Project QA/QC Manager

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

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ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

CERTIFICATIONS
ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES
1110 BUFFALO STREET AND 200 NORTH 10th STREET
MANITOWOC, WISCONSIN

"I, Richard J. Binder, hereby certify that I am a hydrogeologist as that term is defined in s. NR 712.03 (1), Wis. Adm. Code, am registered in accordance with the requirements of ch. GHSS 2, Wis. Adm. Code, or licensed in accordance with the requirements of ch. GHSS 3, Wis. Adm. Code, and that, to the best of my knowledge, all of the information contained in this document is correct and the document was prepared in compliance with all applicable requirements in chs. NR 700 to 726, Wisconsin Administrative Code (WAC)."

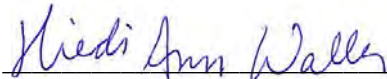


Richard J. Binder, PG No. 734-013

May 4, 2021

Date

"I, Hiedi A. Waller, hereby certify that I am a registered professional engineer in the State of Wisconsin, registered in accordance with the requirements of ch. A-E8, WAC; that this document has been prepared in accordance with the Rules of Professional Conduct in cg. A-E8, WAC; and that to the best of my knowledge, all information contained in this document is correct and the document was prepared in compliance with all applicable requirements in chs. NR700 to 726, WAC."



Hiedi A. Waller, PE No. E-33741

April 30, 2021

Date

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin**GENERAL INFORMATION
PHASE II ENVIRONMENTAL SITE ASSESSMENT**

FACILITY: River Point District
Manitowoc, Wisconsin

PARCEL ID: 173020, 173030, 173060, 173170, 173022, 173040, 173070, 173023, 173150,
173110 (Site 3)
173000, 173003, 173100, 173160 and 173170 (Site 1)

SIZE: 5.1 Acres (Site 3)
6.1 Acres (Site 1)

USEPA ACRES ID: 239716 (Site 3)
239715 (Site 1)

WDNR BRRTS NO.: 03-36-001962 (Closed), 02-36-00408 (Closed), 07-36-583000 (LGU),
02-36-585491 (Open ERP)

SITE LOCATION: N 1/2 of the NE 1/4 of Section 30, Township 19 North, Range 24 East, Manitowoc
County, Wisconsin

PROPERTY OWNER: Community Development Authority of the City of Manitowoc
City of Manitowoc
900 Quay Street
Manitowoc, WI 54220-4543

Contact: Mr. Adam Tegen
Community Development Director
City of Manitowoc, Wisconsin
900 Quay Street
Manitowoc, WI 54220-4543
Phone: (920)686-6931
Email: ategen@manitowoc.org

CONSULTANT: Stantec Consulting Services Inc.
12075 Corporate Parkway, Suite 200
Mequon, Wisconsin 53089

Contact: Harris Byers, Ph.D.
Sr. Brownfields Project Manager
Phone: 414-581-6476
Email: harris.byers@stantec.com

WDNR Oversight: Wisconsin Department of Natural Resources
2984 Shawano Avenue,
Green Bay, Wisconsin 54313

Contact: Mr. Tauren Beggs
Hydrogeologist
Phone: (920) 662-5178
Email: Tauren.Beggs@wisconsin.gov

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

1.0 EXECUTIVE SUMMARY

Stantec Consulting Services Inc. (Stantec) has completed this Analysis of Brownfields Cleanup Alternatives (ABCA) for the former bulk petroleum storage parcels located at 1110 Buffalo Street (Site 3) and 200 North 10th Street (Site 1) in Manitowoc, Wisconsin utilizing the framework provided in ch. NR 722 Wisconsin Administrative Code (WAC) (NR 722) for a Remedial Action Options Report (RAOR). This ABCA was completed using funds from a brownfields revolving loan fund (RLF) grant provided to the City of Manitowoc (City) by the U.S. Environmental Protection Agency (USEPA) pursuant to the petroleum cleanup eligibility determination (Stantec, 2020b) approved by the Wisconsin Department of Natural Resources (WDNR) on June 3, 2020. The USEPA Assessment, Cleanup and Redevelopment Exchange System (ACRES) numbers are 239716 (Site 3) and 239715 (Site 1).

As noted in the Stantec (2020a, 2020c, 2020d, 2020e, 2020f, and 2021) investigations completed to date, residual soil and groundwater impacts associated with prior commercial/industrial use and placement of historic fill are present and will complicate redevelopment, as summarized below.

Soil. As summarized in work completed to date, petroleum volatile organic compounds (VOCs), semi-volatile organic compounds (SVOCs)/polycyclic aromatic hydrocarbons (PAH), and heavy metals were detected in soil at concentrations greater than applicable ch. NR 720 WAC (NR 720) Residual Contaminant Levels (RCLs) and/or Background Threshold Values (BTVs) at Site 3 and Site 1. Assessment work has further identified and delineated multiple fill units, including a sitewide metals-rich heterogeneous granular black anthropogenic fill unit of varying quality.

Groundwater. The potentiometric surface of shallow groundwater grades downward in a radial manner towards the Manitowoc River, which serves as a constant head boundary for groundwater. Select petroleum VOCs, PAHs, and/or dissolved heavy metals were detected in groundwater at Site 3 and Site 1 at concentrations greater than applicable ch. NR 140 WAC (NR 140) Preventive Action Limits (PALs) and/or Enforcement Standards (ESs).

Vapor. Site 3 and Site 1 are currently vacant. Therefore, the vapor intrusion pathway cannot be quantitatively evaluated at this point. However, concentrations of petroleum VOCs in groundwater are greater than the ES and/or PAL at several groundwater monitoring locations. Depending on final reuse plans and building alignments, residual petroleum impacts could pose a threat to indoor air quality due to vapor intrusion.

Based on impacts identified to date, remedial action activities are warranted to facilitate redevelopment at the Site. Based on the evaluation described herein, the selected remedial approach to be funded under the RLF loan includes:

- Limited excavation and offsite disposal of soil with residual petroleum impacts;
- Constructing a soil engineered barrier to minimize sitewide direct contact with impacted soil/fill and reduce potential for leaching of residual impacts to groundwater; and
- Establishing institutional controls/continuing obligations and maintenance plans to provide for long-term control of residual soil and groundwater impacts.

Additional remedial activities not being funded under the RLF loan and not evaluated in detail in this ABCA could include:

- Post-construction groundwater monitoring;
- Installing clay plugs at the property boundary in new utility trenches;
- Installing BCTs in newly constructed buildings;
- Post-construction sub-slab vapor sampling; and/or
- Establishing institutional controls/continuing obligations and maintenance plans to provide for long-term operation of BCTs.

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ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

2.0 BACKGROUND INFORMATION

Stantec has completed this ABCA for the former bulk petroleum storage parcels located at 1110 Buffalo Street and 200 North 10th Street in Manitowoc, Wisconsin utilizing the framework provided in NR 722 for a RAOR. This ABCA was completed using funds from a brownfields RLF grant funding provided to the City by the USEPA pursuant to the petroleum cleanup eligibility determination (Stantec, 2020b) approved by the WDNR on June 3, 2020. The USEPA ACRES numbers are 239716 (Site 3) and 239715 (Site 1).

2.1 HISTORIC PROPERTY USE/OCCUPANCY

Past Ownership and Site Uses – River Point District Area

As described in the Stantec (2019) Phase I ESA, the River Point District consists of a 20.1-acre peninsula bound to the north, south, and west by the Manitowoc River and bound to the east by North 10th Street and North 11th Street (Figure 1). The River Point District appears undeveloped in 1835; however, the proximity of the peninsula to the Lake Michigan/Great Lakes shipping route facilitated initial large scale industrial transloading development of the River Point District by 1868. Transloading operations on the peninsula in the late 19th Century included largescale coal, lumber/mills, grain, and large warehouses. Although ownership records are not available, a panoramic map drawn in 1883 indicates the River Point District was fully developed and occupied by several large industrial-like buildings and smaller commercial-like buildings.

Assessor records suggest the River Point District was later transferred to the Soo Line Railroad Company and ultimately transferred to Wisconsin Central, Ltd. (WCL) sometime during the latter half of the 20th Century. Railroad use of the River Point District ceased in the 1980s and the River Point District was formally decommissioned by the railroad in the 2000s. The River Point District consists of 23 individual contiguous parcel identification numbers currently zoned Industrial I-2 (Figure 2). As summarized in the Stantec (2019) Phase I ESA, the current parcel identification numbers (PIN) appear to correspond to leases between the previous owner and a variety of historic commercial/industrial tenants/occupants (Figure 3).

Past Tenants and Property Uses –1110 Buffalo Street (Site 3)

Site 3 consists 5.1 acres of land within the larger 20.1-acre River Point District (Figures 1-9). The property consists of 10 individual contiguous parcels of land (Figure 3) with the following PINs:

173020	173030	173060	173170
173022	173040	173070	
173023	173150	173110	

As noted previously, it is critical to realize that the individual PINs corresponded to leases between the previous owner and a variety of bulk petroleum storage companies. Records suggest large portions of Site 3 were leased to a variety of bulk fuel storage companies operating under a variety of names during the early/mid-20th Century, including: Stephani-Strupp Oil Co, William H. Froehlich, Shell Oil, Lake Park Oil, Spindler Co., and the Standard Oil Company (Figure 4). Consolidation of bulk petroleum storage operations began at Site 3 in 1969 by the “Wingfield Oil Company” with continued consolidation through 1975. The Wingfield Oil Company was renamed “Holmes Oil Corporation” on August 4, 1976. The Holmes Oil Corporation appears to have vacated Site 3 concurrent with reported removal of the final petroleum storage tanks by 1997.

Historic Sanborn® fire insurance maps indicate use for bulk petroleum storage began between 1912 and 1919 when the Standard Oil Company installed four steel tanks, a 20,000-gallon iron oil tank, and a partially inground 20,000-gallon iron oil tank along a railroad spur. Standard Oil Co. expanded operations at Site 3 through 1927 at which point the operation consisted of seven oil tanks and three oil houses. The Stephani-Strupp Oil Co. began operations at Site 3 by 1927 and the facility consisted of two oil tanks near North 11th Street, an oil house, and a pump house. Bulk petroleum storage in the central portion of the property expanded significantly in the 1940s-1960s, with continued expansion of the Standard Oil Co facility (twelve oil tanks, two pump houses, one oil house), construction of the Shell Oil Co. Inc. facility (five tanks, one oil house, one pump house), and construction of the Sinclair Refining Co. facility (nine oil tanks, two oil houses, one pump house). As noted above, bulk petroleum storage was consolidated by the Wingfield Oil Company (later renamed Holmes Oil Company) who continued to operate through the late 1990s. The Holmes Oil Corporation appears to have vacated Site 3 concurrent with removal of the final storage tanks by 1997.

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ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

Records indicate most of the petroleum stored/handled at Site 3 was fuel oil. However, state records indicate a significant quantity of leaded and unleaded gasoline, diesel fuel, kerosene, and used/waste motor oil may have been stored in bulk at the Site. It would be impractical to document specific fueling/storage operations dating across roughly 80 years of bulk petroleum storage at Site 3. The locations of known historic features associated with bulk fuel storage by tenants are illustrated on Figure 4 and Figure 5 and include 34 above-ground storage tanks (ASTs), 12 underground storage tanks (USTs), seven pump houses, four oil houses, and associated pipe runs.

Site Investigation activities were completed by WCL between 1996 and 1998. Through the competitive bidding process operated by Wisconsin Department of Commerce (WDCOMM), Northern Environmental Technologies Inc. (later acquired by Stantec) oversaw the excavation of 510 tons of petroleum-impacted soil from three locations at the property (see extents illustrated on Figure 4) and completed post-remediation soil and groundwater sampling. Of note, approximately one-inch of free product accumulated in monitoring well MW-2 following soil removal. The free product was removed from the well with a bailer and reportedly did not reform during two subsequent groundwater monitoring events. WDCOMM issued a closure letter on October 17, 2005 and listed the property on the WDNR Geographic Information System Registry of Closed Remediation Sites (GIS Registry) of closed remediation sites as an institutional control to manage residual petroleum impacts to soil and groundwater. At the time of closure, residual petroleum constituents remained in soil at the property following soil excavation at concentrations greater than applicable NR 720 RCLs.

Past Tenants and Property Uses – 200 North 10th Street (Site 1)

Site 1 consists of 6.1 acres of land within the larger 20.1-acre Riverpoint District (Figures 1-6). The property consists of five individual contiguous parcels of land (Figure 3) with the following PINs: 173000, 173003, 173100, 173160, and 173170.

Records indicate Zeman and Karink operated a large lumber yard at Site 1 by 1883, which was expanded by Carl Zander by 1887. Key features of the lumber yard, planning mill, and sash/door/blind factory operated by Carl Zander in the late 19th Century are illustrated on Figure 4. As adapted from historic Sanborn[®] Fire Insurance Maps drawn in the late 19th Century, the western portion of the property was once part of the Manitowoc River (Figure 4). Placement of fill in the late 19th Century on the property and nearby areas pushed the bank of the Manitowoc River west/south to its current location prior to acquisition of the River Point District (and presumably the property) by the Western Railroad Company on July 22, 1895.

As noted previously, it is critical to realize that the individual PINs corresponded to leases between the previous owner and a variety of former industrial/bulk petroleum storage/commercial tenants. Historic site features associated with previous tenants/owners are illustrated on Figure 4. The Stantec (2019) Phase I ESA notes the northern portion of Site 1 was developed for bulk petroleum storage/distribution by the “Clarke Oil Company” (presumably a tenant) between 1912 and 1919. Bulk petroleum storage operations expanded between 1919 and 1927, at which point the operation consisted of eight oil tanks and a pump house (Figure 5 in Attachment F). Bulk petroleum storage ceased between 1927 and 1946. The owner, Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company, leased the parcel to “JF Kerscher Co.” on May 22, 1950, who constructed a large warehouse at the Site and utilized the Site for a variety of storage/commercial uses (the remaining slab is visible on Figure 5). Unfortunately, the date of property transfer between the Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company and WCL remains unknown; however, property records suggest transfer took place between 1979 and 1986. The southern portion of Site 1 was developed for railroad use by 1895 and remained in railroad use through most of the 20th Century. The southern portion of the site appeared to have been regraded after removal of railroad features (ex. rail lines) and used for transloading stone by a tenant from the late 1990s through the first decade of the 21st Century.

A Phase II ESA completed by SEC Donohue in 1992 identified heavy metal and petroleum impacts at Site 1 using the total recoverable petroleum hydrocarbons method (USEPA Method 9073). Based on evaluation criteria used at the time, WDNR closed this spill case (Bureau for Remediation and Redevelopment Tracking System [BRRTS] Case Number 02-36-00408) on April 6, 1993.

Current Ownership of the River Point District and Site Use

A Phase I ESA was completed by Stantec (2019) per the All Appropriate Inquiries rule detailed in 40 CFR §312.21 utilizing ASTM E1527-13 on behalf of the current owner (Community Development Authority of the City of Manitowoc [CDA]) on March 21, 2019. The current owner acquired the property on April 12, 2019 for the purpose of blight elimination and subsequently received a Local Governmental Unit (LGU) Environmental

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ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

Liability Exemption from WDNR per ch. 292.11(9) of the WAC on March 18, 2019 under WDNR BRRTS Case Number 07-36-583000. Site 1 and Site 3 remain vacant.

Since taking ownership, the CDA has maintained compliance with the required continuing obligations and no records have been identified indicating the CDA is considered potentially liable or known to be affiliated with any other person that is potentially liable for contamination at the Site.

2.2 ENVIRONMENTAL SITE INVESTIGATIONS

Stantec (2019) Phase I ESA. As summarized in the Stantec (2019) Phase I ESA, Stantec identified the following recognized environmental conditions (RECs) associated with the River Point District:

- REC 1: Prior Railroad Use
- REC 2: Prior Industrial Use
- REC 3: Residual Impacts to Soil and Groundwater
- REC 4: Apparent Anthropogenic Fill
- REC 5: Storage/Dumping by Adjacent Property Owners
- REC 6: Residual Impacts to Soil and Groundwater from Nearby Properties

In addition to railroad use during the 20th Century, prior leases correspond to a multitude of prior industrial occupants/uses include bulk coal transloading/storage, petroleum storage, ship building, grain storage/elevator, metal/scrap/junk yard, and transloading of stone (Figure 4). Historic features of specific environmental interest summarized by Stantec are illustrated on Figure 4.

Phase II ESAs and Construction Documentation Reports. Stantec completed multiple Phase II ESAs at Site 1 and Site 3 using funds from a hazardous substance and a petroleum brownfield assessment grant awarded to the City by the USEPA in 2018 under Cooperative Agreement Number BF 00E02377-0 and using funds from two Site Assessment Grants awarded to the City and CDA by the Wisconsin Economic Development Corporation in 2020. Soil and groundwater sample locations are illustrated on Figure 5. Results from the Stantec (2020a, 2020b, 2020c, 2020d, 2020e, 2020f, and 2021) investigations are summarized below.

Soil. Petroleum VOCs, SVOCs, PAHs, and heavy metals were detected in soil at Site 3 and Site 1 at concentrations greater than applicable NR 720 RCLs and/or BTVs. VOC and PAH impacts to soil appear attributable to historic releases in the former bulk petroleum storage areas at Site 3 and Site 1. Work has identified and delineated a sitewide historic fill unit consisting of black granular fill materials. The granular fill across River Point is rich in heavy metals and PAHs and is present in thicknesses of up to eight feet (Figure 6). Calculated volume estimates of this material for River Point, Site 3, and Site 1 are summarized below:

Project Area	Quantity of Granular Fill (cubic yards)
Site 3	25,700
Site 1	35,500
River Point	107,700

As illustrated on Figure 8, the River Point District is targeted for non-industrial redevelopment. Due to the large quantity of historic fill materials present at Site 3 and Site 1, historic fill will be managed in place and sitewide engineered barriers/caps will be constructed to prevent direct contact with residual soil impacts. The engineered barriers will be maintained with a continuing obligation/institutional control. Given the age and relative concentration of soil impacts, “hot spot” source control for soil is not required. However, select petroleum-rich soils may require offsite disposal if encountered during redevelopment as these materials cannot be reused onsite.

Groundwater. The potentiometric surface of shallow groundwater grades downward in a radial manner towards the Manitowoc River, which serves as a constant head boundary for groundwater (Figure 7). Select petroleum VOCs, PAHs, and/or dissolved heavy metals were detected in groundwater at concentrations greater than applicable NR 140 PALs and/or ESs. Petroleum VOC and PAH impacts to groundwater appear attributable to historic releases in the former bulk petroleum storage areas at Site 3 and Site 1. Of particular focus, residual petroleum impacts to groundwater at Site 1 are located in areas targeted for redevelopment as new rights of way and redevelopment as a multi-family apartment complex (Figure 9). Heavy metal impacts to groundwater appear to originate from natural sources. Additionally, per- and polyfluorinated alkyl substances were detected

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

at concentrations greater than proposed NR 140 PAL/ES groundwater quality standards. The source of per- and polyfluorinated alkyl substance impacts to groundwater appears to originate from offsite. Given the age and relative concentration of groundwater impacts, “hot spot” source control for groundwater is not required. Instead, residual groundwater impacts will be managed with a continuing obligation / institutional control.

Vapor Intrusion. Site 3 and Site 1 are currently vacant. Therefore, the vapor intrusion pathway cannot be quantitatively evaluated at this point. Although vapor intrusion is not a focus of this ABCA, groundwater with residual petroleum impacts may extend beneath the proposed apartment building on Site 1, as illustrated on Figure 9. As such, a building control technology (BCT) will be constructed beneath the apartment building and maintained with a continuing obligation / institutional control. Post-construction sub-slab vapor sampling will be conducted at the apartment building to determine if the BCT needs to be made active by adding a fan and the BCT system maintained through a continuing obligation. BCTs may also be warranted if buildings are constructed on Site 3 or elsewhere on Site 1.

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ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

3.0 REMEDIAL ACTION OPTIONS EVALUATION

3.1 PROPOSED SITE REDEVELOPMENT

As previously stated, Site 1 and Site 3 are part of the larger 20.1-acre River Point District Redevelopment Project. Conceptual redevelopment plans relative to the larger River Point District are illustrated on Figure 8. Specific redevelopment plans for Site 1 are illustrated on Figure 9.

Future public infrastructure investments at the River Point District will include streets, trails, utilities, lighting, and streetscape of over \$10M. It is estimated that the installation of the public improvements will lead to a mix of private investments ranging from residential condos and apartments to commercial and mixed-use buildings with a value of up to \$150M. With over 3,500 feet of river frontage, the project also nearly doubles public pedestrian access to the Manitowoc River through trails and key nodes intended to serve as overlooks, trailheads and river access points to enhance connection to the river and the natural environment. The overall site redevelopment also offers the unique distinction of being located immediately adjacent to the existing downtown core furthering the potential economic impact of the project. City support for the project includes acquisition of the property in 2019, infrastructure design and construction that are currently underway, brownfield assessment and cleanup, establishment of a new Tax Incremental Financing District and site preparation. The site of the trail network and redevelopment is located on what was once one of the key economic drivers within the community that has fallen into blight and remained largely vacant since the 1980's.

The redevelopment of the former industrial peninsula has been part of the vision for the City for well over 20 years. More recently, the site was shown for redevelopment from Industrial to Planned Mixed Use in the 2009 Comprehensive Plan. Also in 2009, the City adopted the Port of Manitowoc, Downtown & River Corridor Master Plan. Within that plan, the property was shown as a redevelopment site. A third plan related to the path extension was adopted in 2009, Manitowoc Riverwalk Master Plan and Design Guidelines. The importance of the peninsula portion of the riverwalk was covered extensively in the document as was the overall site. Most recently, in 2019, the City adopted a Downtown Master Plan with the peninsula redevelopment identified as one of four catalyst sites for redevelopment. The City Council approved moving forward with design and construction documents for the necessary infrastructure to redevelop the peninsula in 2019.

3.2 REMEDIAL ACTION OPTIONS EVALUATION

Based on impacts identified to date, remedial action activities are warranted to facilitate redevelopment at the Site. An evaluation of three remedial options to be funded under the RLF loan was conducted utilizing criteria presented in ch. NR 722.07(4) WAC and ch. NR 722.09(2m) WAC to address legacy environmental impacts to facilitate redevelopment for non-industrial purposes. Additional remedial activities not being funded under the RLF loan (and therefore not evaluated in detail in this ABCA) are summarized in Section 4.8. As summarized on Table 1, the remedial options evaluated under this ABCA for possible funding under an RLF loan included the following:

1. Natural Attenuation (no action)
2. Excavate all impacted soils and haul offsite for disposal; backfill with clean fill materials to final grade; and establish an institutional control to manage residual groundwater impacts.
3. Limited excavation and offsite disposal of soil with residual petroleum impacts; constructing a soil engineered barrier to minimize sitewide direct contact with impacted soil/fill and reduce potential for leaching of residual impacts to groundwater; and establishing institutional controls/continuing obligations and maintenance plans to provide for long-term control of residual soil and groundwater impacts.

As required in the purchase agreement, the Site 3 will need to be enrolled in the Voluntary Party Liability Exemption (VPLE) program and appropriate groundwater insurance purchased through the program. Site 1 will not be enrolled in the VPLE program. In general, each remedial option is considered technically feasible; however, the short-term and long-term effectiveness of each remedial option's capability to be protective of public health, safety, or welfare or the environment and the cost associated with each approach varies greatly.

Alternative 1. Although the cost to implement remedial Alternative 1 is the least of the three options, constituents associated with residual impacts are considered recalcitrant to natural attenuation. The overall magnitude, mobility, and toxicity of impacts would not decrease, and Site restoration will not occur within a reasonable

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

timeframe. Following redevelopment, impacts would be near sensitive receptors. Therefore, Remedial Alternative 1 is not considered a prudent approach.

Alternative 2. Excavation and offsite disposal of impacted soils proposed in Alternative 2 will be effective in long-term elimination of the mobility, toxicity, and magnitude of residual soil impacts. However, the cost for Alternative 2 is excessive (estimated \$4.3MM). Further, Alternative 2 will require hauling a considerable volume of soil for disposal in a landfill and require an extraordinary volume of clean fill to be imported to the Site just to bring the Site back to current grade. Therefore, Alternative 2 is not considered a sustainable option.

Alternative 3. Under Remedial Alternative 3, petroleum-impacted soil encountered during future development will be excavated and disposed of at a licensed solid waste landfill. Following, clean fill will be placed to raise the grade of the Site, which will result in creating an engineered barrier suitable to prevent direct contact with residual soil impacts. Clean fill is being generated during ongoing infrastructure upgrades in the City, which if approved for placement on the property by the WDNR, could result in a considerable cost savings. Completion of the engineered barriers/caps is likely to include Site amenities (e.g., buildings, parking lots, concrete structures, landscaping, driving/parking surfaces), as illustrated on Figure 9.

Remedial Alternative 3 will cost-effectively provide for long-term reduction in the mobility, toxicity, and magnitude of impacts. Institutional controls will provide for long-term maintenance of the engineered barrier and will prevent groundwater consumption. Remedial Alternative 3 is considered the most reasonable and cost-effective approach to facilitate proposed redevelopment. Remedial Alternative 3 is the selected remedial alternative based on its short-term and long-term effectiveness, ability to be implemented within the proposed development, restoration time frame, economic feasibility, and sustainability.

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

4.0 SELECTED REMEDIAL ACTION OPTION

4.1 SELECTED REMEDIAL ACTION OPTION TO BE FUNDED UNDER AN RLF LOAN

The selected remedial action option to be funded under an RLF Loan includes up to seven elements described below:

Enroll Site 3 in the VPLE Program and Purchase Insurance. As a requirement of acquisition, the property must be enrolled in the VPLE program to facilitate non-industrial reuse of the property. Per program guidelines, groundwater insurance must be purchased through the program.

Develop and Implement a Soil Characterization Workplan for Site 3. A workplan to characterize soil prior to placement on the property will need to be completed and approved by the VPLE committee. Fill soils targeted for use in constructing the engineered barrier will need to be sampled and the quality of fill approved by the VPLE committee prior to placement at the property.

Develop a Remedial Action Plan / Material Management Plan for Site 3 and Site 1. A combined remedial action plan (RAP) and material management plan (MMP) will need to be completed and approved by the VPLE committee for Site 3. A RAP and a MMP will need to be completed and approved by the WDNR project manager for Site 1. Each plan will describe the soils targeted for use in the engineered barrier (e.g., quality, placement location, placement depth, etc.) and outline contingency plans for managing fluids (e.g., infiltrated groundwater, stormwater, etc.) and/or other materials encountered during construction.

Excavation and Offsite Disposal of Petroleum Impacted Soils Encountered During Future Construction. Soil generated during future excavation activities with obvious residual petroleum impacts cannot be moved around the Site for beneficial reuse. Instead, this soil will be transported offsite for disposal at the Waste Management solid waste landfill in Whitelaw, Wisconsin. The soil will be placed on the biopile to allow natural attenuation of residual petroleum impacts. Remediated soil will likely remain in the landfill for beneficial reuse.

Placement/Compaction/Grading of Fill to Construct the Engineered Barrier. Suitable fill will be placed/compacted/and graded at Site 1 and/or Site 3 to raise the grade and construct the engineered barrier.

Construction Documentation Report. A documentation report will be prepared following construction of the engineered barriers at Site 3 and Site 1.

Establish Institutional Controls. Following construction of the engineered barrier, Site 3 and Site 1 will be listed on the WDNR GIS Registry. Listing the Site on the GIS Registry will restrict groundwater consumption and restrict disturbance of the engineered barrier. The GIS Registry will provide for notification of residual impacts to soil and groundwater and will include an annual engineered barrier maintenance plan.

4.2 SCHEDULE

A proposed Schedule is provided below.

Task #	Task Description	Weeks to Complete
1	Enroll Site 3 in VPLE and Purchase Insurance	1-2 Weeks
2	Develop and Implement a Soil Characterization Workplan	1-2 Months, pending availability of a suitable quantity of fill
3	Develop a Remedial Action Plan / Material Management Plan	2-4 Weeks, pending the results of Task 3
4	Excavation and Offsite Disposal of Petroleum-Impacted Soil	2-4 Weeks, depending on construction schedule
5	Placement/Compaction/Grading of Fill to Construct Engineered Barrier	2-4 Months, pending availability of a suitable quantity of fill
6	Construction Documentation Report	1-2 Weeks
7	Establish Institutional Controls	2-4 Weeks

4.3 ESTIMATED COST

A preliminary estimate of the cost for implementation of Remedial Alternative 3 is presented on the table below.

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ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

Cost Estimate for Remedial Alternative 3

#	Item	Estimated or Assumed Value
1	Enroll Site 3 in VPLE and Purchase Insurance	\$4,000 application fee \$18,266 insurance
2	Develop and Implement a Soil Characterization Workplan	\$5,000 workplan \$15,000 sampling potential fill
3	Develop a Remedial Action Plan / Material Management Plan	\$8,000
4	Excavation and Offsite Disposal of Petroleum-Impacted Soil	\$142,500 (3,000 cubic yards)
5	Placement/Compaction/Grading of Fill to Construct Engineered Barrier	\$154,050 if fill is free and already onsite \$950,000 if fill is purchased
6	Construction Documentation Report	\$3,000
7	Establish Institutional Controls	\$10,000
	Total remedial cost	\$359,816 to \$1,155,766

4.4 RESTORATION TIME FRAME

As described in Section 4.2, implementation of Remedial Alternative 3 is anticipated to take 6-9 months to complete, as clean fill becomes available at the River Point District. If a developer is identified, establishing institutional controls may be delayed until after construction of the final engineered barrier (e.g., building slab, roads, etc.). Long-term maintenance will include annual inspections of the engineered barrier.

4.5 PERFORMANCE MEASURES

Confirmation samples will not be collected.

4.6 TREATMENT RESIDUALS

As described in Section 4.1, soil generated during future excavation activities with obvious residual petroleum impacts cannot be moved around the Site for beneficial reuse. Instead, this soil will be transported offsite for disposal at the Waste Management solid waste landfill in Whitelaw, Wisconsin. The soil will be placed on the biopile at the landfill to allow natural attenuation of residual petroleum impacts. Remediated soil will likely remain in the landfill for beneficial reuse. No additional treatment of residuals is anticipated as part of the RLF-funded work.

4.7 SUSTAINABLE REMEDIAL ACTION CONSIDERATIONS

The described remedial approach primarily relies on utilizing an engineered barrier, which will be constructed concurrent with raising the elevation of the property to the proposed grade. This approach minimizes transporting of soil for offsite disposal in a landfill. Petroleum soils that are removed from the Site will be added to a biopile at the solid waste landfill to facilitate natural attenuation of residual impacts. Low sulfur diesel can be used, and a no-idle policy will reduce the carbon footprint.

4.8 ADDITIONAL REMEDIAL ACTIONS

This ABCA evaluated a set of remedial actions to be funded under an RLF loan to address residual soil and groundwater impacts at Site 3 and Site 1. Additional remedial actions to be discussed in a future RAP not described in this ABCA could, if required by WDNR, include:

- Post-construction groundwater monitoring;
- Installing clay plugs in new utility trenches;
- Installing BCTs in newly constructed buildings;
- Post-construction sub-slab vapor sampling; and/or
- Establishing institutional controls/continuing obligations and maintenance plans to provide for long-term operation of BCTs

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

5.0 REFERENCES

Stantec, 2019, 10th Street Railroad Property, Manitowoc, Wisconsin, Phase I Environmental Site Assessment, March 21, 2019.

Stantec, 2020a, Phase II Environmental Site Assessment, Riverpoint District; Manitowoc, Wisconsin, March 23, 2020.

Stantec, 2020b, State Eligibility Determination for Federal Petroleum Assessment Grant, 1110 Buffalo Street, Manitowoc, Wisconsin, May 18, 2020.

Stantec, 2020c, Phase II Environmental Site Assessment, River Point District; Manitowoc, Wisconsin, 200 North 10th Street (Site 1), August 24, 2020.

Stantec, 2020d, Construction Documentation Report, 200 N 10th Street, Manitowoc, Wisconsin, November 4, 2020.

Stantec, 2020e, Construction Documentation Report for Demolition and Removal of Structural Impediments, River Point District – Site 3, December 11, 2020.

Stantec, 2020f, Phase II Environmental Site Assessment, River Point District; Manitowoc, Wisconsin, Site 3, December 18, 2020.

Stantec, 2021, Site Investigation for Phase I Construction Area, in press.

May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

FIGURES

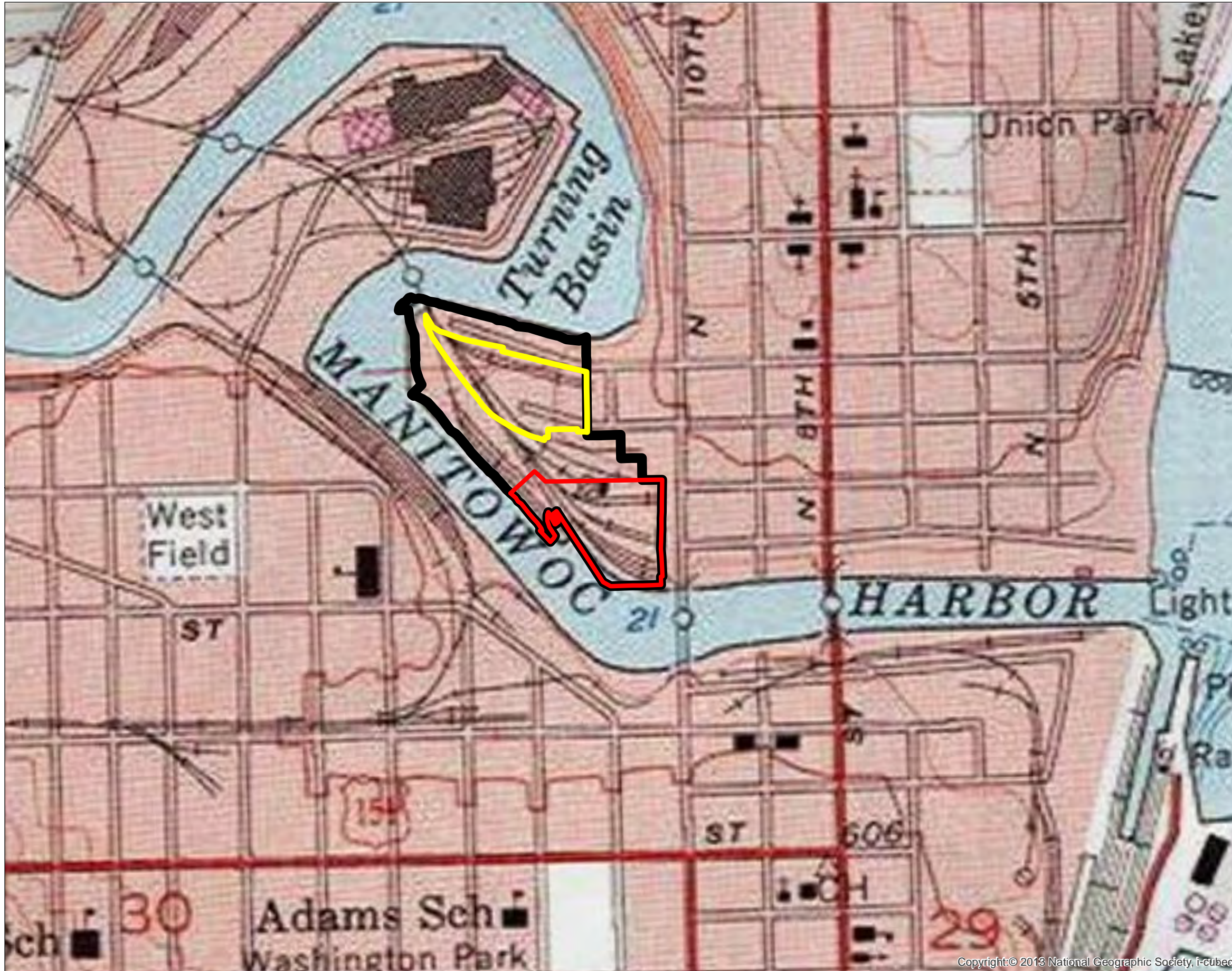






Figure No.
1
 Title
Project Areas and Regional Topography

Client/Project
 ABCA
 River Point District
 City of Manitowoc
 0 390 780 Feet
 Prepared by HLB on 4/15/2021

Legend

-  Riverpoint District
-  Site 1 - 200 North 10th Street
-  Site 3 - 1110 Buffalo Street



Notes
 1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet



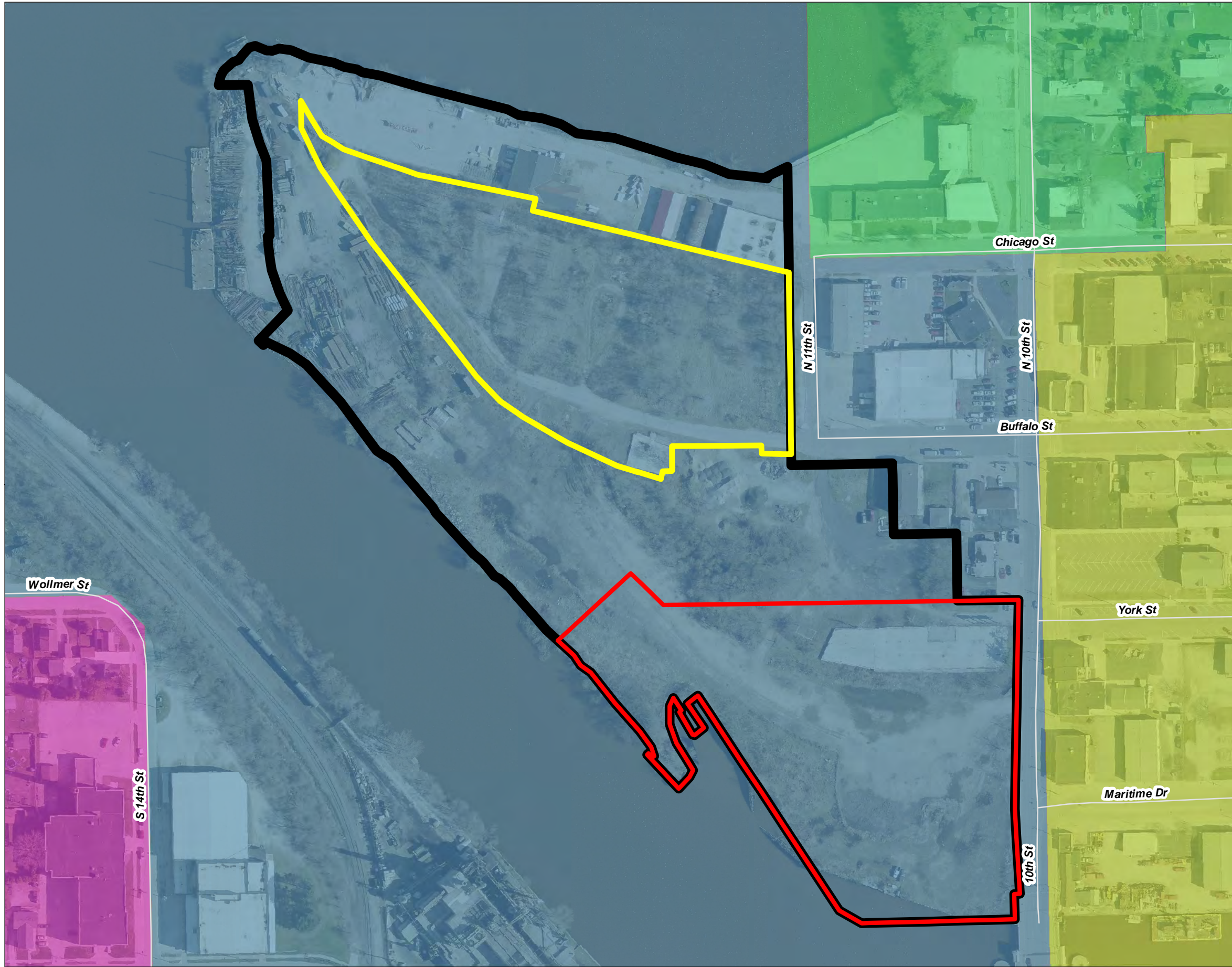


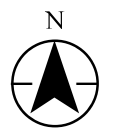
Figure No.
2
 Title
Project Areas and Zoning

Client/Project
 ABCA
 River Point District
 City of Manitowoc

0 125 250 Feet
 Prepared by HLB on 3/25/2020

Legend

- Site 1 - 200 North 10th Street
 - Site 3 - 1110 Bufalo Street
 - Riverpoint District
- Zoning**
- B-3
 - C-1
 - I-2
 - R-6



- Notes**
1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
 2. Historic Site features illustrated on this figure were digitized from multiple historic maps/sources, including City Assessor files, WDNR files, and Sanborn (R) Fire Insurance Maps. These features are provided for illustration purposes only; Stantec makes no warranty as to the accuracy of these features.
 3. Orthophotograph: Manitowoc County, 2017





Figure No.

3

Title

Project Areas and PINs

Client/Project
 ABCA
 River Point District
 City of Manitowoc

0 135 270 Feet
Prepared by HLB on 4/15/2021

Legend

- Site 1 - 200 North 10th Street
- Site 3 - 1110 Buffalo Street
- Parcel Identification Numbers



Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Orthophotograph: Manitowoc County, 2017



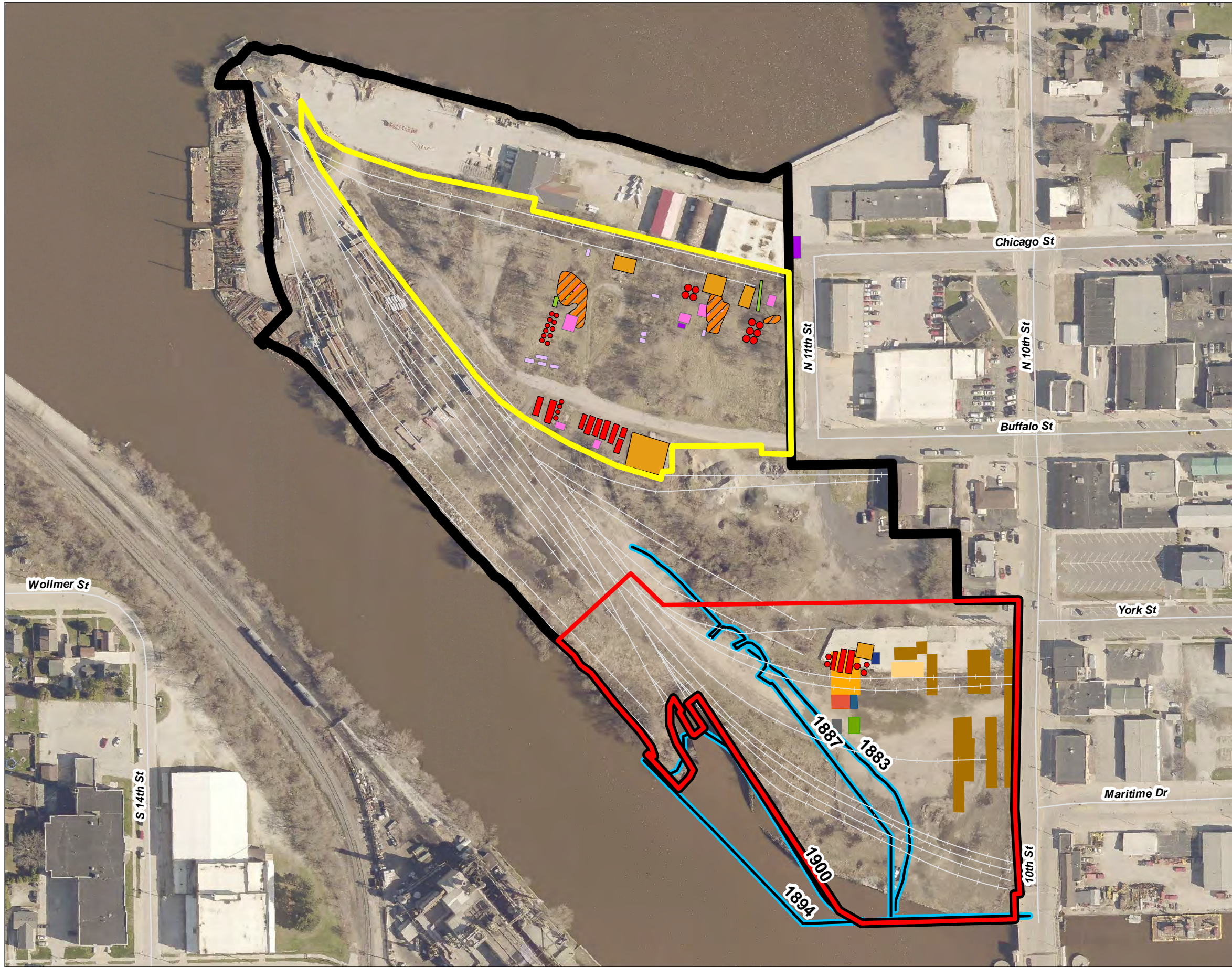


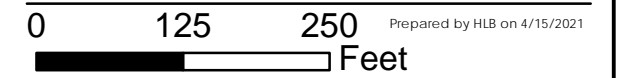
Figure No.

4

Title

Project Areas and Historic Site Features

Client/Project
 ABCA
 River Point District
 City of Manitowoc



Legend

- Site 1 - 200 North 10th Street
- Site 3 - 1110 Buffalo Street
- Riverpoint District
- Prior Site Features (City Records)**
- Oil House (5)
- Oil Tank (AST) (42)
- Pump House (5)
- UST (2)



- Railroad Spurs
- Additional Site Features (WDNR Files)**
- Former UST (10)
- Product Piping (2)
- Pump House (2)
- Soil Excavation (3)
- Bank of the Manitowoc River (19th Century)

Carl Zander Planing Mill and Factory (~1870s-1895)

Site Feature

- Drying House
- Engine Room
- Lumber
- Planing Mill
- Warehouse
- Shavings
- Shed
- Steam Boxes

Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Historic Site features illustrated on this figure were digitized from multiple historic maps/sources, including City Assessor files, WDNR files, and Sanborn (R) Fire Insurance Maps. These features are provided for illustration purposes only; Stantec makes no warranty as to the accuracy of these features.
3. Orthophotograph: Manitowoc County, 2017



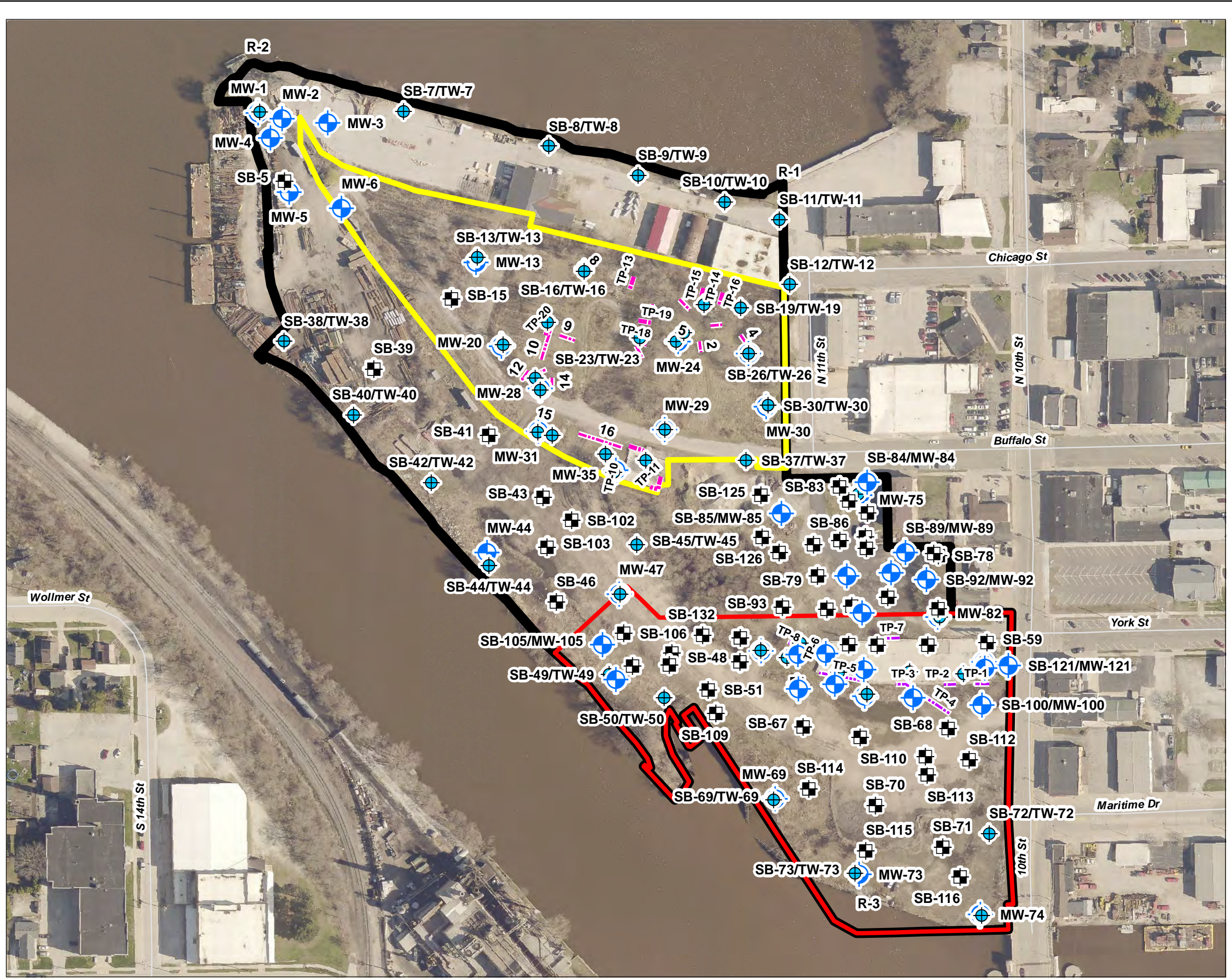
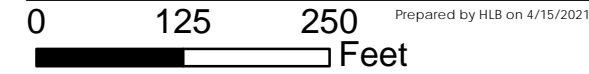


Figure No. **5**
 Title **Project Areas and Sample Locations**

Client/Project
 ABCA
 River Point District
 City of Manitowoc



Legend

- Site 1 - 200 North 10th Street
- Site 3 - 1110 Buffalo Street
- Riverpoint District

Sample Locations

- ⊕ Monitoring Well (43)
- ⊕ Soil Boring (52)
- ⊕ Soil Boring / Temp Well (52)
- ⋯ Test Pits - Site 3
- ⋯ Test Pits - Site 1

Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Orthophotograph: Manitowoc County, 2017



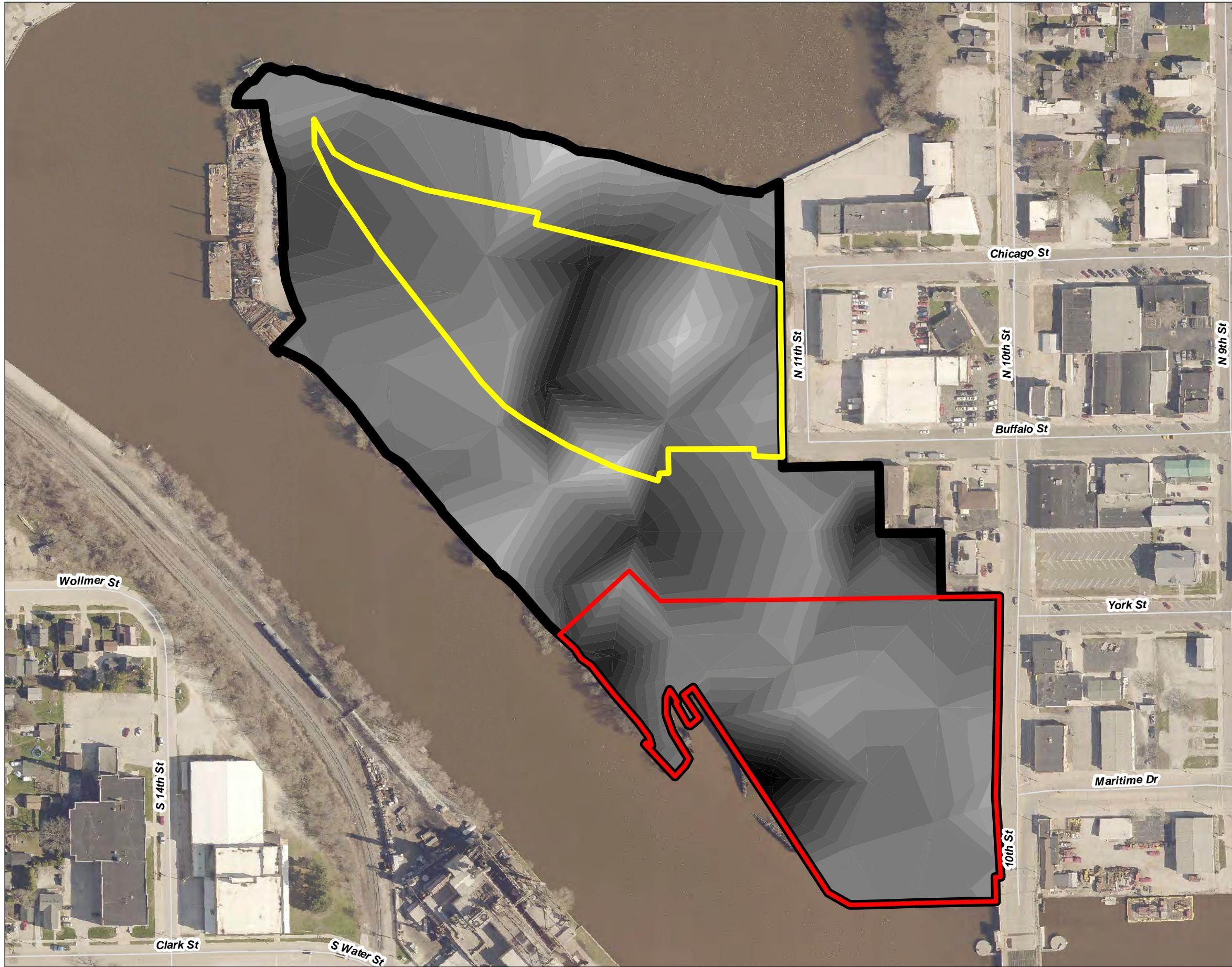


Figure No.
6
 Title
Project Areas and Fill Thickness

Client/Project
 ABCA
 River Point District
 City of Manitowoc

0 130 260 Feet
Prepared by HLB on 4/15/2021

Legend

Site 1 - 200 North 10th Street

Site 3 - 1110 Bufalo Street

Riverpoint District

Fill Thickness (Feet)

High : 8

Low : 0



Notes

- Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
- Orthophotograph: Manitowoc County, 2017





Figure No.
7
 Title
Groundwater Elevation at the River Point District (March 2021)
 Client/Project
 Riverpoint District Site 1
 200 North 10th Street
 City of Manitowoc
 0 125 250 Feet
 Prepared by HLB on 4/21/21

Legend

- Site 1 - 200 North 10th Street
- Site 3 - 1110 Bufalo Street
- Riverpoint District
- Groundwater Elevation (ft amls)

Monitoring Locations

- ◆ Monitoring Well (NR 141) (38)
- ▲ Staff Gage (3)
- ⊕ Temporary Monitoring Well (16)

NOTE:
 1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
 2. Orthophotograph: Manitowoc County, 2017



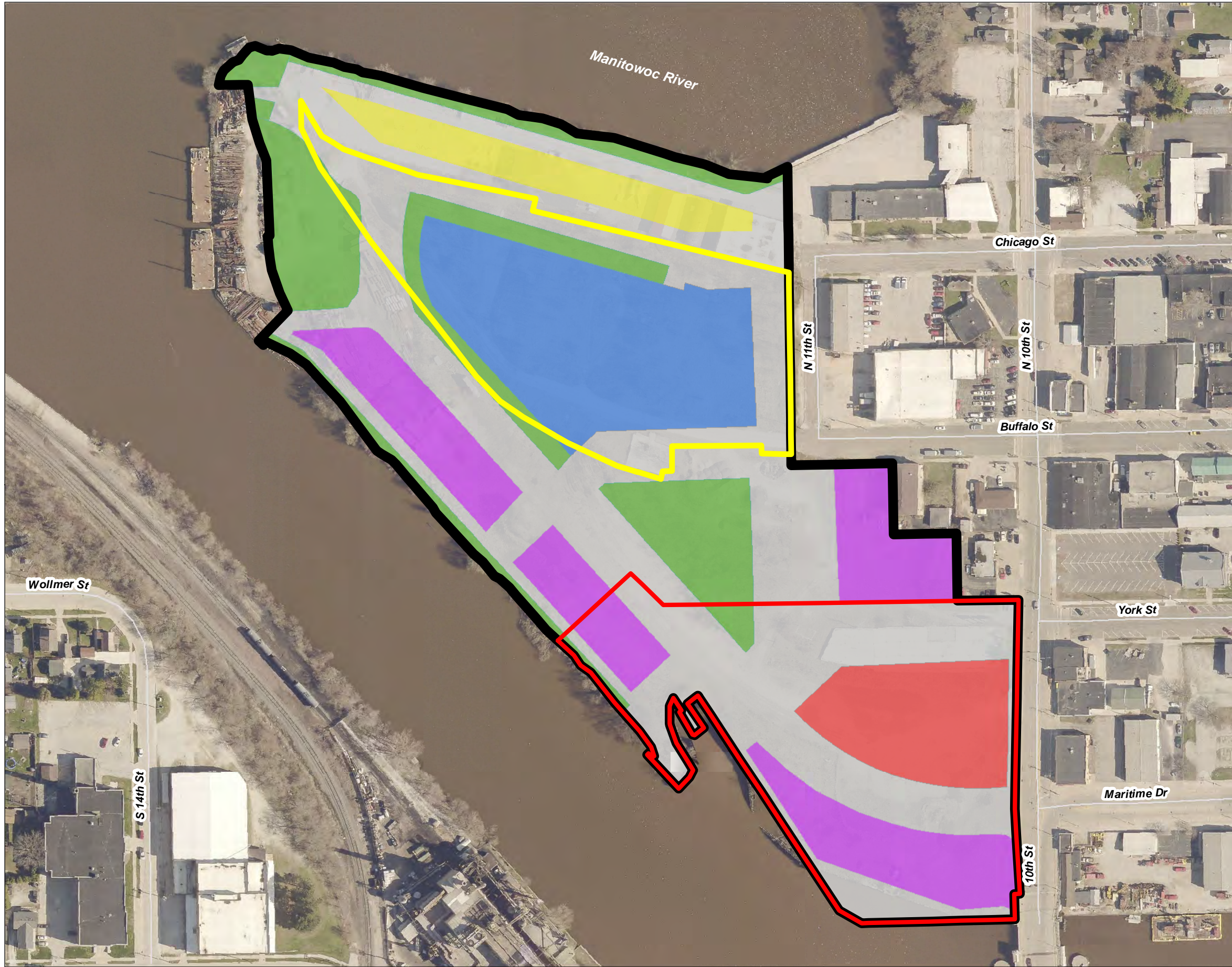


Figure No.
8
 Title
Conceptual Reuse Plan

Client/Project
 ABCA
 River Point District
 City of Manitowoc

0 125 250 Feet Prepared by HLB on 7/11/18

Legend

Riverpoint District

Site 1 - 200 North 10th Street

Site 3 - 1110 Buffalo Street

Proposed Reuse

Commercial

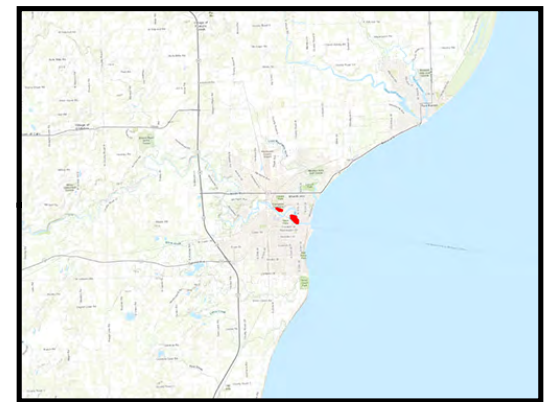
Greenspace

Mixed-Use / Multi-Level Res

Multi-Level Residential

Town Home Residential

Roadway/Sidewalk/Parking



Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Historic Site features illustrated on this figure were digitized from multiple historic maps/sources, including City Assessor files, WDNR files, and Sanborn (R) Fire Insurance Maps. These features are provided for illustration purposes only; Stantec makes no warranty as to the accuracy of these features.
3. Orthophotograph: Manitowoc County, 2017



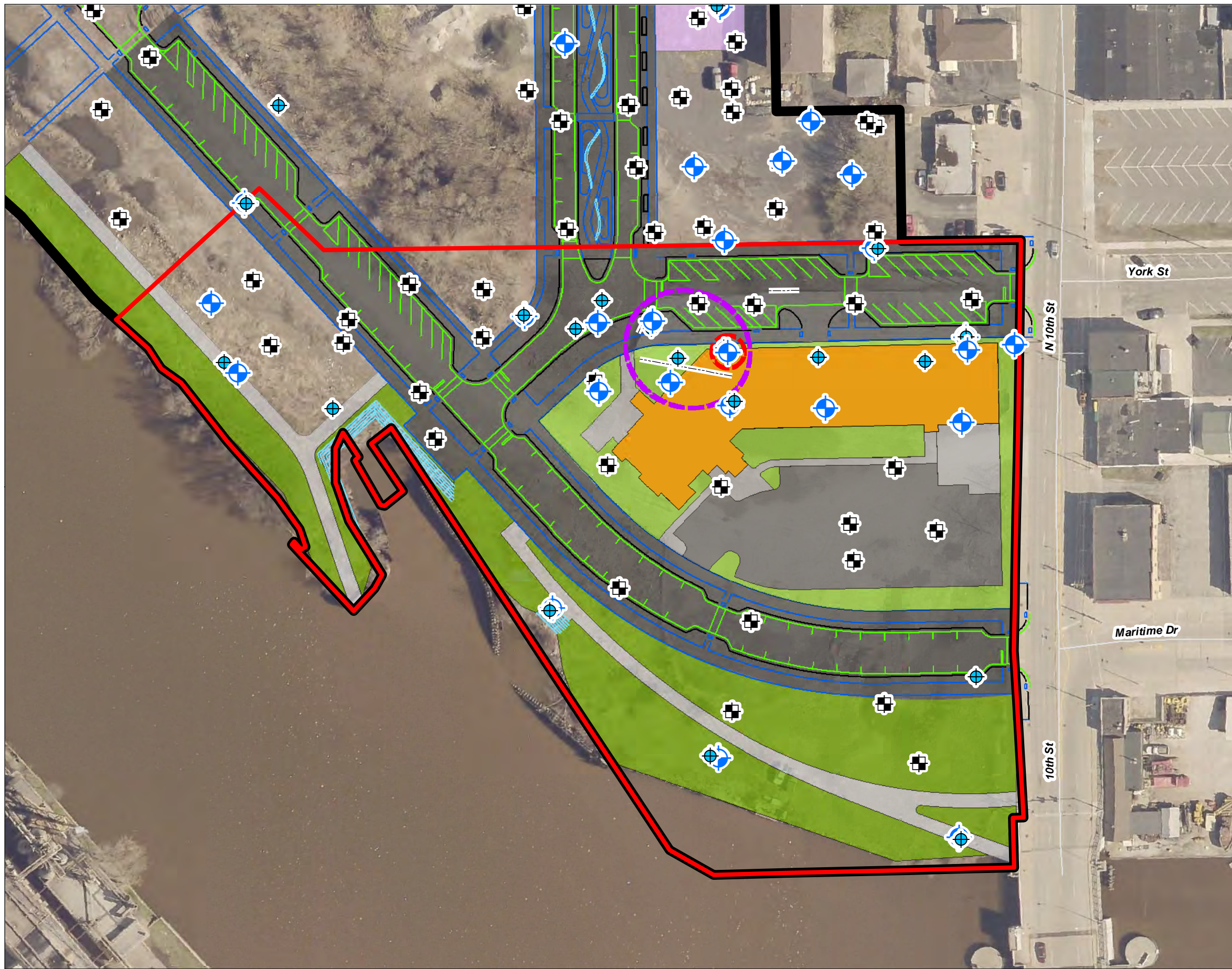


Figure No. **9**
 Title
Petroleum Impacts and Proposed Reuse at Site 1
 Client/Project
 ABCA
 River Point District
 City of Manitowoc
 0 65 130 Feet
 Prepared by HLB on 4/15/2021

- Legend**
- Site 1 - 200 North 10th Street
 - Riverpoint District
- Sample Locations**
- ⊕ Monitoring Well (26)
 - ⊕ Soil Boring (47)
 - ⊕ Soil Boring / Temp Well (20)
 - Test Pits
- VOC Impacts to Groundwater**
- Benzene > ES
 - Petroleum VOCs > PAL
- Proposed Engineered Barrier/Cap**
- Asphalt Cap (22,480 sf)
 - Concrete Cap (6,605 sf)
 - Landscaping Cap (19,800 sf)
- Building Footprint and BCT Extent**
- Building Footprint (BCT Extent; 23,327 sf)
- Municipal Infrastructure**
- Landscaping
 - Rights-of-way
 - Rock Wall
 - Sidewalk
 - Undeveloped

Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Orthophotograph: Manitowoc County, 2017



May 4, 2021

ANALYSIS OF BROWNFIELD CLEANUP ALTERNATIVES

1110 Buffalo Street and 200 North 10th Street; Manitowoc, Wisconsin

TABLE

Table 1
 Analysis of Brownfields Cleanup Alternatives to be Funded Under an RLF Loan
 1110 Buffalo Street and 200 North 10th Street
 Manitowoc, Wisconsin

Remedial Action Area Description:		The target remedial area consists of vacant land formerly used for bulk petroleum storage. Residual heavy metal and/or petroleum impacts are present in soil/fill across the Property at concentrations greater than health-based ch. NR 720 WAC non-industrial direct contact and/or ch. NR 720 soil to groundwater residual contaminant levels (RCLs). In addition, residual petroleum impacts to soil and groundwater remain at concentrations that exceed ch. NR 720 WAC soil standards and/or ch. NR 140 WAC groundwater enforcement standards (ES) and/or preventive action limits (PAL).											
Exposure Routes of Concern (Check Boxes As Applicable):		Soil				Groundwater		Sub-Slab Vapor		Building Materials			
		Direct Contact	Yes	Soil to Groundwater	Yes	Consumption	Yes	Vapor Intrusion	Possibly; benzene > ES	Lead Paint	No	Asbestos	No
Media	Remedial Alternative	Remedial Action Options Evaluation											
		Technical Feasibility - ch. NR 722.07(4)(a)						Economic Feasibility ch. NR 722.07(4)(b)		Sustainability ch. NR 722.09(2m)			
		<i>Long-Term Effectiveness</i>		<i>Short Term Effectiveness</i>		<i>Implementability</i>		<i>Restoration Time Frame</i>					
Soil and Groundwater	Alt 1 - Natural Attenuation	Natural attenuation of residual petroleum impacts to soil and groundwater is possible. However, heavy metal impacts in soil are considered recalcitrant to natural attenuation. Therefore natural attenuation would not reduce the overall heavy metal toxicity, mobility, and volume of impacts. Natural attenuation would not be protective of public health, safety, or welfare or the environment in the short-term or long-term time periods.				Implementation of Alt 1 is technically feasible; however, monitoring the effectiveness of the remedial action is impractical. Redevelopment potential would be impeded.		As heavy metal constituents associated with residual impacts are considered recalcitrant, the overall magnitude, mobility, and toxicity of impacts would not decrease and Site restoration will not occur within a reasonable timeframe.		Initial and capital costs to implement Alt 1 are minimal; however, future potential costs associated with monitoring natural attenuation could be significant as constituents are recalcitrant to natural attenuation.		The carbon footprint and energy use associated with Alt 1 is considered minimal. However, Alt 1 is not considered to be protective of health/safety/env. within a reasonable timeframe.	
	Alt 2 - Excavate all impacted soil; backfill excavation to proposed final grade; establish an institutional control to prevent groundwater consumption	Excavation of impacted soil/fill will provide for immediate and permanent reduction in the toxicity, mobility, and volume of contaminants and would protect public health, safety, welfare and the environment in a short-term time frame. An institutional control is considered effective for prevention of groundwater consumption while residual impacts naturally degrade.				Alt 2 is technically feasible and technology is available for implementation. Waste disposal approval will be needed from the landfill.		The Property would be restored concurrent with redevelopment. Institutional controls will be needed to provide for long-term control of residual impacts.		Source removal capital includes excavation and offsite disposal of a considerable volume of fill and backfilling the excavation to current grade with imported fill (61,200 cubic yards @ \$70 per yard = \$4.3MM). Establishing the institutional control to control groundwater consumption will occur with final closure (\$13,000).		Extraordinary energy and fuel use will be incurred with offsite disposal of building materials and backfilling the excavation; however low sulfur diesel can be used and a no-idle policy will reduce the carbon footprint. Alt. 2 will maximize energy use and soil disturbance. Alternative 2 allows for maximum reuse of the Property.	
	Alt 3 - Limited excavation and offsite disposal of soil with residual petroleum impacts; constructing a soil engineered barrier to minimize sitewide direct contact with impacted soil/fill and reduce potential for leaching of residual impacts to groundwater; and establishing institutional controls/continuing obligations and maintenance plans to provide for long-term control of residual soil and groundwater impacts.	Excavation and removal of residual petroleum impacts is effective in both the short and long-term time frames. Construction of a soil engineered barrier through placement of clean fill to raise the current grade to proposed final grade would provide for short-term protection of public health, safety, welfare and the environment. However, long-term effectiveness will depend on maintenance of the engineered barrier. Residual groundwater impacts will be effectively managed by an institutional control.				Alt 3 is technically feasible and technology is available for implementation.		The Property would be restored concurrent with redevelopment. Institutional controls will be needed to provide for long-term control of residual impacts.		Petroleum impacted soils can be managed in a biopile at the solid waste landfill at a reduced fee (4,500 tons @ \$25/ton = \$112,500, though hauling will still be needed (3,000 cubic yards @ \$10 per yard = \$30,000) Capital costs would be minimized as the work will take place concurrent with placement of fill to raze the grade of the Site to final grade. Fill is currently available at no cost to the City, and pending approval from the VPLE committee, the fill could be used to construct a portion of the engineered barrier (47,400 cubic yards @ \$3.25 per yard = \$154,050). An incremental cost could be incurred, if fill needed to be purchased (47,400 cubic yards @ \$20 per yard = \$950K). Establishing the institutional control to control groundwater consumption will occur with final closure (\$13k).		Petroleum-impacted soil can be placed on the biopile at the solid waste landfill and later reused by the landfill. Energy and fuel use would be minimized; however, local infrastructure (roads) could be impacted during importation of soil; however low sulfur diesel can be used and a no-idle policy will reduce the carbon footprint.	

Note: Additional remedial actions to be discussed in a future RAP not described in the table above are summarized in Section 4.8 of the Stantec (2021) ABCA.

From: Byers, Harris <Harris.Byers@stantec.com>
Sent: Tuesday, May 4, 2021 1:59 PM
To: Prager, Michael A - DNR
Cc: ategen@manitowoc.org; Beggs, Tauren R - DNR
Subject: Petroleum ED for an RLF Cleanup Loan for 200 North 10th Street in Manitowoc, Wisconsin
Attachments: Form 4400-304.pdf; 200 North 10th Street - Petroleum ED Attachments.pdf

Michael:

Attached is a petroleum eligibility determination to support an RLF Cleanup Loan to be made to the current property owner (CDA) to address residual petroleum impacts at 200 North 10th Street in Manitowoc, Wisconsin.

Please review this as soon as possible so the CDA can continue to move the project forward.

Sincerely,

Harris Byers, Ph.D.

Sr. Brownfields Project Manager
Contaminant Hydrogeologist / Urban Geochemist

Direct: 414 581-6476
Harris.Byers@stantec.com

Stantec
12075 Corporate Parkway Suite 200
Mequon WI 53092-2649



The content of this email is the confidential property of Stantec and should not be copied, modified, retransmitted, or used for any purpose except with Stantec's written authorization. If you are not the intended recipient, please delete all copies and notify us immediately.

Return completed form with attachments to:
 Wisconsin Department of Natural Resources
 Remediation and Redevelopment Program
 PO Box 7921
 Madison, WI 53707-7921
 Fax: 608-267-7646
dnr.wi.gov/topic/Brownfields/

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

Form 4400-304 (R 11/16)

Page 1 of 8

Notice: Use this form to request a site-specific eligibility determination for use of U.S. Environmental Protection Agency Brownfields Grant funds for assessment or cleanup of petroleum contamination. Personally identifiable information collected will be used to prepare the determination and will also be accessible by request under Wisconsin's Open Record law. [ss.19.31 - 19.69, Wis. Stats.]. Applications must be "complete" in order to be processed.

Instructions: Complete the following application to receive a State of Wisconsin eligibility determination for use of EPA Brownfields Grant funds for assessment or cleanup of petroleum contamination. Fill out one application per property and send to: Michael Prager at Michael.prager@wisconsin.gov. The "Submit by Email" button above will create an email with the correct address.

Section 1: Applicant* Information

Consulting Firm Name (if applicable)

Stantec

Contact Name Last	First	MI	Title		
Byers	Harris	L	Sr. Brownfields Project Manager		
Mailing Address		City		State	ZIP Code
12075 Corporate Pkwy		Mequon		WI	53092
Phone Number (incl. area code)	Fax Number (incl. area code)	Email			
(414) 581-6476		harris.byers@stantec.com			

Determination Letter Recipient (i.e. name of municipality)

Community Development Authority of the City of Manitowoc, Wisconsin

Contact Name Last	First	MI	Title		
Tegen	Adam		Executive Director		
Mailing Address		City		State	ZIP Code
900 Quay Street		Manitowoc		WI	54220
Phone Number (incl. area code)	Fax Number (incl. area code)	Email			
(920) 686-6931		ategen@manitowoc.org			

EPA Cooperative Agreement Grantee, if different than above (i.e. county planning commission or economic development authority)

Contact Name Last	First	MI	Title		
Mailing Address		City		State	ZIP Code
Phone Number (incl. area code)	Fax Number (incl. area code)	Email			

Section 2: General Site Information

Site Name		County			
200 North 10th Street		Manitowoc			
Site Address		City		State	ZIP Code
200 North 10th Street		Manitowoc		WI	54220
Size (acres)		DNR BRRTS Numbers (if known)			
6		02-36-000408 (closed); 07-36-583000 (LGU); 02-36-585491			
Tax Parcel Number(s)					
000173100, 000173003, 000173160, 000173000 (portion), 000173170 (portion) - see Figure 1 and Figure 2					
DNR Project Manager Name (if known)			Federal fiscal year for the assessment or cleanup award		
Tauren Beggs			Cleanup RLF Funded in FY13		

*For the purposes of receiving a petroleum eligibility determination, an "Applicant" includes those entities that: 1. Received an area-wide EPA assessment or cleanup grant; 2. Are applying for an EPA site-specific assessment or cleanup grant; 3. Are applying for a petroleum grant or loan from the Ready for Reuse program.

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

Form 4400-304 (R 11/16)

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Section 3: Site Description

1. Past Land Uses of the Site - Indicate if the sources of petroleum contamination or wastes are Known "K" or Suspected "S":

Gas Station	Industrial K	Residential
Service Station	Commercial K	Pipeline
Bulk Plant K	Agricultural Co-op	Salvage Yard
Terminal Storage	Coal Gas Manufacturer	Other - Specify _____
Foundry	Utility	Past land uses of the site are unknown <input type="checkbox"/>

2. Describe the historical and current use of the site, including associated years:
See attached "Property History Summary." Prior Site tenants utilized the Site for bulk petroleum storage in the early 20th Century.

3. Does or did the site have a fuel storage tank(s)? Yes, if so how many? 46 No Unknown

- If yes, please provide details on the status of the tank(s) from DATCP tank database found at http://datcp.wi.gov/Consumer/Hazardous_Materials_Storage_Tanks/. Attach a site map with the location of current and historic ASTs and USTs.

Historic petroleum storage area(s) (for sites where tanks have been removed):

Removed Tanks					
DATCP Tank ID #	AST or UST?	Capacity	Historic Contents (enter A, B, etc.)		
(8)	AST	Various	B	Fuel Oil	A. Diesel
				Fuel Oil	B. Fuel Oil
				Fuel Oil	C. Gasoline
				Fuel Oil	D. Kerosene
				Fuel Oil	E. Used Motor Oil
				Fuel Oil	F. Other (describe)

Current petroleum storage areas (for sites with tanks currently in place):

Tanks in Place					
DATCP Tank ID #	AST or UST?	Capacity	Historic Contents (enter A, B, etc.)		
					A. Diesel
					B. Fuel Oil
					C. Gasoline
					D. Kerosene
					E. Used Motor Oil
					F. Other (describe)

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

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Status of Tanks in Place		
DATCP Tank ID #	Current Status (enter A, B, etc.)	
		A. In Use
		B. Abandoned with product
		C. Abandoned without product
		D. Closed - filled with inert materials
		E. Closed - in place
		F. Other (describe)

4. Has petroleum contamination been confirmed at the site? Yes No Inconclusive

- If yes, describe previous assessment activities, associated dates and which contaminants were found:
As summarized in the Stantec (2019) Phase I ESA, the previous owner investigated residual petroleum impacts and received closure in 1993 from WDNR. However, as described in the Stantec (2020) Phase II ESA and the pending Stantec (2021) Site Investigation, residual petroleum impacts to soil and groundwater remain.

- If no, why is petroleum contamination suspected?

- What are the areas of concern at the site where petroleum contamination is known or suspected?
As illustrated on Figure 4, source areas include a former oil house and associated (8) storage tanks.

5. For which activities will the EPA assessment or cleanup grant be used?

- | | |
|---|--|
| <input type="checkbox"/> Phase I Site Assessment | <input type="checkbox"/> NR 716 Site Investigation |
| <input type="checkbox"/> Phase II Site Assessment | <input checked="" type="checkbox"/> Clean up: NR 722 and 724 Cleanup |
| <input type="checkbox"/> Other – Specify: | |

Section 4: Use of Other Federal Funds

1. Has the site received LUST trust fund monies for assessment or cleanup? Yes No

- If yes, please provide details:

2. Is the site currently subject to a response under the Oil Pollution Act (OPA)? Yes No

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

Form 4400-304 (R 11/16)

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Section 5: Judgements, Claims, Actions or Suits (Note: if a responsible party is identified through any of the three criteria below, the site is not eligible to use petroleum assessment or cleanup funds.)

1. Has a responsible party been identified for the site through either:

- An unresolved judgment rendered in a court of law or an administrative order that would require any party (including the applicant) to assess, investigate, or clean up the site? Yes No
- An unresolved enforcement action by federal or state authorities that would require any party (including the applicant) to assess, investigate or clean up the site? Yes No
- An unresolved citizen suit, contribution action or other third party claim brought against the current or immediate past owner for the site that would, if successful, require either party to assessment, investigation or cleanup the site? Yes No

Section 6: Acquisition Method by Current Owner

1. Who currently owns this site?

- Name: Community Development Authority of the City of Manitowoc, Wisconsin
- On what date was the property acquired? 04/12/2019
- By what method was the property acquired?
 - Involuntary Acquisition:
 - Tax foreclosure
 - Escheat
 - Condemnation
 - Slum or blight proceeding under ch. 32, Wis. Stats.
 - Lender foreclosure of a security interest
 - Other Acquisition:
 - Simple purchase
 - Donation
 - Transfer
 - Other (specify): _____

Note: If the site was last acquired through an involuntary acquisition method or lender foreclosure of a security interest, skip to Section 8. If the site was last acquired through "other acquisition", please continue to Section 7.

Section 7: Determination of Viable Responsible Party

The state is required to determine that there is no viable responsible party that can address the contamination at the site. For the purposes of this petroleum eligibility determination, the state must affirm that:

- The current and immediate past owner did not dispense or dispose of, or own the subject property during the dispensing or disposal of any petroleum contamination at the site;
- Did not exacerbate the petroleum contamination at the site; and
- Took reasonable steps* with regard to the petroleum contamination at the site.

**For the purposes of determining petroleum brownfield grant eligibility, "reasonable steps with regard to contamination at the site" includes, as appropriate: stopping continuing releases, preventing threatened future releases, and preventing or limiting human, environmental, or natural resource exposure to earlier petroleum or petroleum product releases.*

Applicants are responsible for providing complete information in their proposal that demonstrates that the activities for which they seek funding have no viable responsible party.

**Brownfields Assessment and Cleanup
Grants: Application for Petroleum
Eligibility Determination**

Form 4400-304 (R 11/16)

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1. Current Owner:

- Describe on-site operations during the time of current ownership, particularly as it relates to use of petroleum ASTs, USTs and containers.

The storage vessels (AST/USTs) and associated buildings/infrastructure were reportedly removed in the mid-20th Century. The Site was vacant at the time of acquisition by the CDA (current owner), and remains vacant.

- Is the property leased to an operator (another person or business)? Yes No

- Identify whether the current owner (please describe):

- Dispensed or disposed of any petroleum products on the site:

The current owner has not dispensed or disposed of petroleum products at the Site.

- Owned the subject property during the dispensing or disposal by an operator of any petroleum products at the site:

The current owner has not owned the subject property during the dispensing or disposal of petroleum products at the Site.

- Did not exacerbate the contamination at the site:

The current owner has not exacerbated petroleum impacts at the Site.

- Took *reasonable steps** with regard to the contamination at the site:

- Yes, reasonable steps were taken.

Please describe the actions the owner took to satisfy the "reasonable steps" criteria:

The current owner is completing continuing obligations associated with the Site.

- No, reasonable steps were not necessary. Please explain:

- Contamination is not confirmed

- Known or suspected sources of contamination were removed (i.e. storage tank)

- Other (please describe): _____

2. Immediate Past Owner:

- Name of immediate past owner: Wisconsin Central Ltd.
- Date range of years of ownership: WCL (and predecessor/other RR companies) owned the Site by 1900 - 4/12/2019
- Describe the operations on site during the ownership of the immediate past owner, particularly as it relates to petroleum ASTs, USTs and containers:

A previous tenant operated a bulk petroleum storage/distribution facility at Site 1 in the early 20th Century.

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

Form 4400-304 (R 11/16)

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- Was the property leased to an operator (another person or business)? Yes No

- Identify whether the immediate past owner (please describe):

- Dispensed or disposed of any petroleum products on the site:

A prior tenant operated a bulk petroleum storage/distribution facility at the Site.

- Owned the subject property during the dispensing or disposal by an operator of any petroleum products at the site:
See above

- Did not exacerbate the contamination at the site:
Storage vessels (AST/USTs) and associated buildings/infrastructure were removed in the mid-20th Century.

- Took *reasonable steps** with regard to the contamination at the site:

- Yes, reasonable steps were taken.

Please describe the actions the owner took to satisfy the "reasonable steps" criteria:

Storage vessels (AST/USTs) and associated buildings/infrastructure were removed in the 20th Century.

The previous owner completed an investigation and received closure from WDNR in 1993.

- No, reasonable steps were not necessary. Please explain:

- Contamination is not confirmed

- Known or suspected sources of contamination were removed (i.e. storage tank)

- Other (please describe): _____

3. Financial Viability:

- If the current or immediate past owner is identified as a responsible party for the petroleum contamination on site, provide information in Attachment F that demonstrates why the party does not have the financial capability to satisfy their obligations under federal or state law to assess the property, including the resources consulted to determine a responsible party's financial status. In general, the Department and US EPA will consider ongoing businesses or companies (corporations, LLCs, partnerships, etc.) and governmental entities to be viable.

Section 8: Actions by the EPA Assessment Grant Recipient (i.e. Cooperative Agreement Recipient)

1. Has the EPA Assessment or Cleanup Grant recipient dispensed or disposed of or owned the property during the dispensing or disposal of petroleum product at the site? Yes No
2. Has the EPA Assessment or Cleanup Grant recipient exacerbated the contamination at the site? Yes No
3. Did the EPA Assessment or Cleanup Grant recipient take reasonable steps* with regard to contamination at the site? Yes No

**Brownfields Assessment and Cleanup
Grants: Application for Petroleum
Eligibility Determination**

Form 4400-304 (R 11/16)

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Section 9: Subject to Resource Conservation and Recovery Act (RCRA)

1. Is the site subject to a corrective action order under RCRA S9002(h)? Yes No

Section 10: Required Attachments

Please include the following with your eligibility determination request:

- A. Current photographs of site
- B. Site map - Note location of any past or current ASTs, USTs, or other petrol-related containers
- C. Aerial photo of site
- D. Previous assessment information, if available: Phase I and II on disk
- E. Documentation of acquisition method if the site was last acquired through involuntary acquisition or lender foreclosure
- F. Information that demonstrates why a responsible party does not have the financial capability to satisfy their obligations under federal or state law to assess the property (if a responsible party is identified). See page 8

Section 11: Self-Certification

I certify that information in this application and all its attachments are true and correct and in conformity with applicable Wisconsin Statutes.

Adam Tegen
Completed By

05/03/2021
Date

Brownfields Assessment and Cleanup Grants: Application for Petroleum Eligibility Determination

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Attachment F: Determining Whether a Responsible Party is Viable

If a responsible party is identified for the site, the Department must determine whether that party is viable. If any such party is determined to be viable, then the petroleum-contaminated site is not eligible for funding.

- In general, the department and US EPA will consider ongoing businesses or companies (corporations, LLCs, partnerships, etc.) and governmental entities to be viable. A defunct or insolvent company and an individual responsible party will be deemed not viable, unless there is information suggesting that the assumption is not appropriate in a particular case.
- An Applicant seeking to determine the financial status (i.e. the viability) of a responsible party should consider consulting the following resources and any other resources it may deem useful to make this determination:
 - Responsible Party (i.e. tax returns, bank statements, financial statements)
 - Federal, State and Local Records (i.e. regulatory records, Secretary of State databases, property/land records)
 - Public and Commercial Financial Databases (i.e. Lexus/Nexus, Dun & Bradstreet reports, Internet search engines)

Applicants are responsible for explaining what steps it took to determine a responsible party's financial status and why the information presented indicates that the responsible party is not viable:

** Excerpted from Appendix 1 of EPA's Guidelines for Brownfields Assessment Grants

200 NORTH 10TH ST PETROLEUM ELIGIBILITY DETERMINATION

PROPERTY HISTORY SUMMARY

200 NORTH 10TH ST PETROLEUM ELIGIBILITY DETERMINATION

The Community Development Authority of the City of Manitowoc, Wisconsin (CDA) involuntarily acquired approximately 20.8 acres of former railroad land forming a peninsula in the Manitowoc River, roughly west of 10th and 11th Streets in April 2019. This redevelopment project is locally referred to as the “River Point District” (area outlined in black on Figures 1 through 7). The current deed is provided in Attachment G. A letter summarizing continuing obligations following acquisition is provided in Attachment H.

Prior to acquisition, and to meet the requirements of CERCLA §§ 101(40) and 107(r)(1), a Phase I Environmental Site Assessment (ESA) was completed on behalf of the CDA on April 9, 2019 by Stantec (2019) utilizing funds from an assessment grant for petroleum brownfields awarded to the City of Manitowoc (City) by the USEPA in 2018 under Cooperative Agreement Number BF-00E02377-0. The Phase I ESA was completed following Wisconsin Department of Natural Resources (WDNR) approval of the Stantec (2018) petroleum eligibility determination request on August 10, 2018. The WDNR eligibility approval letter is provided in Attachment I. The CDA worked with the WDNR prior to acquisition to qualify for liability protection under the WDNR Local Government Unit (LGU) exemption program (Attachment J).

To supplement the petroleum brownfield cleanup eligibility determination, the following summarizes the prior ownership/use of the River Point District followed by a summary of the prior ownership/use of the Target Property (200 North 10th Street; area outlined in red on Figures 1 through 9).

River Point District Ownership/Use in the 19th and 20th Centuries. As described in the Stantec (2019) Phase I ESA, the River Point District appears undeveloped in 1835; however, the proximity of the peninsula to the Lake Michigan/Great Lakes shipping route facilitated initial large scale industrial transloading development of the River Point District by 1868. Transloading operations on the peninsula in the late 19th Century included largescale coal, lumber/mills, grain, and large warehouses. Although ownership records are not available, a panoramic map drawn in 1883 indicates the River Point District was fully developed and occupied by several large industrial-like buildings and smaller commercial-like buildings.

Assessor records suggest the River Point District was later transferred to the Soo Line Railroad Company and ultimately transferred to Wisconsin Central, Ltd. (WCL) sometime during the latter half of the 20th Century. Railroad use of the River Point District ceased in the 1980s and the River Point District was formally decommissioned by the railroad in the 2000s. The River Point District consists of 23 individual contiguous parcel identification numbers (Figure 2) and is currently zoned Industrial (Figure 3). As summarized in the Stantec (2019) Phase I ESA, the current parcel identification numbers (PIN) correspond to leases between the previous owner and a variety of historic commercial/industrial tenants/occupants.

Target Property Ownership/Use in the 19th Century. The Property targeted for cleanup under this eligibility determination appears to have been developed for use in the lumber industry by 1868 (Stantec, 2019). Records indicate Zeman and Karinik operated a large lumber yard at the Property by 1883, which was expanded by Carl Zander by 1887. Key features of the lumber yard, planing mill, and sash/door/blind factory operated by Carl Zander in the late 19th Century are illustrated on Figure 4. As adapted from historic Sanborn® Fire Insurance Maps drawn in the late 19th Century, the western portion of the Property was once part of the Manitowoc River (Figure 4). Placement of fill in the late 19th Century on the Property and nearby areas pushed the bank of the Manitowoc River west/south to its current location prior to acquisition of the River Point District (and presumably the Property) by the Western Railroad Company on July 22, 1895.

200 NORTH 10TH ST PETROLEUM ELIGIBILITY DETERMINATION

Target Property Ownership/Use in the 20th Century. As illustrated on Figure 2, the Property consists of portions of four parcels (PINs: 000173000, 000173100, 000173160, and 000173170). As noted previously, the PINS appear to correspond to leases between the former owner and independent commercial/industrial tenants. Site features corresponding to prior uses are illustrated on Figure 4 and described below.

The Stantec (2019) Phase I ESA notes the northern portion of the Property was redeveloped for bulk petroleum storage/distribution by the "Clarke Oil Company" (presumably a tenant) between 1912 and 1919. Bulk petroleum storage operations expanded between 1919 and 1927, at which point the operation consisted of eight oil tanks and a pump house. Bulk petroleum storage ceased between 1927 and 1946. The owner, Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company, leased the parcel to "JF Kerscher Co." on May 22, 1950, who constructed a large warehouse at the property for a variety of storage/commercial uses. Unfortunately, the date of property transfer between the Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company and WCL remains unknown; however, property records suggest transfer took place between 1979 and 1986. The southern portion of the Property was redeveloped for railroad use by 1895 and remained in railroad use through most of the 20th Century.

As noted previously, the CDA involuntarily acquired the Property on April 12, 2019 for the purpose of blight elimination and subsequently received a LGU Environmental Liability Exemption from WDNR per ch. 292.11(9) of the Wisconsin Administrative Code on March 18, 2019 under BRRTS Case Number 07-36-583000.

Site Investigation - Soil Impacts. Soil sample locations completed by Stantec (2020a, 2020b, 2020c, and 2021b) are illustrated on Figure 6. Residual petroleum impacts remain in the vicinity of the former bulk petroleum storage area (i.e., test pits TP-5 and TP-7). Additional soil impacts limiting redevelopment are associated with black granular fill materials extending across the River Point District and onto the River North project area. The concentrations of select heavy metals and polycyclic aromatic hydrocarbons in this fill unit exceed health-based soil quality criteria outlined in ch. NR 720. This fill unit varies in depth across the project area, and the underlying spatial analysis model illustrated on Figure 7 estimates the volume of this fill unit to be 35,500 cubic yards. Given the age and relative concentration of soil impacts, "hot spot" source control for soil is not required. The presence of residual petroleum impacts and the fill unit will require a sitewide engineered barrier/cap to prevent direct contact with soil impacts and reduce the potential for residual soil impacts to leach to groundwater following redevelopment. However, select petroleum-rich soils may require offsite disposal if encountered during redevelopment as these materials cannot be reused onsite.

Site Investigation - Groundwater Impacts. The elevation of groundwater at the Property decreases to the south towards the Manitowoc River, which suggests the Manitowoc River is a constant head boundary for shallow groundwater (Figure 9). The concentrations of benzene in groundwater at the Property are greater than the ch. NR 140 ES and PAL at several locations and the extent of benzene and other volatile organic compound impacts to groundwater relative to proposed redevelopment features are illustrated on Figure 8. Residual groundwater impacts appear to be associated with prior use of the Property as a bulk petroleum storage facility. [In addition, the concentrations of select per- and polyfluorinated alkyl substances (PFAS) exceed the proposed ES and/or PAL.] Based on the potentiometric surface of shallow groundwater, PFAS impacts appear to be migrating onto the Property from an offsite source. Given the age and relative concentration of groundwater impacts, "hot spot" source control for groundwater is not required. Instead, residual groundwater impacts will be managed with a continuing obligation / institutional control.

200 NORTH 10TH ST PETROLEUM ELIGIBILITY DETERMINATION

Site Investigation - Vapor Intrusion. Based on the current building design, the concentration of benzene in groundwater beneath a portion of the proposed building exceeds the ES (Figure 8). Therefore, the building will require a building control technology to prevent potential vapor intrusion. The BCT will be designed by an appropriately licensed engineer and likely consist of Geovent™ (or similar) piping bedded in the gravel underlayment and connected to one or more riser(s). The riser(s) will extend vertically through the height of the building and terminate above the roofline. The Geovent™ system will be covered with an approved vapor membrane. Based on the results of post-construction sub-slab vapor sampling, the BCT may be made active by adding a fan to the riser(s).

Continuing Obligations. The CDA has maintained compliance with continuing obligations, as described in Attachment H.

Proposed Redevelopment. The property is being targeted for non-industrial mixed-use commercial/multi-family residential redevelopment enhanced by new green space, bike lanes, and sidewalks in the rights of way (Figure 5 and Figure 8). However, residual petroleum impacts have caused a significant need for remediation funding, which the City can provide to the current owner through an RLF loan.



FIGURES



Figure No.
1
 Title
Project Area and Regional Topography

Client/Project
 Site 1
 River Point District
 City of Manitowoc
 0 390 780 Feet
 Prepared by HLB on 4/15/2021

Legend

-  Riverpoint District
-  Site 1 - 200 North 10th Street



Notes
 1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet





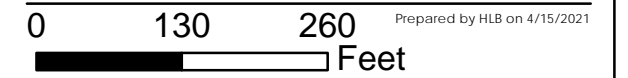
Figure No.

2




Title

Project Area and PINs

Client/Project
 Site 1
 River Point District
 City of Manitowoc



Legend

-  Site 1 - 200 North 10th Street
-  Riverpoint District
-  Parcel Identification Numbers



Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Orthophotograph: Manitowoc County, 2017



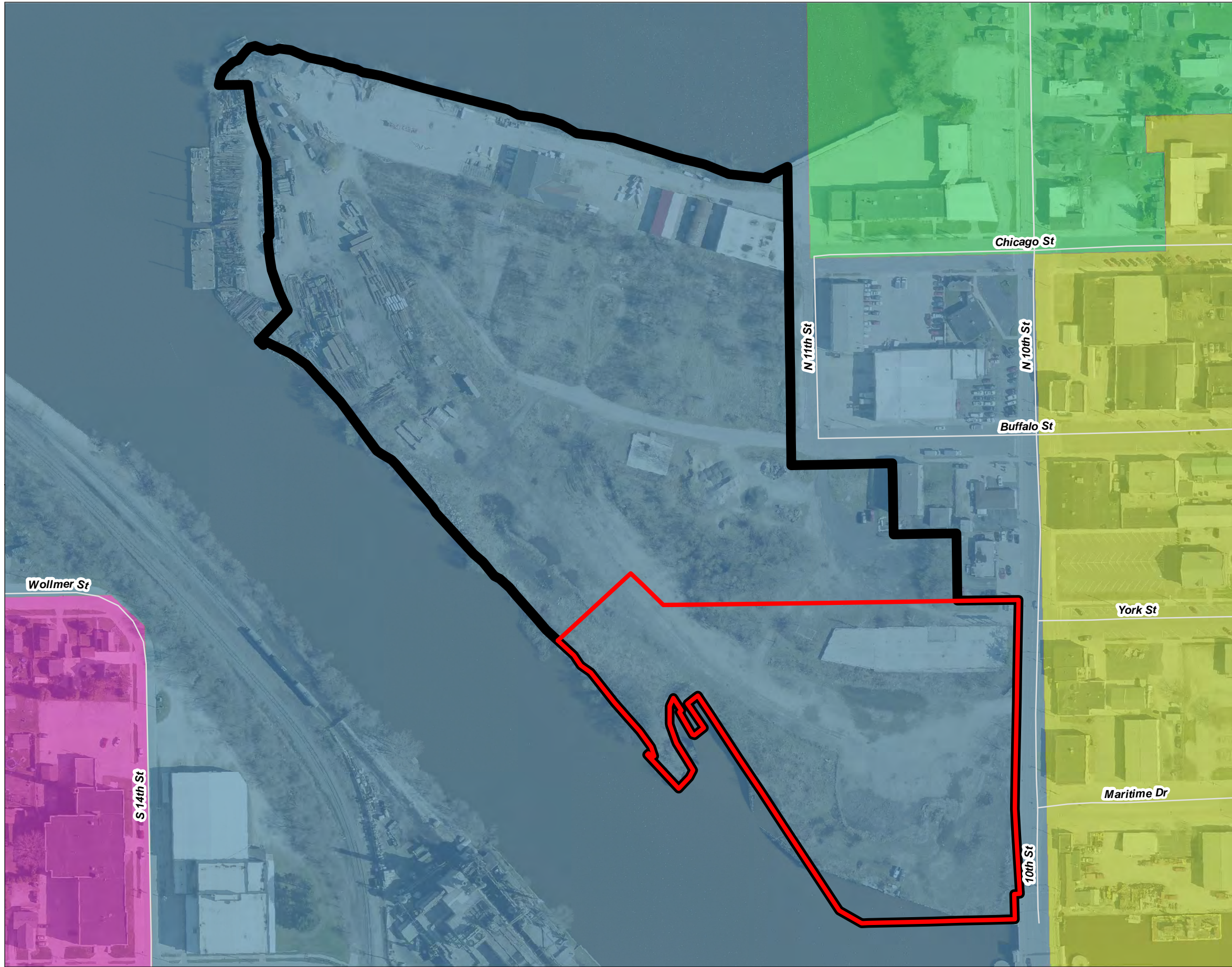


Figure No.
3
 Title
Project Area and Zoning

Client/Project
 Site 1
 River Point District
 City of Manitowoc

0 125 250 Feet
 Prepared by HLB on 3/25/2020

Legend

Site 1 - 200 North 10th Street

Riverpoint District

Zoning

- B-3
- C-1
- I-2
- R-6



Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Historic Site features illustrated on this figure were digitized from multiple historic maps/sources, including City Assessor files, WDNR files, and Sanborn (R) Fire Insurance Maps. These features are provided for illustration purposes only; Stantec makes no warranty as to the accuracy of these features.
3. Orthophotograph: Manitowoc County, 2017





Figure No.
4
 Title
Project Area and Historic Site Features
 Client/Project
 Site 1
 River Point District
 City of Manitowoc
 0 125 250 Feet
 Prepared by HLB on 4/15/2021

Legend

- Site 1 - 200 North 10th Street
- Riverpoint District
- Prior Site Features (City Records)**
- Oil House (5)
- Oil Tank (AST) (42)
- Pump House (5)
- UST (2)
- Railroad Spurs
- Additional Site Features (WDNR Files)**
- Former UST (10)
- Product Piping (2)
- Pump House (2)
- Soil Excavation (3)
- Bank of the Manitowoc River (19th Century)
- Carl Zander Planing Mill and Factory (~1870s-1895)**
- Site Feature**
- Drying House
- Engine Room
- Lumber
- Planing Mill
- Warehouse
- Shavings
- Shed
- Steam Boxes



Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Historic Site features illustrated on this figure were digitized from multiple historic maps/sources, including City Assessor files, WDNR files, and Sanborn (R) Fire Insurance Maps. These features are provided for illustration purposes only; Stantec makes no warranty as to the accuracy of these features.
3. Orthophotograph: Manitowoc County, 2017



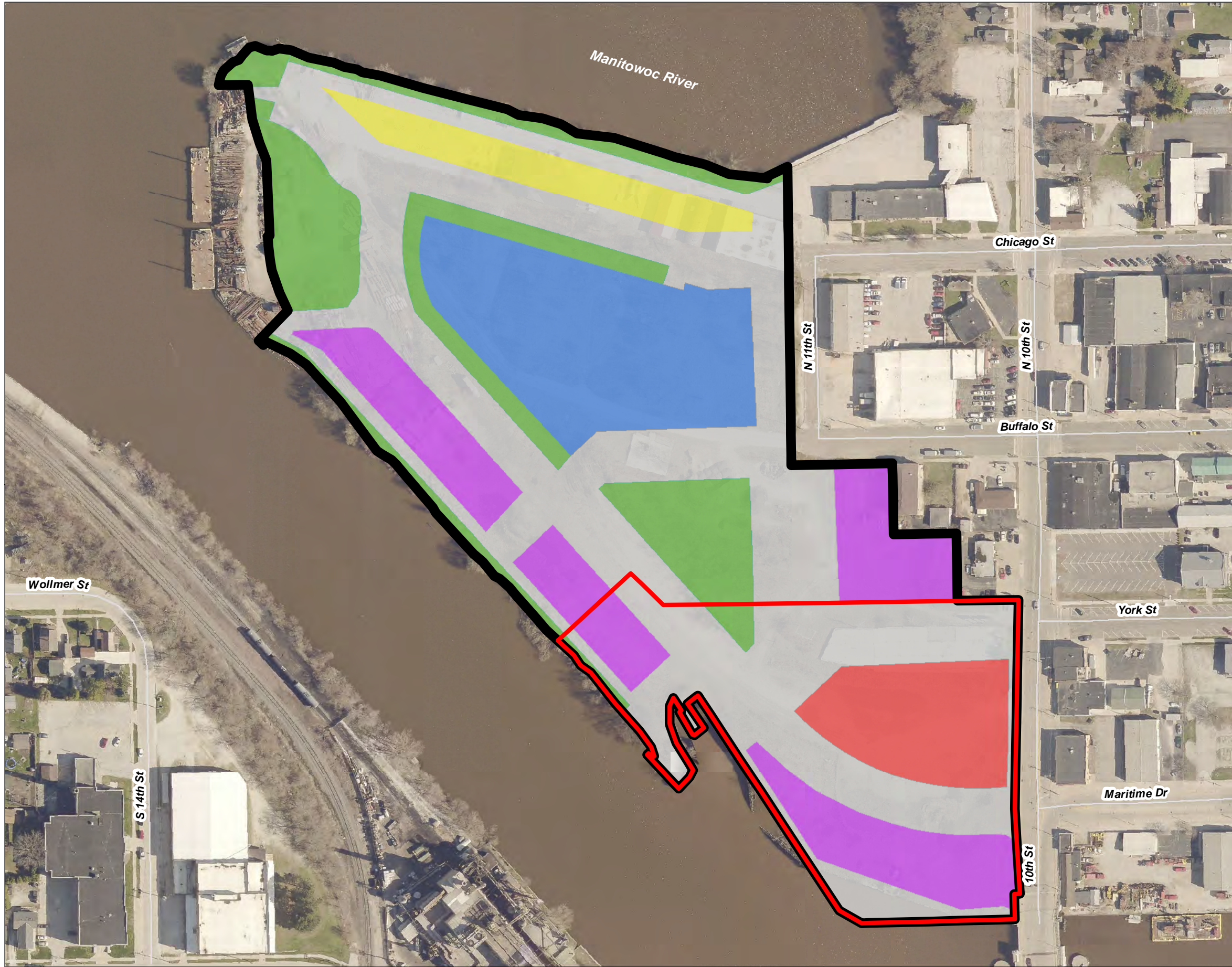


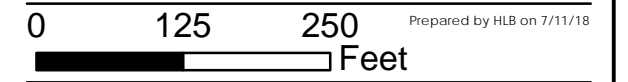
Figure No.

5

Title

Conceptual Reuse Plan

Client/Project
 Site 1
 River Point District
 City of Manitowoc



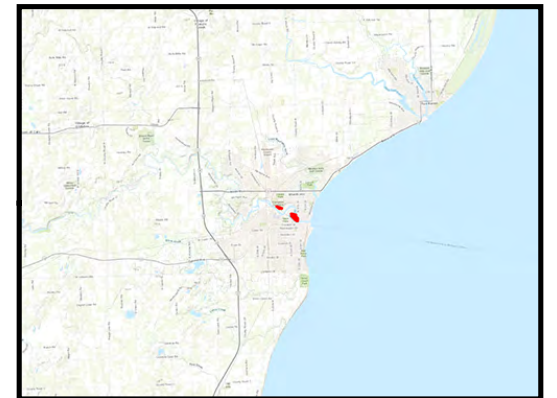
Legend

- Riverpoint District
- Site 1 - 200 North 10th Street



Proposed Reuse

- Commercial
- Greenspace
- Mixed-Use / Multi-Level Res
- Multi-Level Residential
- Town Home Residential
- Roadway/Sidewalk/Parking



Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Historic Site features illustrated on this figure were digitized from multiple historic maps/sources, including City Assessor files, WDNR files, and Sanborn (R) Fire Insurance Maps. These features are provided for illustration purposes only; Stantec makes no warranty as to the accuracy of these features.
3. Orthophotograph: Manitowoc County, 2017



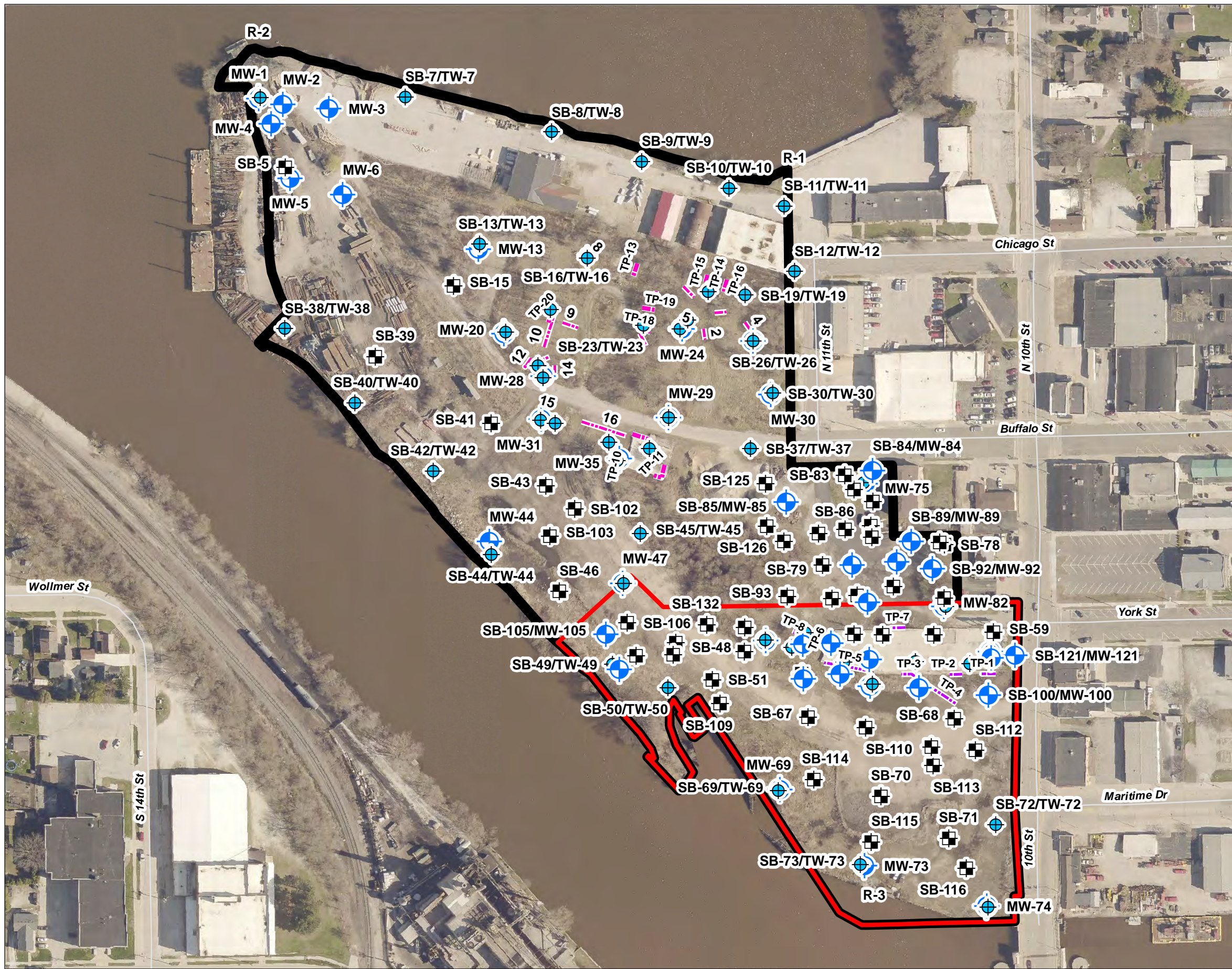


Figure No.
6
 Title
Project Area and Sample Locations

Client/Project
 Site 1
 River Point District
 City of Manitowoc
 0 125 250 Feet
 Prepared by HLB on 4/15/2021

Legend

- Site 1 - 200 North 10th Street
- Riverpoint District



Sample Locations

- + Monitoring Well (43)
- + Soil Boring (52)
- + Soil Boring / Temp Well (52)
- Test Pits - Site 3
- Test Pits - Site 1

Notes
 1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
 2. Orthophotograph: Manitowoc County, 2017



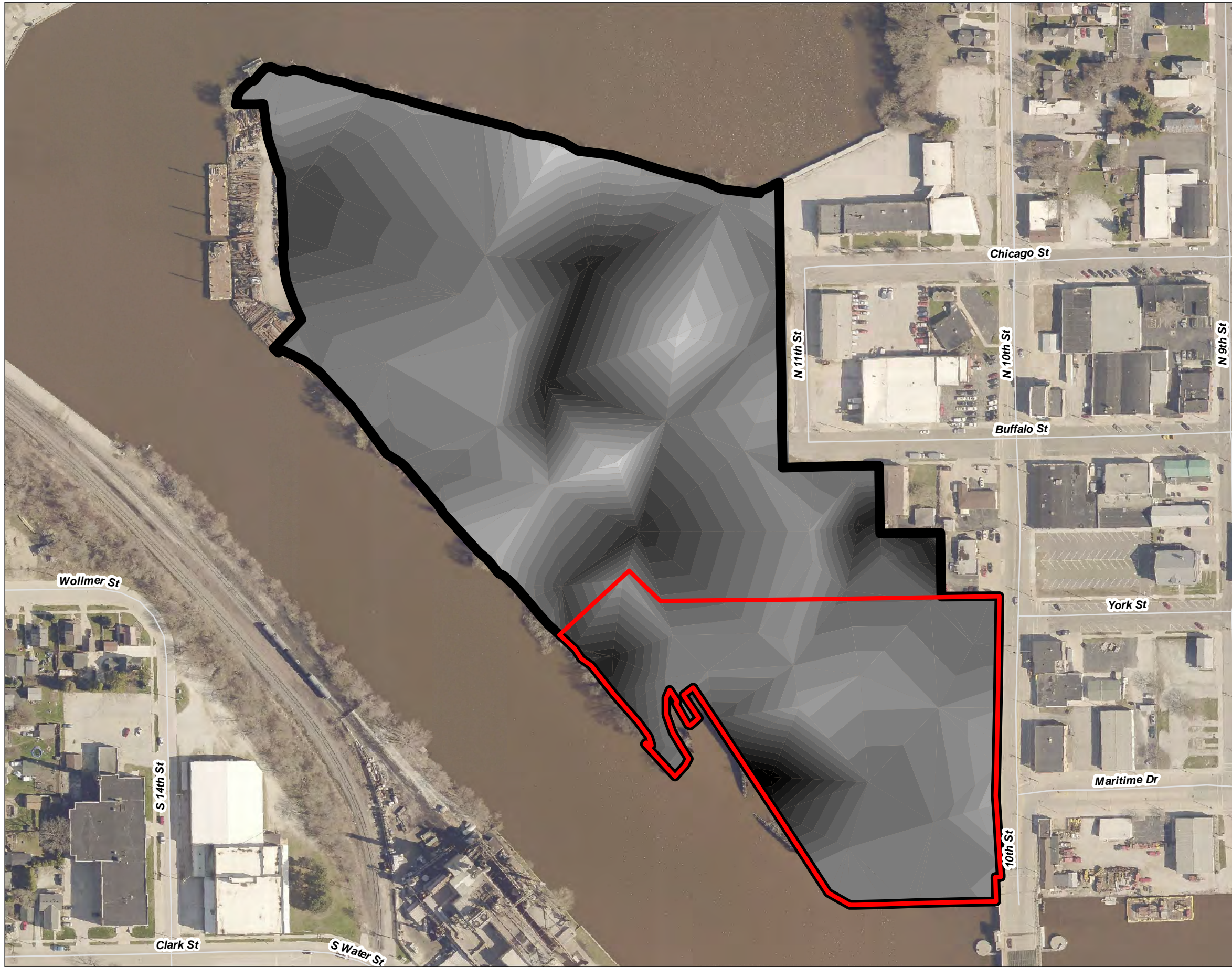


Figure No.
7
 Title
Project Area and Fill Thickness

Client/Project
 Site 1
 River Point District
 City of Manitowoc

0 135 270 Feet Prepared by HLB on 4/15/2021

Legend

Site 1 - 200 North 10th Street

Riverpoint District

Fill Thickness (Feet)

High : 8

Low : 0



Notes

- Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
- Orthophotograph: Manitowoc County, 2017



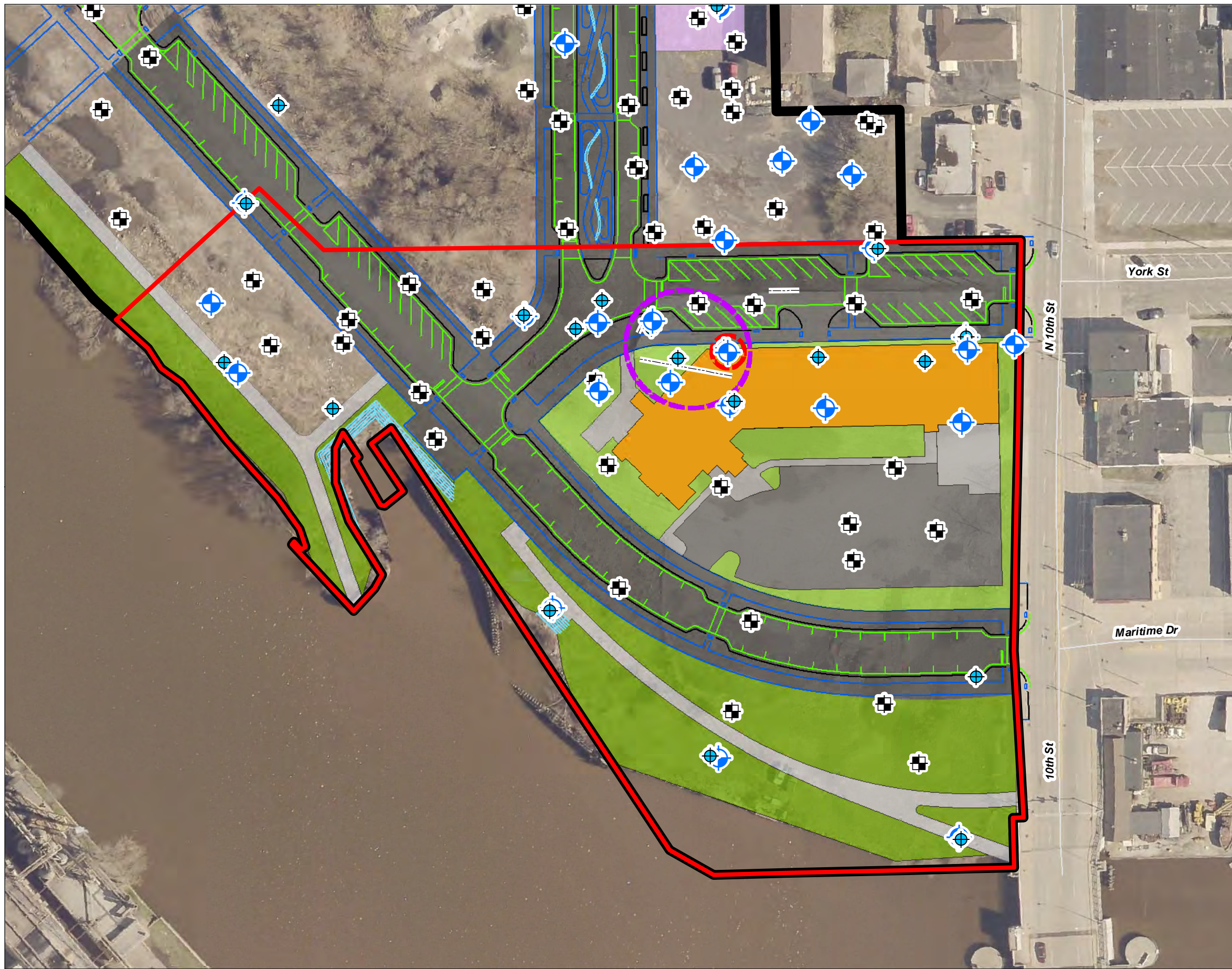


Figure No. **8**
 Title **Site 1 and Petroleum Impacts**
 Client/Project
 Site 1
 River Point District
 City of Manitowoc
 0 65 130 Feet Prepared by HLB on 4/15/2021

- Legend**
- Site 1 - 200 North 10th Street
 - Riverpoint District
- Sample Locations**
- + Monitoring Well (26)
 - + Soil Boring (47)
 - + Soil Boring / Temp Well (20)
 - Test Pits
- VOC Impacts to Groundwater**
- Benzene > ES
 - Petroleum VOCs > PAL
- Proposed Engineered Barrier/Cap**
- Asphalt Cap (22,480 sf)
 - Concrete Cap (6,605 sf)
 - Landscaping Cap (19,800 sf)
- Building Footprint and BCT Extent**
- Building Footprint (BCT Extent; 23,327 sf)
- Municipal Infrastructure**
- Landscaping
 - Rights-of-way
 - Rock Wall
 - Sidewalk
 - Undeveloped

Notes

1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
2. Orthophotograph: Manitowoc County, 2017





Figure No.
9
 Title
Groundwater Elevation at the River Point District (March 2021)
 Client/Project
 Site 1
 River Point District
 City of Manitowoc
 0 125 250 Feet
 Prepared by HLB on 4/21/21

Legend

Site 1 - 200 North 10th Street
 Riverpoint District
 Groundwater Elevation (ft amsl)
Monitoring Locations
 Monitoring Well (NR 141) (38)
 Staff Gage (3)
 Temporary Monitoring Well (16)

NOTE:
 1. Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet
 2. Orthophotograph: Manitowoc County, 2017

Stantec

Attachment A CURRENT SITE PHOTOGRAPHS

- See Stantec (2019) Phase I and Stantec (2020a and 2020c) Phase II ESAs provided in Attachment D

Attachment B SITE MAP AND FEATURES OF CONCERN

- See Figure 2, Figure 4, and Figure 8 of this Eligibility Determination

Attachment C 2017 ORTHOPHOTOGRAPH

- See Figure 2 of this Eligibility Determination

Attachment D PREVIOUS ASSESSMENT INFORMATION

The following provides a summary of project reports available through an FTP Site (login details are below).

File Name/Description	File Size
00_Pet ED for 200 N 10th St - WDNR Approval.pdf	87.79 KB
01_Phase I ESA - Riverpoint District.pdf	191.87 MB
02_Phase II ESA - Riverpoint District.pdf	113.25 MB
03_Construction Documentation - Site 1.pdf	6.45 MB
04_Supplemental Phase II ESA - Site 1.pdf	8.06 MB
05_SI Workplan.pdf	4.07 MB
06_ABCA for Site 1 and Site 3 - DRAFT.pdf	5.36 MB

Login Information

FTP link: <https://tmpsftp.stantec.com>

Login name: s0517172036

Password: 8953107

NEW Expiry Date: 5/31/2021

Attachment E ACQUISITION INFORMATION

The CDA acquired the Site in 2019. The current deed is provided in Attachment G.

Attachment F RESPONSIBLE PARTY DOCUMENTATION

Current Owner. The CDA involuntarily acquired the property for the purpose of blight elimination in April 2019. The current deed is provided in Attachment G. A letter summarizing continuing obligations following acquisition is provided in Attachment H. The CDA worked with the WDNR prior to acquisition to qualify for liability protection under the WDNR LGU exemption program (Attachment J). The CDA is therefore not considered a responsible party.

Previous Owner. The previous owner (Wisconsin Central, Ltd) completed an investigation related to petroleum in 1993 and received closure from WDNR based on criteria at the time of closure. The previous owner (Wisconsin Central, LTD) is a viable entity. However, it appears the previous owner took appropriate steps as required by the State.

Previous Tenants. Records for the two owners/users at the time of industrial development and likely owners during placement of fill at the Property, "Zeman and Karinik" and "Carl Zander", were not retrievable from the Wisconsin Department of Financial Institutions (<https://www.wdfi.org/>) suggesting the companies dissolved prior to 1977. The potential responsible party/parties likely associated with placement of fill cannot be located; therefore, cleanup of residual petroleum impacts is eligible for funding under the City's USEPA Brownfields RLF Program.

Records for the two previous tenants of environmental concern, "Clarke Oil Company" and "JF Kerscher Co", were not retrievable from the Wisconsin Department of Financial Institutions (<https://www.wdfi.org/>) suggesting the companies dissolved prior to 1977. The potential responsible party/parties likely associated with residual petroleum impacts cannot be located; therefore, cleanup of residual petroleum impacts is eligible for funding under the City's USEPA Brownfields RLF Program.

"Valders Stone and Marble, Inc." leased a portion of the Target Property for transloading stone by 1989 through December 31, 1997. The Wisconsin Department of Financial Institutions (<https://www.wdfi.org/>) database suggests the company remains viable and is in good standing. However, their operations (transloading stone) is not thought to have resulted in the residual subsurface petroleum impacts targeted by this grant request. Therefore, cleanup of residual petroleum impacts is eligible for funding under the City's USEPA Brownfields RLF Program

"Specification Stone Products, Inc." appears to have leased a portion of the Target Property for transloading stone sometime in the 1990s, possibly prior to or concurrent with Valders Stone and Marble, Inc. The Wisconsin Department of Financial Institutions (<https://www.wdfi.org/>) database indicates this is a foreign business corporation and the Certificate of Authority was revoked in November 2008. However, their operations (transloading stone) is not thought to have resulted in the residual subsurface petroleum impacts targeted by this grant request. Therefore, cleanup of residual impacts is eligible for funding under the City's USEPA Brownfields RLF Program

As a financially responsible party cannot be identified, remediation at the Property by the CDA appears eligible for cleanup funding from the City's USEPA Brownfields RLF Program.

200 NORTH 10TH ST PETROLEUM ELIGIBILITY DETERMINATION

Attachment G CURRENT DEED

Document Number _____

DOC # 1204566

QUITCLAIM DEED

THIS INDENTURE, Witnesseth that the **Wisconsin Central Ltd.**, a Delaware corporation, (the "Grantor"), whose mailing address is 17641 S. Ashland Avenue, Homewood, Illinois 60430, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration in hand paid, does hereby GRANT, CONVEY AND QUIT CLAIM to **The Community Development Authority of the City of Manitowoc, Wisconsin**, a Wisconsin municipality, (the "Grantee"), whose mailing address is 900 Quay Street, Manitowoc, Wisconsin 54220, all of Grantor's right, title and interest, if any, in and to the following described lands situated in the County of Manitowoc and the State of Wisconsin to wit:

MANITOWOC COUNTY, WISCONSIN
 KRISTI TUESBURG - REGISTER OF DEEDS
 RECORDED 04/12/2019 03:11:51 PM

Recording Area

Name and Return Address

Salutz & Salutz LLP
 PO Box 187
 Manitowoc, Wisconsin 54221

Transfer Fee 2400.00

PARCEL 1

A parcel of land located in Blocks 2, 148, 149, 150, 151, 152, 168, 169, 170, 171, 172, 173 and 185 of the Original Plat of the City of Manitowoc and adjacent vacated streets, being part of Government Lot 3 of Section 19 and Government Lot 5 of Section 30, Town 19 North, Range 24 East, City of Manitowoc, Manitowoc County, Wisconsin, described as follows:

Commencing at the NE Corner of said Section 30; Thence N 87°35'26" W, 366.28 feet coincident with the north line of said Government Lot 5 to a point on the west line of N. 11th street being the point of beginning; Thence N 00°52'37" E, 78.32 feet coincident with said west line of N. 11th street to a meander line being S 00°52'37" W, ±61 feet from the approximate Ordinary High Water Mark of the Manitowoc River; Thence N 74°02'44" W, 882.94 feet coincident with said meander line; Thence S 61°01'35" W, 53.26 feet coincident with said meander line to a point on the north line of an existing parcel recorded in volume 243, page 314, document 306352, being S 88°45'41" E, ±28 feet from said approximate Ordinary High Water Mark of the Manitowoc River; Thence S 88°45'41" E (recorded as N 88°48'40" W), 30.00 feet; Thence Southerly, 128.67 feet along the arc of a 301.89 foot radius curve to the right the chord of which bears S 11°42'41" E (recorded as N 11°45'40" W), 127.70 feet; Thence S 00°29'19" W (recorded as N 0°26'20" E), 118.70 feet; Thence

N 88°20'41" W (recorded as S 88°23'40" E), 1.25 feet; Thence Southerly, 123.97 feet along the arc of a 240.49 foot radius curve to the left the chord of which bears S 13°04'41" E (recorded as N 13°07'40" W), 122.60 feet all coincident with the easterly line of said existing parcel recorded in volume 243, page 314, document 306352; Thence S 48°19'19" W, 20.00 feet to a meander line on the south line of said parcel, being N 48°19'19" E, ±44 feet from said approximate Ordinary High Water Mark of the Manitowoc River; Thence S 49°52'04" E, 1515.55 feet coincident with said meander line to a point on the west line of N. 10th Street as described in volume 755, page 408, document 609214, being N 01°03'40" E, ±24 feet from said approximate Ordinary High Water Mark of the Manitowoc River; Thence N 01°03'40" E (recorded as S 00°40'15" W), 15.00 feet; Thence S 88°56'20" E (recorded as S 89°19'45" W), 9.00 feet; Thence N 00°50'35" W (recorded as S 02°34'30" E), 120.06 feet; Thence N 02°55'01" E (recorded as S 01°11'06" W), 308.99 feet; Thence S 89°30'20" E (recorded as S 88°45'45" W), 1.00 feet all coincident with said west line of N. 10th Street as described in volume 755, page 408, document 609214; Thence N 01°03'40" E, 40.27 feet to the southeast corner of said Block 168; Thence N 89°31'05" W, 100.00 feet coincident with the south line of said Block to the southwest corner of Lot 11; Thence N 01°03'40" E, 110.00 feet to the northwest corner of said Lot 11; Thence N 89°31'05" W, 100.00 feet to the southwest corner of Lot 4; Thence N 01°03'40" E, 115.00 feet coincident with the west line of said Lot 4 and its northerly extension to the south line of Buffalo Street as established by the Resolution Vacating Street Area, recorded in document 470436; Thence N 89°31'05" W, 165.97 feet coincident with said south line of Buffalo Street to said west line of N. 11th Street; Thence N 01°20'53" E, 35.00 feet; Thence N 01°02'59" E, 300.32 feet; Thence N 89°25'09" W, 0.55 feet; Thence N 00°52'37" E, 11.68 feet all coincident with said west line of N. 11th Street to the point of beginning. Said parcel includes all of that land lying between the meander lines and the Ordinary High Water Mark of the Manitowoc River.

Said parcel contains ±877,123 Square Feet (±20.136 Acres) of land.

PARCEL 2

Part of Blocks 15, and 16, including portions of the adjacent vacated streets and alleys of A.W. Buel's Subdivision being located in Government Lots 2, 3 and 4 of Section 19, Town 19 North, Range 24 East, City of Manitowoc, Manitowoc County, Wisconsin, being described as follows:

Commencing at the S 1/4 Corner of said Section 19; Thence N 00°28'43" E, 1686.24 feet coincident with quarter section line between said Government Lots 3 and 4 to its intersection with the westerly line of Spring Street; Thence S 39°34'52" W, 462.46 feet coincident with said westerly line of Spring Street to the north right-of-way line of the Wisconsin Central Railroad being the point of beginning; Thence continuing S 39°34'52" W, 109.01 feet to the south right-of-way line of the Wisconsin Central Railroad; Thence N 73°52'54" W, 324.87 feet; Thence S 16°07'06" W, 50.00 feet; Thence N 73°52'54" W, 150.25 feet all coincident with said south right-of-way line of the Wisconsin Central Railroad; Thence S 23°26'08" W, 85.00 feet to the northerly right-of-way line of the former Chicago & Northwestern Railroad; Thence N 50°33'52" W, 718.27 feet coincident with said northerly right-of-way line to the northerly right-of-way line of the Wisconsin Central Railroad; Thence S 73°52'54" E, 820.69 feet; Thence S 16°07'06" W, 50.00 feet; Thence S 73°52'54" E, 368.28 feet all coincident with said northerly right-of-way line of the Wisconsin Central Railroad to the point of beginning.

Said parcel contains 161,095 Square Feet (3.698 Acres) of land.

Environmental Restrictions.

Grantee, for itself and the Grantee Parties, hereby agrees to the environmental covenants and restrictions set forth below ("Environmental Restrictions"). The Environmental Restrictions shall run with the land for the benefit of the Grantor Parties and shall bind Grantee Parties and all lessees, licensees, invitees, and any user or occupant of all or any portion of the Premises ("Restricted Persons"), and shall continue in force unless and until released as set forth below.

(i) Environmental Matters. To reduce risks to human health and/or the environment and to permit application of environmental corrective action standards or other protective activities that are consistent with applicable law, this conveyance is made by Grantor and accepted by Grantee Parties on the express condition and subject to the following restrictions, notices, acknowledgments and covenants until such time as the Premises (or the applicable portion thereof) has been sufficiently remediated in accordance with (i)(c) below. For the purposes of this Deed, the legal descriptions for Parcels B-1 and B-2 are set forth on Exhibit "A".

(a) Groundwater Exposure Restriction. No water supply wells of any kind (including, without limitation, water wells used for drinking, bathing or other human consumption purposes and water wells used for livestock, farming or irrigation) shall be installed or used on the Premises (collectively, the "Groundwater Exposure Restriction"); provided, however, that the Groundwater Exposure Restriction does not prohibit the installation or use of any compliance wells or any groundwater monitoring, recovery or extraction wells or similar devices used for or related to the performance of any remediation or environmental corrective action work on the Premises now or in the future.

(b) Use Restriction. Subject to Section (i)(c) below, the use of Parcels B-1 and B-2 shall be strictly limited to industrial land uses as that term is defined in NR 700.03(28(m)), and no other use or occupation is permitted. Except for those uses described in the preceding sentence and subject to Section (i)(c) below, Parcels B-1 and B-2 shall not be used or occupied for residential, commercial, agricultural or other non-industrial purposes. For the avoidance of doubt and notwithstanding any other provision herein, except as set forth in Section (i)(c) below, under no circumstance shall Parcel B-1 or B-2 or any portion of those parcels be used for habitation by individuals or as a parkland, public or private beach, recreational facility, educational facility, health care facility (including, without limitation, medical, dental, nursing and hospice facilities), child care facility, elder care facility, or place of worship.

(c) Remediation. Parcels B-1 and B-2 may be used for purposes other than those permitted in Section (i)(b) above so long as Grantee Parties, at Grantee Parties' sole expense: (1) enroll the parcels in the Wisconsin Voluntary Party Liability Exemption Program pursuant to and in accordance with the procedures specified in s. 292.15 Wis. Stats. and ch. NR 750 Wis. Adm. Code and as recently amended in practice by WDNR by affording VPLE coverage for only those contaminants discovered as part of an ASTM compliant phase 1 and phase

2 investigation (the "Revised VPLE Policy"); (2) remediate environmental contamination existing on those parcels to the extent necessary to meet Wisconsin remediation objectives for non-industrial properties and satisfy requirements for case closure under ch. NR 726 Wis. Adm. Code; (3) undertake all other actions necessary to obtain a Certificate of Completion from the Wisconsin Department of Natural Resources (WDNR) in accordance with the Revised VPLE Policy permitting Parcels B-1 and B-2 to be used for non-industrial purposes; and (4) comply with all obligations and terms contained in Certificate of Completion, including, without limitation, continuing maintenance and monitoring requirements. Until such time as the Premises (or the applicable portion thereof) has been sufficiently remediated in accordance with this section, no Grantee Party may allow any person (including any tenant, easement holder, contractor, licensee, or invitee of a Grantee Party) to conduct any capping, earth removal, excavation, construction, grading, or other activities that disturb the surface or subsurface of Parcels B-1 or B-2 ("Development Activity") without Grantor's written consent. Grantor's consent shall be deemed to have been granted if the party planning on undertaking Development Activity executes and delivers to Grantor the release of liability form attached hereto as Exhibit "B" at least ten (10) business days prior to the commencement of any Development Activity.

(d) Assumption and Discharge of Continuing Obligations at Parcel B-1. Grantee Parties acknowledge that WDNR issued a Final Case Closure Letter dated February 22, 2007 and attached hereto as Exhibit "C" with respect to Grantor's remediation of Parcel B-1, and that the Case Closure Letter imposes certain conditions and continuing obligations on current and future owners and occupants of that Parcel, including, but not limited to, maintenance of a cap in accordance with the terms of the Cover Maintenance Plan attached hereto as Exhibit "D". Grantee Parties agree to assume and discharge all obligations imposed by the Closure Letter until such time, if any, as WDNR withdraws or rescinds those obligations.

(ii) Development by Subsequent Grantees.

Until such time as the Premises (or the applicable portion thereof) has been sufficiently remediated in accordance with (i)(c) above, Grantee Parties shall include a provision in any contract for sale of the Premises or part thereof requiring the Grantee Party's purchaser to execute the release of liability form attached hereto as Exhibit "B" and deliver it to Grantor prior to closing. Grantee Parties shall also include a provision in any contract for sale requiring the purchaser to cause similar provisions to be included in all subsequent purchase and sale agreements involving the Premises.

Grantor Parties shall not be responsible for any environmental response costs or expenses incurred by Grantee Parties during or in connection with any Development Activity on the Premises.

Grantee Parties shall include a statement in all subsequent purchase and sale agreements involving the Property reciting that Grantor is a "third-party beneficiary" of that subsequent agreement and entitled to enforce the requirements, covenants and restrictions of this deed.

(iii) Duration.

The Environmental Restrictions shall run with the land and each portion thereof and shall be binding upon and inure to the benefit of Grantor Parties and Grantee Parties, and shall remain in full force and effect and bind and restrict the Premises, unless and until the Premises (or applicable portion thereof) has been sufficiently remediated in accordance with (i)(c) above.

(iv) Notice of Environmental Restrictions upon Conveyance.

Each instrument hereafter conveying any interest in the Premises or any portion of the Premises shall contain a recital acknowledging the Environmental Restrictions (as long as applicable) and providing the recording location of this Deed upon such conveyance substantially in the following form: "The real property described herein is subject to the Environmental Restrictions made by Wisconsin Central Ltd., as Grantor, for its benefit and for the benefit of other parties and persons as set forth therein, and recorded with the Office of the Recorder of Manitowoc County on the _____ day of _____, 2018, in Manitowoc County Deed Records at Volume ____, Page ____ and having Document No. _____ as if the same were fully set forth herein." Notwithstanding the foregoing, any failure to include such notice shall not, in and of itself, create any right or claim that any of the Environmental Restrictions or this Deed is void, voidable or otherwise unenforceable in accordance with their terms.

(v) Subsequent Grantees.

Until such time as the Property (or applicable portion thereof) has been sufficiently remediated in accordance with (i)(c) above, by taking title to the Premises (or otherwise succeeding, directly or indirectly, to Grantee Parties' right, title or interest in or to the Premises), Grantee Parties shall be conclusively deemed to have agreed to and accepted each and all of the terms, provisions and conditions of this contract, and to have agreed to be bound thereby provided, however, that the covenants and restrictions in Sections (i) through (iv) of these Environmental Restrictions shall terminate and cease to have any further effect once the Premises (or applicable portion thereof) has been remediated in accordance with (i)(c) above. It is the intention of Grantor and Grantee that the terms, provisions, covenants and restrictions set forth in this Deed shall be deemed to have vested upon the execution and delivery of the Deed by Seller. If any of the covenants or restrictions contained herein or in the deed shall be unlawful, void or voidable for violation of the rule against perpetuities, then any such covenants and restrictions shall continue only until twenty-one (21) years after the death of the survivor of the now living descendants of President George W. Bush. If any of the covenants or restrictions contained herein or the deed shall be unlawful, void or voidable for violation of any

other statutory or common law rule(s) or regulation(s) imposing time limits, then any such covenants and restrictions shall continue only for the longest period permitted under such statutory or common law rule(s) or regulation(s). If any term, provision, condition, covenant or restriction in the deed shall, to any extent, be invalid or unenforceable, the remainder of the deed (or the application of such term, provision, condition, covenant or restriction to persons or circumstances other than in respect of which it is invalid or unenforceable) shall not be affected thereby, and each term, provision, condition, covenant and restriction set forth in the deed shall be valid and enforceable to the fullest extent permitted by law. Grantee Parties acknowledge that the breach of any of the covenants or restrictions contained in this contract or the deed on the part of Grantee Parties will result in irreparable harm and continuing damages to Grantor Parties and Grantor Parties' business, and that Grantor Parties' remedy at law for any such breach or threatened breach would be inadequate. Accordingly, in addition to such remedies as may be available to Grantor Parties at law or in equity in the event of any such breach, any court of competent jurisdiction may issue an injunction (both preliminary and permanent), without bond, enjoining and restricting the breach or threatened breach of any such covenant or restriction by Grantee Parties. In the event that Grantee Parties shall breach any of the covenants or restrictions set forth in this contract or the deed, then Grantee Parties shall pay all of Grantor Parties' costs and expenses (including reasonable attorneys' fees) incurred in enforcing such covenants and restrictions.

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Agreed and accepted by The Community Development Authority of the City of Manitowoc, Wisconsin:

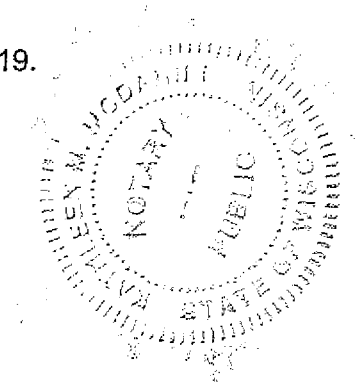
By: *Justin M. Nickels*
Justin M. Nickels, Mayor

STATE OF WISCONSIN)
) ss.
COUNTY OF MANITOWOC)

I, Kathleen M. McDaniel a Notary Public in and for the County of Manitowoc, State of Wisconsin, Do Hereby Certify that Justin M. Nickels, personally known to me to be the Mayor of the City of Manitowoc, Wisconsin, a Wisconsin municipality, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged under oath that as such Mayor, he signed and delivered the said instrument as Mayor of the City of Manitowoc, pursuant to authority given by the City Council of the City of Manitowoc as their free and voluntary act and as the free and voluntary act and deed of said Wisconsin municipality, for the uses and purposes therein set forth.

Given under my hand and seal this 11 day of April, 2019.

By: *Kathleen M. McDaniel*
Notary Public
Kathleen M. McDaniel
My Commission is permanent



Parcel 1 Property Address:

1 N. 10th Street and 1103 Chicago Street, Manitowoc, WI 54220

Parcel 1 Tax Parcel Numbers:

052-000-173-130.00; 052-000-173-040.00; 052-000-173-080.00; 052-000-173-140.00; 052-000-173-170.00;
052-000-173-090.00; 052-000-173-022.00; 052-000-173-150.00; 052-000-173-020.00; 052-000-173-110.00;
052-000-173-003.00; 052-000-173-023.00; 052-000-173-030.00; 052-000-173-001.00; 052-000-173-060.00;
052-000-173-160.00; 052-000-173-100.00; 052-000-173-000.00; 052-000-173-002.00; 052-000-173-010.00;
052-000-173-070.00

Parcel 2 Property Address:

Spring Street, Manitowoc, WI 54220

Parcel 2 Tax Parcel Numbers:

052-819-301-090.00 and 052-819-301-060.00

THIS INSTRUMENT WAS PREPARED BY:

Michael J. Barron, Jr.
Fletcher & Sippel LLC
29 N. Wacker Drive, Suite 800
Chicago, IL 60606
312-252-1500

Exhibit "A" to the Quitclaim Deed

Parcel B-1 and Parcel B-2, described below and depicted as
Parcel B-1 and Parcel B-2 on attached survey prepared by Corner Point

PARCEL B-1

A parcel of land located in part of Block 169 of the Original Plat of the City of Manitowoc and adjacent vacated streets, being part of Government Lot 3 of Section 19, Town 19 North, Range 24 East, City of Manitowoc, Manitowoc County, Wisconsin, described as follows:

Commencing at the NE Corner of said Section 30; Thence N 87°35'26" W, 332.82 feet coincident with the north line of said Government Lot 5; Thence S 01°03'40" W, 370.88 feet to a point of the centerline of vacated N. 11th Street being the point of beginning; Thence continuing S 01°03'40" W, 240.00 feet with said centerline to the centerline of vacated York Street; Thence N 89°31'05" W, 203.45 feet coincident with said vacated York Street; Thence N 36°42'09" W, 301.23 feet; Thence S 89°31'05" E, 387.93 feet to the point of beginning.

Said parcel contains 70,963 Square Feet (1.629 Acres) of land.

PARCEL B-2

A parcel of land located in part of Blocks 150, 151, and 152 of the Original Plat of the City of Manitowoc and adjacent vacated streets, being part of Government Lot 3 of Section 19 and Government Lot 5 of Section 30, Town 19 North, Range 24 East, City of Manitowoc, Manitowoc County, Wisconsin, described as follows:

Commencing at the NE Corner of said Section 30; Thence N 87°35'26" W, 365.69 feet coincident with the north line of said Government Lot 5; Thence S 01°02'59" W, 71.66 feet to a point on the west line of N. 11th Street being the point of beginning; Thence continuing S 01°02'59" W, 208.75 feet coincident with said west line; Thence N 72°18'03" W, 530.33 feet; Thence N 17°41'57" E, 200.00 feet; Thence S 72°18'03" E, 470.52 feet to the point of beginning.

Said parcel contains 100,084 Square Feet (2.298 Acres) of land.

Exhibit "B" to the Quitclaim DeedRELEASE OF LIABILITY

The undersigned hereby waives, releases, acquits, and forever discharges Wisconsin Central Ltd., all of Wisconsin Central Ltd.'s predecessors-in-interest and all predecessors-in-title to the Premises, and all of their direct or indirect parents, affiliates, subsidiaries, or predecessor corporations, companies, partnerships, or associations (including, without limitation, Soo Line Railroad Company) and their respective shareholders, members, partners, directors, officers, employees, contractors, agents, representatives, successors, assigns or any other person acting on behalf of Wisconsin Central Ltd. of and from any and all claims, actions, causes of action, demands, rights, damages, costs, expenses, or compensation whatsoever, direct or indirect, known or unknown, foreseen or unforeseen, which Buyer Parties now have or may have or which Buyer parties may have in the future on account of or in any way growing out of or in connection with any Hazardous Materials or Other Conditions on, under, from, or affecting the Premises or any law or regulation applicable thereto. For purposes of this Release, (i) "Hazardous Materials" include, without limit, any flammable explosives, radioactive materials, hazardous materials, hazardous wastes, hazardous or toxic substances, or related materials defined in the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended (42 U.S.C. §§ 9601, *et seq.*), the Hazardous Materials Transportation Act, as amended (49 U.S.C. §§ 1801, *et seq.*), the Resource Conservation and Recovery Act, as amended (42 U.S.C. §§ 6901, *et seq.*), the Toxic Substances Control Act, as amended (15 U.S.C. §§ 2601, *et seq.*), and in the regulations adopted and publications promulgated pursuant thereto, as such laws or regulations now exist or may exist in the future, and (ii) "Other Conditions" include, without limit, methane and other gases, petroleum and any fraction thereof, nonhazardous wastes or materials, and any physical conditions of other subsurface conditions which arise out of or are in any way related to current or previous uses or activities on the Premises.

PURCHASER

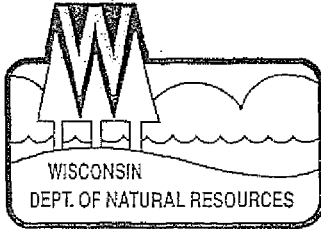
By: _____

Its _____

Date: _____

Exhibit "C" to the Quitclaim Deed

State of Wisconsin Department of Natural Resources
Final Case Closure Letter dated February 22, 2007



State of Wisconsin \ DEPARTMENT OF NATURAL RESOURCES

Jim Doyle, Governor
 Scott Hassett, Secretary
 Ronald W. Kazmierczak, Regional Director

Northeast Region Headquarters
 2984 Shawano Avenue, P.O. Box 10448
 Green Bay, Wisconsin 54307-0448
 Telephone 920-662-5100
 FAX 920-662-5413
 TTY Access via relay - 711

February 22, 2007

Kurt Blumer
 Environmental Coordinator
 Canadian National Railway
 17641 S. Ashland Avenue
 Homewood, IL 60430

SUBJECT: Final Case Closure with Land Use Limitations or Conditions
 Wisconsin Central Limited - Former Turntable and Roundhouse Area
 Corner of 11th and Buffalo Streets, Manitowoc Wisconsin
 WDNR BRRTS ID # 02-36-176478

Dear Mr. Blumer:

Based on the correspondence and data provided, it appears that your case meets the requirements of ch. NR 726, Wisconsin Administrative Code. **The Department considers this case closed and no further investigation or remediation is required at this time.** Your site will be listed on the DNR Remediation and Redevelopment GIS Registry of Closed Remediation Sites.

On July 11, 2005, the Northeast Region Closure Committee reviewed the above referenced case for closure. This committee reviews environmental remediation cases for compliance with state laws and standards to maintain consistency in the closure of these cases. On July 28 2005, the Committee informed you of the following closure decision:

It appears your site has been adequately investigated and may be eligible for case closure if certain minimum closure requirements are met.

Your site was denied closure because a complete and recorded deed restriction and well abandonment forms were not received. These actions are required in order to comply with state law and administrative codes. Once you complete the tasks below, your site will be reconsidered for closure.

On July 27, 2006, the Department sent a conditional closure letter to you describing the needed submittals for closing a site under the new Act 418 legislation. This new legislation allows the Department of Natural Resources (Department) to conditionally close sites with land use type restrictions using a site specific closure letter rather than a deed instrument

On February 16, 2007, the Department received correspondence from your consultant Michael Lawrence of TRC, indicating that you have complied with the requirements of closure.

Mr. Kurt Blumer, February 22, 2007
Final Closure Letter
Former Wisconsin Central Turntable and Roundhouse
WDNR BRRTS ID # 02-36-176478

Page 2

The following documentation was received:

- Up to date and legible copies of the deed and parcel ID numbers
- Site map
- Site photographs
- Maintenance plan
- Waste manifests for purge water and soil disposal
- Well abandonment forms (MW1, MW2, MW4, MW5, MW6, MW7R, MW101, MW102)

Conditions of closure

Please be aware that pursuant to s. 292.12 Wisconsin Statutes, compliance with the requirements of this letter is a responsibility to which you and any subsequent property owners must adhere. If these requirements are not followed or if additional information regarding site conditions indicates that contamination on or from the site poses a threat to public health, safety, welfare, or the environment, the Department may take enforcement action under s. 292.11 Wisconsin Statutes to ensure compliance with the specified requirements, limitations or other conditions related to the property or this case may be reopened pursuant to s. NR 726.09, Wis. Adm. Code. It is the Department's intent to conduct inspections in the future to ensure that the conditions included in this letter including compliance with referenced maintenance plans are met.

Land use control

The most recent soil samples that were collected on this property, which were collected on September 21, 1997 and April 10, 2001, contained the following volatile organic compounds (VOC) and polycyclic aromatic hydrocarbons (PAH) benzene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, dibenzo(a,h)anthracene, Indeno(1,2,3-cd)pyrene naphthalene, phenanthrene in concentrations that exceeded NR 720.11, Table 2, Wis. Adm. Code, soil standards. Therefore, pursuant to s. 292.12(2)(c), Wis. Stats., the property described above may not be used or developed for a residential, commercial, agricultural or other non-industrial use, unless (at the time that the non-industrial use is proposed) an investigation is conducted, to determine the degree and extent of VOC and PAH contamination that remains on the property, and remedial action is taken as necessary to meet all applicable non-industrial soil cleanup standards. If soil in the specific locations described above is excavated in the future, the property owner at the time of excavation must sample and analyze the excavated soil to determine if residual contamination remains. If sampling confirms that contamination is present the property owner at the time of excavation will need to determine whether the material would be considered solid or hazardous waste and ensure that any storage, treatment or disposal is in compliance with applicable statutes and rules. In addition, all current and future owners and occupants of the property need to be aware that excavation of the contaminated soil may pose an inhalation or other direct contact hazard and as a result special precautions may need to be taken during excavation activities to prevent a health threat to humans.

Cap maintenance

Pursuant to s. 292.12(2)(a), Wis. Stats., the pavement or other impervious cap that currently exists in the location shown on the attached map shall be maintained in compliance with the attached maintenance plan dated February 14, 2007, in order to minimize the infiltration of

Mr. Kurt Blumer, February 22, 2007
Final Closure Letter
Former Wisconsin Central Turntable and Roundhouse
WDNR BRRTS ID # 02-36-176478

Page 3

water and prevent additional groundwater contamination that would violate the groundwater quality standards in ch. NR 140, Wis. Adm. Code, and to prevent direct contact with residual soil contamination that might otherwise pose a threat to human health. If soil in the specific locations described above is excavated in the future, the property owner at the time of excavation must sample and analyze the excavated soil to determine if residual contamination remains. If sampling confirms that contamination is present the property owner at the time of excavation will need to determine whether the material would be considered solid or hazardous waste and ensure that any storage, treatment or disposal is in compliance with applicable statutes and rules. In addition, all current and future owners and occupants of the property need to be aware that excavation of the contaminated soil may pose an inhalation or other direct contact hazard and as a result special precautions may need to be taken during excavation activities to prevent a health threat to humans.

In addition, depending on site-specific conditions, construction over contaminated materials may result in vapor migration into enclosed structures or migration along newly placed underground utility lines. The potential for vapor inhalation and mitigation should be evaluated when planning any future redevelopment, and measures should be taken to ensure the continued protection of public health, safety, welfare and the environment at the site.

GIS Registry listing

Your site will be listed on the Bureau for Remediation and Redevelopment GIS Registry for Closed Remediation sites for the following reasons. Information that was submitted with your closure request application will be included on the GIS Registry.

Residual Soil Contamination

Residual soil contamination remains as indicated in the information submitted to the Department of Natural Resources at the following locations:

- Soil impacts due to VOC and PAH at boring or monitoring well locations MW1, MW5, B4, B-5, B-8, B10, SP1 (as specified above)

Residual Groundwater Contamination

Residual groundwater contamination remains as indicated in the information submitted to the Department of Natural Resources at the following locations:

- Groundwater impacts due to the following VOC at locations MW1 and MW2:
cis-1,2 dichloroethene, trichloroethene, and vinyl chloride

Lost Monitoring Wells

On February 14, 2007, your consultant Michael Lawrence of TRC, notified the Department that monitoring well(s) MW3 and MW7 located on the subject property could not be properly abandoned because they had been lost due to being paved over, covered or removed during miscellaneous site activities. Your consultant has made a reasonable effort to locate the lost well(s) to determine whether they were properly abandoned but has been unsuccessful in those efforts. You need to understand that in the future you may be held liable for any problems

Mr. Kurt Blumer, February 22, 2007
Final Closure Letter
Former Wisconsin Central Turntable and Roundhouse
WDNR BRRTS ID # 02-36-176478

Page 4

associated with monitoring well(s) MW3 and MW7 if they create a conduit for contaminants to enter groundwater. If in the future any of the lost groundwater monitoring wells are found, the then current owner of the subject property will be required to notify the Department and to properly abandon the wells in compliance with the requirements in ch. NR 141, Wis. Adm. Code, and to submit the required documentation of that abandonment to the Department.

To review the sites on the GIS Registry web page, visit <http://dnr.wi.gov/org/aw/rr/gis/index.htm>. If your property is listed on the GIS Registry because of remaining contamination and you intend to construct or reconstruct a well, you will need prior Department approval in accordance with s. NR 812.09(4)(w), Wis. Adm. Code. To obtain approval, Form 3300-254 needs to be completed and submitted to the DNR Drinking and Groundwater program's regional water supply specialist. This form can be obtained on-line <http://www.dnr.state.wi.us/org/water/dwg/3300254.pdf> or at the web address listed above for the GIS Registry.

If this is a PECFA site, Section 101.143, Wis. Stats., requires that PECFA claimants seeking reimbursement of interest costs, for sites with petroleum contamination, submit a final reimbursement claim within 120 days after they receive a closure letter on their site. For claims not received by the PECFA Program within 120 days of the date of this letter, interest costs after 60 days of the date of this letter will not be eligible for PECFA reimbursement. If there is equipment purchased with PECFA funds remaining at the site, contact the Commerce PECFA Program to determine the method for salvaging the equipment.

The Department appreciates your efforts to restore the environment at this site. If you have any questions regarding this closure decision or anything outlined in this letter, please Annette Weissbach at 920-662-5165 or annette.weissbach@wisconsin.gov.

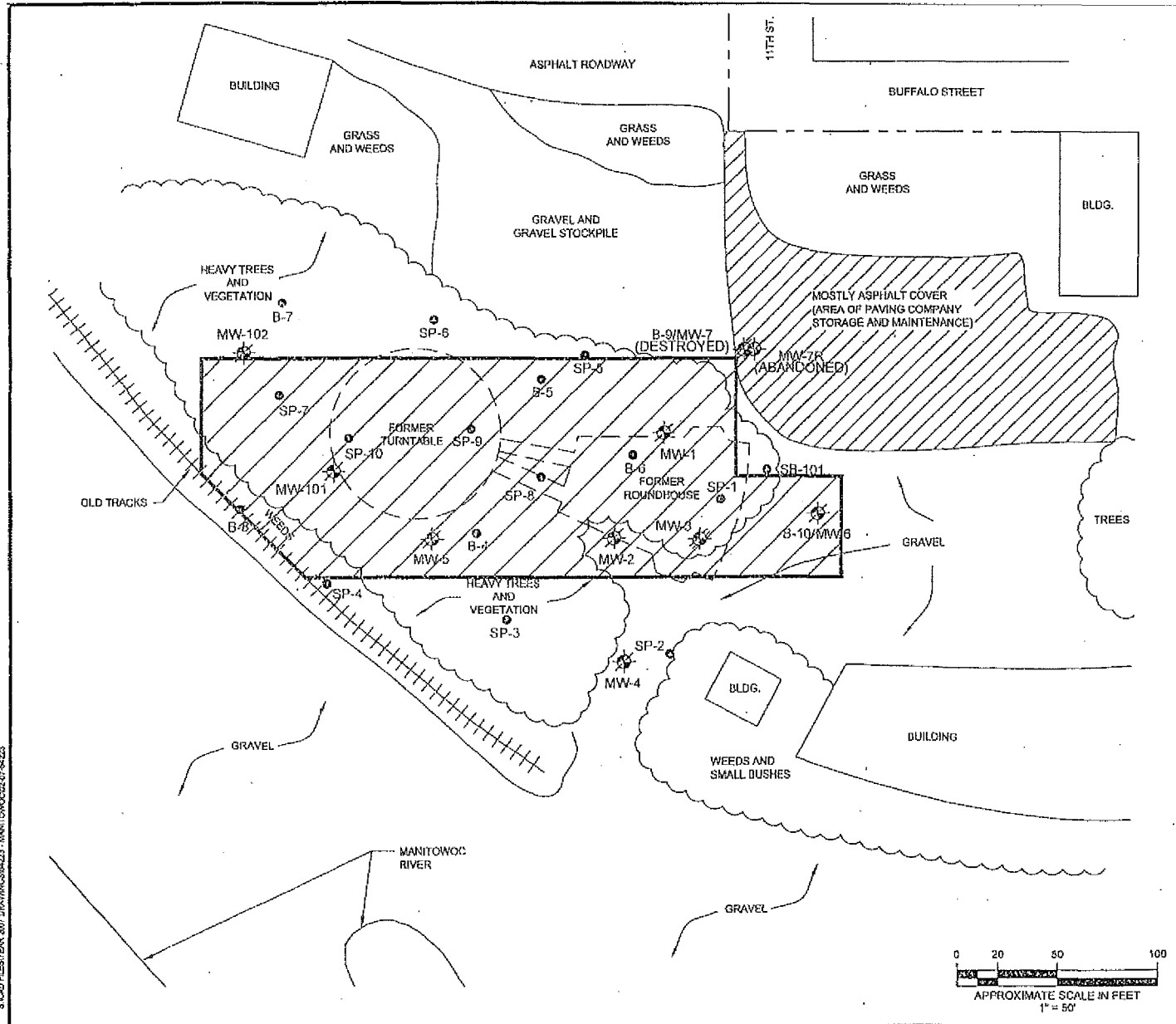
Sincerely,



Bruce Urban
NER Remediation & Redevelopment Team Supervisor

Attach: Site map
Maintenance Plan

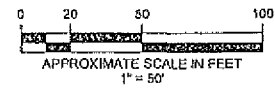
Cc: Mike Lawrence – TRC, 10 South Riverside Plaza, Suite 1770, Chicago, IL 60606-3807
Annette Weissbach – NER



LEGEND

- SP-6 HISTORIC SOIL BORING
- B-7 TRC SOIL BORING
- ✖ MW-3 ABANDONED HISTORIC MONITORING WELL
- ✖ MW-3 DESTROYED HISTORIC MONITORING WELL
- ✖ MW-101 ABANDONED TRC MONITORING WELL
- - - WC PROPERTY BOUNDARY
- ▨ MAINTENANCE PLAN AREA

NOTE:
MW-3 AND MW-7 WERE DESTROYED PRIOR TO WELL ABANDONMENT ACTIVITIES ON AUGUST 11, 2006.



**MAINTENANCE PLAN AREA MAP
FORMER TURNTABLE AND ROUNDHOUSE AT
WISCONSIN CENTRAL LTD. (WC)
SOUTHWEST CORNER OF 11TH STREET AND BUFFALO S
MANITOWOC, WISCONSIN**

DRAWN BY:	SPA	DATE:
PROJECT NO:	5423	DWG FILE:

TRC
 10 SOUTH RIVERSIDE PLAZA
 SUITE 1175
 CHICAGO, IL 60600-3307
 312-973-0181

S:\CADD FILES\YEAR 2007\DRAWINGS\304423 - MANITOWOC\02-07-04-23

Exhibit "D" to the Quitclaim Deed

Cover Maintenance Plan

EXISTING SURFACE COVER MAINTENANCE PLAN

February 14, 2007

Property:

Wisconsin Central Ltd. - Former Turntable and Roundhouse Area
Southwest Corner of 11th and Buffalo Streets, Manitowoc, Wisconsin
WDNR BRRTS# 02-36-176478

Legal Description

Please refer to Attachment B of the Closure Update Response Letter (Letter) for the legal descriptions included in deed document numbers 1 and 2. Parcel identification numbers and information are located in Attachment C of the Letter.

Introduction

This document is the Maintenance Plan for the current surface cover at the above-referenced property (site) in accordance with the requirements of s. NR 724.13(2), Wisconsin Administrative Code. The maintenance activities apply to the existing cover which consists primarily of vegetation and some gravel and asphalt areas (the current surface cover). These areas are to be maintained over the impacted soil and groundwater areas on site as shown on Figure 2. The constituents of concern (COCs) within the impacted area include volatile organic compounds (VOCs), polycyclic aromatic hydrocarbons (PAHs) and arsenic.

Cover Purpose

The current surface cover over the impacted area will serve as a barrier to prevent direct human contact with residual soil contamination that might otherwise pose a threat to human health. The current surface cover also acts as a partial infiltration barrier to minimize future soil-to-groundwater migration of COCs that would violate the groundwater standards in ch. NR 140, Wisconsin Administrative Code. In addition, the current surface cover will continue to allow natural attenuation to occur without the risk of direct contact with soil and groundwater impact. Based on the current and future use of the property, the barrier should function as intended unless disturbed.

Annual Inspection

The current site cover overlying the soil and groundwater impacted areas as depicted in Figure 2 will be inspected once a year, normally in the spring after all snow and ice is gone, for any potential problems that can cause additional infiltration into or exposure to underlying soils. The inspections will be performed to evaluate damage due to settling, exposure to the weather, wear from traffic, or other factors. Any area where soils have become or are likely to become exposed

will be documented. A Cover Inspection Log (Log) for inspections and any repairs will be maintained by the property owner and is included as Attachment H in the Letter. The Log will include recommendations for necessary repair of any areas where underlying soils are exposed. Once repairs are completed, they will be documented in the Log. The annual inspections will be conducted by the property owner identified in the contact information below. The Log can be requested by interested parties at the property owner's address (also listed in the contact information). Requests for the Log should be received in writing.

Maintenance Activities

If problems are noted during the annual inspections or at any other time during the year, repairs will be scheduled as soon as practical. Repairs may include vegetation replacement or patching and filling/resurfacing operations. In the event that necessary maintenance activities expose the underlying soil, the owner will inform maintenance workers of the direct contact exposure hazard and provide them with the appropriate personal protection equipment (PPE). The owner must also sample any soil that is excavated from the site prior to disposal to ascertain if contamination remains. The soil must be treated, stored and disposed of by the owner in accordance with applicable local, state and federal law.

In the event that the current surface cover overlying the impacted area is removed or replaced and the impacted soil remains in place, the replacement barrier will provide equal protection from direct contact and impact migration. Any replacement barrier will be subject to the same maintenance and inspection guidelines as outlined in this Maintenance Plan unless indicated otherwise by the WDNR or its successor.

The property owner, in order to maintain the integrity of the current surface cover, will maintain a copy of this Maintenance Plan at the property owner's address as listed in the contact information; therefore, the Maintenance Plan is available to all interested parties for viewing.

Amendment or Withdrawal of Maintenance Plan

The Maintenance Plan can be amended or withdrawn by the property owner and its successors with the written approval of WDNR.

Contact Information

February 2007

Site/Property Owner and Operator:

Wisconsin Central Ltd.
17641 South Ashland Avenue
Homewood, Illinois 60430

Contacts:

1. Kurt Bluner
Environmental Coordinator
Phone: 708-332-6566
2. Geoff Nokes
Manager Environmental Compliance
Phone: 708-332-3860

Consultant:

TRC
10 South Riverside Plaza, Suite 1770
Chicago, Illinois 60606
Contact: Michael Lawrence
Project Manager
Phone: 312-879-0191

WDNR:

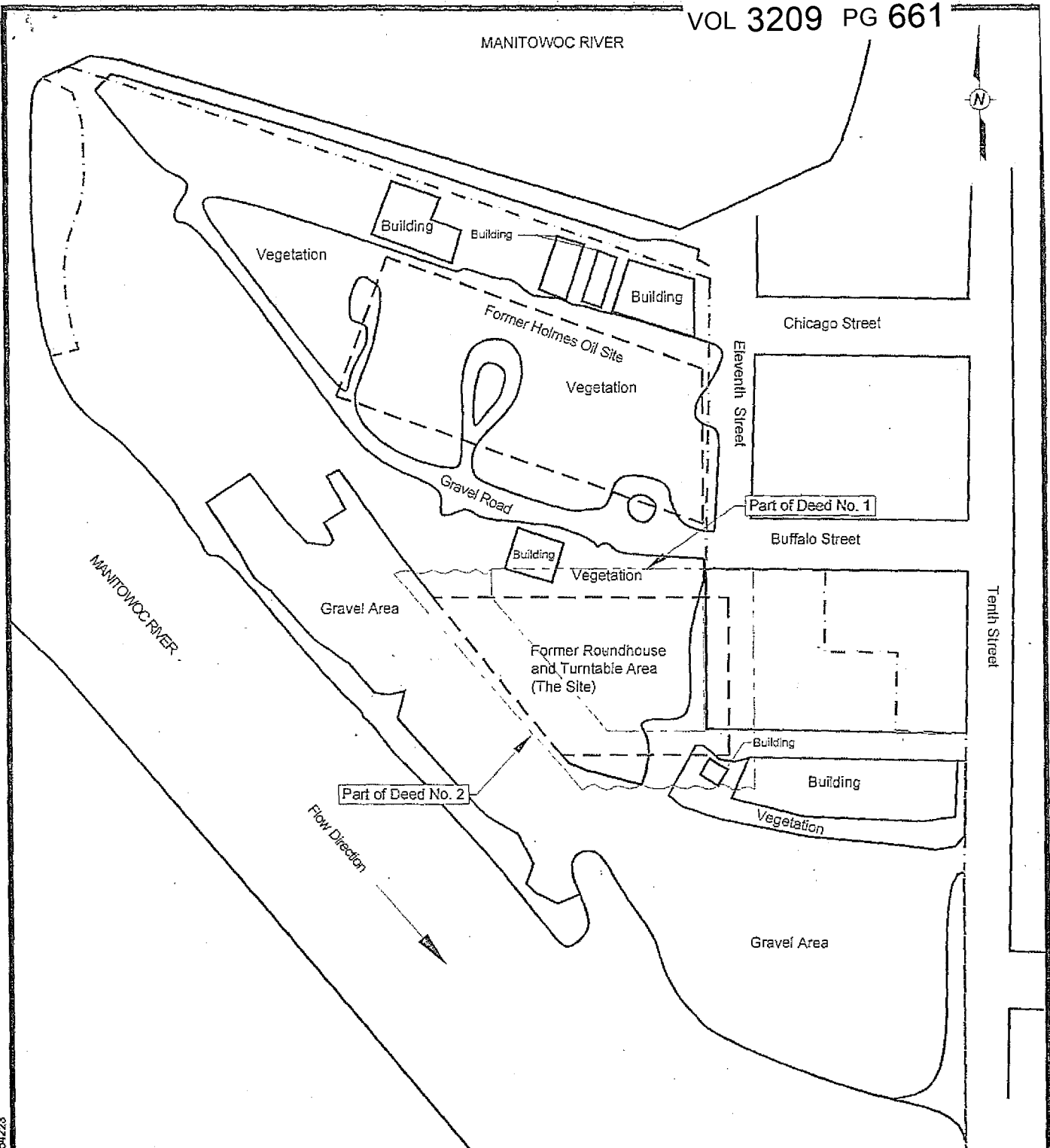
Remediation & Redevelopment Program
2984 Shawano Avenue
Green Bay, Wisconsin 54307
Project Manager: Annette Weissbach
Hydrogeologist
Phone: 920-662-5165

Attachments included in Closure Update Response Letter

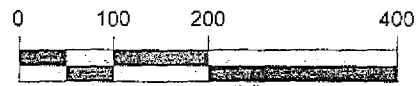
Exhibit B
Barrier INSPECTION LOG

Inspection Date	Inspector	Condition of Surface Cover	Recommendations	Have Recommendations from previous inspection been implemented?

MANITOWOC RIVER



Flow Direction



APPROXIMATE SCALE IN FEET
1" = 200'

Legend

- WC Property Boundary
- WC Deed Parcel Boundary
- Approximate Site Boundary
- Portions of Deed No. 2 Continue Beyond This Line

AREA MAP
WISCONSIN CENTRAL LTD. (WC)
SOUTHWEST CORNER OF 11TH STREET AND BUFFALO STREET
MANITOWOC, WISCONSIN

DRAWN BY:	SPA	DATE:	1/17/2007
PROJECT NO:	54223	DWG FILE:	01-07-54223



10 SOUTH RIVERSIDE PLAZA
SUITE 1770
CHICAGO, IL 60606-3807
312-879-0191

FIGURE
1

SYCAD FILES\YEAR 2007\DRAWINGS\54223 - MANITOWOC\01-07-54223

Attachment H CONTINUING OBLIGATIONS



Stantec Consulting Services Inc.
12075 Corporate Parkway Suite 200, Mequon WI 53092-2649

May 3, 2021
File: 193703931

Attention: Adam Tegen
Community Development Director
City of Manitowoc
900 Quay Street
Manitowoc, WI 54220-4543

Dear Mr. Tegen,

**Reference: RLF Eligibility Determination Supplemental Information on Continuing Obligations
200 North 10th Street; Manitowoc, Wisconsin
USEPA Cooperative Agreement No. BF-00E01242
Stantec Project No. 193703931**

On behalf of the City of Manitowoc (City) and the Community Development Authority of the City of Manitowoc (CDA), Stantec Consulting Services Inc. (Stantec) has prepared this letter to clarify and document compliance with CERCLA continuing obligations stipulated in CERCLA §§ 101(40)(C)-(G) following acquisition of the vacant, former industrial bulk fuel storage Brownfield property located at 200 North 10th Street in Manitowoc, Wisconsin (herein referred to as the "Site") by the Community Development Authority of the City of Manitowoc (CDA) on April 12, 2019. This response was completed utilizing Brownfield revolving loan fund (RLF) grant funds provided to the City by the United States Environmental Protection Agency (USEPA) under cooperative agreement no. BF-00E01242-0.

BACKGROUND

To meet the requirements of CERCLA §§ 101(40) and 107(r)(1), a Phase I Environmental Site Assessment (ESA) was completed on behalf of the CDA on April 9, 2019 by Stantec (2019) utilizing funds from an assessment grant for petroleum brownfields awarded to the City by the USEPA in 2018 under Cooperative Agreement Number BF-00E02377-0. The Phase I ESA was completed following Wisconsin Department of Natural Resources (WDNR) approval of the Stantec (2018) petroleum eligibility determination request. The Stantec (2019) Phase I ESA was conducted in conformance with the All Appropriate Inquiries Final Rule stipulated in 40 CFR Part 312 following the requirements of American Society for Testing and Materials (ASTM) Designation E 1527-13.

The Stantec (2019) Phase I ESA and subsequent Stantec (2020a, 2020b, 2020c, and 2021) due diligence investigations outlined in this letter have documented all disposal of petroleum occurred before the CDA involuntarily acquired the property. Further, the CDA has "no affiliation" with a liable or potentially liable party and worked with the WDNR prior to acquisition to qualify for liability protection under the WDNR Local Government Unit (LGU) exemption program.

Reference: RLF Eligibility Determination Supplemental Information on Continuing Obligations
200 North 10th Street; Manitowoc, Wisconsin

As described in further detail below, upon acquisition, the CDA has complied with applicable continuing obligations, including compliance with land use restrictions and institutional controls, taken necessary reasonable steps with respect to petroleum on the property, has and will continue to cooperate and provide access, remains in compliance with information requests and administrative subpoenas, and will provide any legally required notices. The WDNR and USEPA are providing oversight of continue due diligence investigations at the Site. Further, both agencies have been notified at the initiation of each phase of investigation and each agency invited to the Site during Site work.

CONTINUING OBLIGATIONS

1. **Compliance with land use restrictions established or relied upon in connection with a response action at a property**

As summarized in the Stantec (2019) Phase I ESA, a limited petroleum investigation was completed by the prior owner, and the Wisconsin Department of Natural Resources granted closure on April 6, 1993 for identified petroleum impacts based on the criteria at the time of the investigation. The CDA has not installed a water supply well at the Site, as stipulated in the land use restriction specified in the sales contract. The CDA has maintained open lines of communication with the WDNR as the subsurface investigation continued in 2021.

2. **Not impeding the effectiveness or integrity of any institutional controls employed in connection with a response action;**

The CDA has not impeded the effectiveness of any institutional control.

3. **Taking “reasonable steps” with respect to releases of petroleum, including stopping continuing releases, preventing threatened future releases and preventing or limiting human, environmental or natural resource exposure to prior releases of petroleum;**

The WDNR prepared a general liability clarification letter on March 18, 2019 clarifying the local government unit liability exemption related to acquisition of the property by the CDA. Due diligence investigations continued following property acquisition as part of “reasonable steps” as described further below.

Stopping continuing releases. As noted in the Stantec (2019) Phase I ESA, all petroleum storage vessels (ASTs and USTs) were reportedly removed from the Site by previous tenants. Subsurface investigations were completed by the previous owner and identified petroleum impacts closed by WDNR in 1993. Recent work by Stantec (2020b, 2020c, and 2021) confirmed no USTs remain beneath the former warehouse. Therefore, no known sources of continuing releases are known to remain at the Site. Constituent concentrations in soil and groundwater described in the Stantec (2020a and 2020c) Phase II ESA do not suggest the presence of free product.

Preventing threatened future releases. No sources of a threatened future release are known to exist at the Site. City police and building inspection staff drive by the Site during regular patrols to prevent illicit dumping.

Preventing or limiting human exposure. The Site is heavily vegetated; therefore, the risk for human exposure is considered minimal. City police and building inspection staff drive by the Site during regular patrols of the area to further control Site access and prevent possible human exposure.

Reference: RLF Eligibility Determination Supplemental Information on Continuing Obligations
200 North 10th Street; Manitowoc, Wisconsin

Preventing or limiting natural resource exposure. No evidence of animal exposure risk (i.e. animal burrows, feces, hair/feathers, etc.) has been observed at the Site.

Preventing or limiting environmental exposure. Ongoing due diligence (e.g., Stantec, 2020c and 2021) suggests residual impacts are decreasing, potentially due to natural attenuation. The Site is heavily vegetated, suggesting residual impacts do not pose an immediate threat to stormwater quality.

4. Providing full cooperation, assistance and access to persons who are authorized to conduct response actions or natural resource restoration at a property;

As noted by the extensive work described by Stantec (2020a, 2020b, 2020c, and 2021), the CDA has provided full cooperation, assistance and access to persons who are authorized to conduct response actions or natural resource restoration at a property. WDNR is providing oversight of the ongoing Site Investigation and remediation planning work.

5. Complying with information requests and administrative subpoenas;

The CDA will comply with all information requests and administrative subpoenas. The City maintains a publicly accessible cloud-based administrative record to facilitate information dissemination to the community.

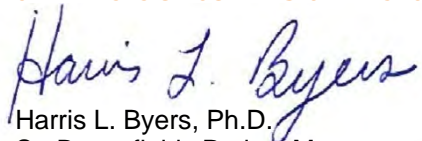
6. Providing legally-required notices with respect to releases of petroleum at a property.

The City continues to provide legally required notices related to the discovery or release of petroleum at the property. As part of local, federal, and state funded remedial efforts, public notice of the Analysis of Brownfield Cleanup Alternatives (ABCA) and dissemination of information will be provided as part of the Community Involvement Plan to be developed during the RLF loan process. Signage will be provided at the Site entrance notifying the community when remediation work begins to further restrict Site access. Davis Bacon, prevailing wage, and other required signage will also be posted. The City continues to provide updated information through numerous public meetings held as part of planning activities, regularly scheduled open City and Community Development Authority meetings, and through the news media.

We trust this information meets your needs and will facilitate approval of the RLF loan eligibility determination. After approval of the eligibility determination, a community involvement plan will be developed. An ABCA will be developed and published for public comment per the community involvement plan. A loan application will be prepared and submitted to the Manitowoc Brownfields Advisory Committee for approval.

Regards,

STANTEC CONSULTING SERVICES INC.



Harris L. Byers, Ph.D.
Sr. Brownfields Project Manager
Phone: 414-581-6476
Harris.Byers@stantec.com

Reference: RLF Eligibility Determination Supplemental Information on Continuing Obligations
200 North 10th Street; Manitowoc, Wisconsin

LIMITATIONS

Stantec's observations, findings, and opinions should not be considered as scientific certainties, but only as opinion based on our professional judgment concerning the significance of the data gathered during the preparation of this document. Specifically, Stantec cannot represent that the Site does not contain any hazardous or toxic materials/wastes or other latent conditions beyond that identified by Stantec. Additionally, due to limitations of this investigation process and the necessary use of data furnished by others, Stantec and its subcontractors cannot assume liability if actual conditions differ from the information presented in this report.

REFERENCES

Stantec, 2018, Petroleum Eligibility Determination, 200 North 10th Street, Manitowoc, Wisconsin, August 1, 2018.

Stantec, 2019, 10th Street Railroad Property, Manitowoc, Wisconsin, Phase I Environmental Site Assessment, March 21, 2019.

Stantec, 2020a, Phase II Environmental Site Assessment, Riverpoint District; Manitowoc, Wisconsin, March 23, 2020.

Stantec, 2020b, Construction Documentation Report, 200 N 10th Street, Manitowoc, Wisconsin, November 4, 2020.

Stantec, 2020c, Phase II Environmental Site Assessment, River Point District; Manitowoc, Wisconsin, 200 North 10th Street (Site 1), August 24, 2020.

Stantec 2021, Site Investigation for the Phase I Construction Area, River Point District, Manitowoc, Wisconsin, in press.

200 NORTH 10TH ST PETROLEUM ELIGIBILITY DETERMINATION

Attachment I PET. ELIGIBILITY DETERMINATION APPROVAL



August 10, 2018

BRRTS #: 02-36-000408

Paul Braun
Community Development
City of Manitowoc
900 Quay Street
Manitowoc, WI 54220

Subject: State Eligibility Determination for Federal Petroleum Assessment Grant
200 North 10th Street, Manitowoc, Wisconsin

Dear Mr. Sparacio:

This letter provides a state determination of eligibility for petroleum assessment at the above property in the City of Manitowoc. This work will be performed under the City of Manitowoc's FY 2018 Brownfield Assessment Grant from the Environmental Protection Agency.

History and Ownership

The 6-acre property ("the Property") is part of a larger 20 acre property located at 200 N 10th Street in the City of Manitowoc that the City is considering acquiring. The Property that was for railroad since the late 1800s. In addition to the railroad uses, large portions of the land have been leased to various businesses over the years including a junk yard, coal storage, bulk petroleum storage and a warehouse. The Property has been owned by Wisconsin Central, Ltd. Before them, the Property was owned by Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company. The time when the ownership changed is not clear.

Contaminant Information

The Property has known and potential petroleum contamination from its long historic use as a rail road as well as all the tenants that used the property described above. The bulk petroleum facility was operated by a tenant, at one time identified as Clark Oil Company, from around 1912 to sometime before 1946. The current owner and immediate past owner did not operate the bulk oil facility. Historical records indicate that the bulk plant had 8 oil tanks and a pump house at one time. A Phase I conducted in 1992 of part of the Property observed several recognized environmental conditions in addition to the rail yard itself, including drums, tanks, soil staining, and more.

The Department has made the following determination regarding petroleum assessment at 200 North 10th Street, Manitowoc, Wisconsin:

- The site meets the federal definition of a brownfield.
- There are no viable responsible parties based on the criteria in EPA's October 2018 Proposal Guidelines for Brownfields Site Assessment Grants. Specifically, the grant recipient, the City of Manitowoc, has not caused or contributed to contamination and is not liable for cleanup. There is no known viable responsible party under the federal guidelines, i.e. another party who is subject to either a judgment in a court of law or an administrative order issued by an administrative body that

would require that party to assess, investigate, or clean up the site. There is no filed environmental enforcement action brought by federal or state authorities regarding this site, and it is not subject to any known citizen suit, that would, if successful, require a responsible party that is financially capable of satisfying obligations under federal or state law to assess investigate or clean up the site.

- The applicant, the City of Manitowoc, did not dispense or dispose of petroleum or petroleum product, or exacerbate the existing contamination at the site.
- The current and immediate past owners, respectively, Wisconsin Central, Ltd. and the Soo Line Minneapolis St. Paul and Sault St. Marie Railroad Company did not dispense or dispose of petroleum or petroleum products and it is unlikely that they owned the Property during the dispensing or disposal of, any petroleum products at the Property. Wisconsin Central Ltd appeared to take some reasonable steps and undertook some limited cleanup actions on the Property and received closure letters from the Department of Natural Resources in 1993.
- Potential petroleum contamination would be of “relatively low risk” based on the criteria in EPA’s October 2018 Proposal Guidelines for Brownfields Assessment Grants. Specifically, LUST trust fund monies have not been applied to these sites and the state is not aware of any outstanding requirements under the federal Oil Pollution Act.
- The property is not subject to a corrective action order under the Resource Conservation and Recovery Act (RCRA) Sec. 9003(h).
- There has been no new contamination confirmed at this site and, thus, no responsible parties have been identified.

Therefore, we believe the City of Manitowoc could use this money to conduct remediation and other eligible activities at this property under its 2018 federal brownfield Brownfields Assessment grant. Please contact me at 608-261-4927 if you have any questions.

Sincerely,



Michael Prager
Remediation and Redevelopment Program
Department of Natural Resources

200 NORTH 10TH ST PETROLEUM ELIGIBILITY DETERMINATION

Attachment J LGU APPROVAL LETTER



March 18, 2019

Ms. Kathleen McDaniel
Attorney, City of Manitowoc
900 Quay Street
Manitowoc, WI 54220-4543

Subject: Applicability of the State Local Governmental Unit Environmental Liability Exemption for the Former Railroad Property, North 10th and North 11th Streets, Manitowoc, Wisconsin
DNR BRRTS #: 07-36-583000

Dear Ms. McDaniel:

On January 16, 2019, the Wisconsin Department of Natural Resources (DNR) received your request, dated January 11, 2019, for an environmental liability clarification letter for approximately 20.136 acres of land located at and around North 10th and 11th Streets, City of Manitowoc, Manitowoc County, Wisconsin (the Property). The Property is comprised of 23 individual county tax parcels. The Property is further identified on the map included with this letter as Attachment A.

This letter provides clarification to the City of Manitowoc Community Development Authority (CDA) about the local governmental unit (LGU) liability exemption authorized by Wis. Stat. § 292.11(9)(e), as well as notice of statutory conditions required to maintain the exemption, and a reminder of an LGU's responsibilities if any elective demolition, cleanup or redevelopment activities occur on the Property. This letter also includes the DNR's determination about the potential applicability of the LGU liability exemption at the Property, should the CDA take title, given the proposed method of Property acquisition.

Documents and Other Information Reviewed

The DNR has reviewed the following documents provided by the City of Manitowoc (City) and the CDA to help make a determination about the potential future applicability of the LGU liability exemption for the Property:

- *Technical Assistance, Environmental Liability Clarification or Post-Closure Modification Request*, DNR Form 4400-237, with attachments and review fee, dated January 11, 2019, submitted by Kathleen McDaniel, City of Manitowoc Attorney;
- *Resolution Declaring the Canadian National Peninsula Blighted and Authorizing the Community Development Authority to Acquire and Assist the Redevelopment of the Property*, Resolution 18-0968, dated September 18, 2018, signed by Justin Nickels, City of Manitowoc Mayor; and
- *10th Street Railroad Property, Manitowoc, Wisconsin, Phase I Environmental Site Assessment*, dated August 16, 2018, submitted by Harris Byers, Stantec.

The DNR has also reviewed the following Bureau of Remediation & Redevelopment Tracking System (BRRTS) case files associated with the Property:

- Holmes Oil Corp, BRRTS # 03-36-001962;
- WCL – Turntable Former Roundhouse, BRRTS # 02-36-176478; and
- WCL – 200 N 10th St, BRRTS # 02-36-000408.

Environmental Activity Summary for the Property

The Property is currently owned by Wisconsin Central Ltd. and consists of 20.136 acres of land. The Property was historically used primarily for railroad operations and is now largely vacant land. A Phase I Environmental Site Assessment (ESA) was completed for the Property on August 16, 2018. The Phase I ESA identified five Recognized Environmental Conditions (RECs):

- Prior railroad use: Rail operations remained at the Property until the early 2000s. Identified railroad features include multiple tracks/spurs, rail depots, a turn table, an engine house, a cinder pit, and multiple maintenance garages/storage sheds.
- Prior industrial use: Industrial activities include bulk coal storage, bulk petroleum storage, ship building, metal/scrap/junk yard storage and other uses.
- Residual impacts to soil and groundwater: Documented releases of hazardous substances were assessed and residual impacts to soil and groundwater are being managed by continuing obligations associated with the closed environmental cases.
- Apparent anthropogenic fill: Fill materials including cinders/ash/coal/clinkers and piles of soil fill are present at the Property.
- Storage/dumping by adjacent property owners: Adjacent property occupants appear to have egressed onto the Property and are using it for vehicle storage/parking and storage of materials/dumping.
- Residual impacts from nearby properties: A former manufactured gas plant with ongoing investigation and cleanup of soil and groundwater impacts is located adjacent to and northeast of the Property.

Given these RECs, the Phase I ESA recommended collection of soil and groundwater samples at select locations throughout the Property to determine if the identified RECs have affected soil and/or groundwater quality at the Property. The Phase I ESA also recommended a geophysical survey be conducted to determine if underground anomalies consistent with former railroad uses remain and a pre-demolition lead-based paint and asbestos containing material inspection and restricted waste inventory be conducted prior to demolition to determine if hazardous building materials are present that would require abatement or management related to the scale house/weigh station. Identified storage vessels and all remaining materials/debris/waste/vehicles should be removed from the Property for proper disposal.

Currently, no Phase II ESA has been submitted to the DNR. There are three closed environmental cases at the Property: Holmes Oil Corp, BRRTS # 03-36-001962, WCL – Turntable Former Roundhouse, BRRTS # 02-36-176478, and WCL – 200 N 10th St, BRRTS # 02-36-000408. Following are brief summaries of how these cases closed:

- Holmes Oil Corp was closed with continuing obligations for residual soil and groundwater contamination on October 17, 2005;
- WCL – Turntable Former Roundhouse was closed with continuing obligations for residual soil and groundwater contamination, cap maintenance, and an industrial zoning requirement on February 22, 2007; and
- WCL – 200 N 10th St was closed with no continuing obligations on March 9, 1993.

Method and Purpose of Property Acquisition

The City of Manitowoc has provided to DNR a copy of City Resolution 18-0968, titled *Resolution Declaring the Canadian National Peninsula Blighted and Authorizing the Community Development Authority to Acquire and Assist the Redevelopment of the Property*, that was approved by the City Council on September 17, 2018, and signed by the Mayor on September 18, 2018. The resolution declares the Property blighted and outlines the process used to make this blight finding. The CDA has executed a letter of intent, along with an offer to purchase

the Property, with the current Property owner, Wisconsin Central Ltd. Title acquisition is planned for mid-March, 2019. DNR has been informed that the CDA plans to acquire the Property for the purpose of blight elimination. DNR has been informed that the likely reuse of the Property will include recreational, mixed-use commercial/multi-family residential, and industrial developments. DNR's liability determinations below are based on this property title acquisition scenario.

Liability Determinations

The DNR provides the following statutory responsibility clarifications and assurances to the CDA concerning its proposed purpose for and method of acquiring the Property, as related to intended reuse plans:

1. The CDA meets the definition of a "local governmental unit" as described in Wis. Stat. § 292.11(9)(e)(1).
2. The CDA has officially declared the Property blighted by resolution under the authority of Wis. Stat. § 66.1333.
3. If the CDA takes title to the Property for the purpose of blight elimination, the CDA will obtain the local governmental unit environmental liability exemption authorized by Wis. Stat. § 292.11(9)(e). A resolution authorizing acquisition of the Property could explicitly state blight elimination as a purpose of the action.

Local Governmental Unit Spill Law Exemption Information

Wis. Stat. § 292.11, titled Hazardous Substance Spills, is often informally referred to as the Spill Law. This section of the state statutes, along with the rest of Wis. Stat. ch. 292, titled Remedial Action, provides the legal foundation for Wis. Admin. Rules chs. NR 700 – 754, which are titled Environmental Protection – Investigation and Remediation of Environmental Contamination.

Wis. Stat. § 292.11(9)(e) authorizes an environmental liability exemption for local governmental units (LGUs) that take title to property using one of the methods or purposes listed in Wis. Stat. 292.11(9)(e)(1m). Acquiring a property for the purpose of blight elimination is one of the listed ways for an LGU to obtain the exemption.

When in effect at a property, the LGU exemption, as authorized by Wis. Stat. § 292.11(9)(e), exempts an LGU from the following statutory responsibilities related to environmental contamination that was caused by another person or entity and exists on a property prior to the LGU's acquisition:

- The responsibility to take actions necessary to restore the environment and minimize harmful effects of hazardous substance discharges to soil, groundwater, sediment, surface water and air of the state.
- The responsibility to comply with DNR orders to act to prevent hazardous substance discharges.
- The responsibility to reimburse the DNR for activities it takes at a property to identify, locate, monitor, contain, remove or dispose of hazardous substances.

The most common regulatory effect of an exemption from the statutory responsibilities noted above is that an exempt LGU is not required to complete a Wis. Admin. Code ch. NR 716 site investigation or conduct a remedial response action per Wis. Admin. Code chs. NR 722-724 for contamination caused by another party prior to the LGU's acquisition of the property.

An exempt LGU can always choose to voluntarily move forward with standard site investigation and cleanup efforts, but it is not required to do so (as other landowners would be). Little to no environmental investigation or cleanup work is generally required of an exempt LGU while the property remains as is. There are some exceptions, but that is the general situation.

Conditions and limitations of the LGU Spill Law exemption are described in a following section of this letter. More information about the LGU environmental exemption is available on DNR's web site at <https://dnr.wi.gov/topic/Brownfields/lgu.html>, and in [DNR PUB RR-055](#).

Local Governmental Unit Solid Waste Management Exemption Information

Wis. Stat. § 292.23 authorizes an LGU exemption from Wis. Stat. § 289.05, titled Solid Waste Management Standards, and administrative rules promulgated under that section, when an LGU takes title to property using one of the methods, or purposes, listed in Wis. Stat. 292.23(2). These are the same methods and purposes listed for the Spill Law exemption.

The solid waste management exemption applies to pre-existing, unlicensed solid waste disposal sites and facilities that were not operated or used by the LGU. Most solid waste regulations are found in Wis. Admin. Code chs. NR 500 – 555.

The above-mentioned conditions and limitations of the Wis. Stat. § 292.11(9)(e) exemption also apply to the solid waste exemption, along with others that are specific to solid waste as listed in Wis. Stat. § 292.23(3). Wis. Stat. § 292.23 should be reviewed and consulted if any unlicensed solid waste disposal areas exist on the Property.

Conditions and limitations of the solid waste management exemption are described in a following section of this letter. More information about solid waste management is available on DNR's web site at <https://dnr.wi.gov/topic/Waste/Solid.html>.

Conditions and Limitations of the Spill Law and Solid Waste Management Exemptions

The state's local government Spill Law exemption and the solid waste management liability exemption can help LGUs take charge of derelict properties by providing significant liability relief from several statutory environmental responsibilities. However, be aware that both exemptions have conditions and limitations, as spelled out in the statutes and as summarized below.

Wis. Stat. §§ 292.11(9)(e)(2), and 292.23(3) clearly state that the liability exemptions are not available for hazardous substance discharges to the environment or unlicensed solid waste disposal that were caused by an LGU, either before or after acquisition of the property. The word "discharge" means spilling, leaking, dumping, etc., and the causing of contamination can occur due to both action and inaction.

Building demolition and soil disturbing activities on a property with environmental contamination also have the potential to make pre-existing contamination worse (essentially causing a new discharge that wouldn't have occurred otherwise). All demolition and excavation activities should be discussed with DNR before they occur to ensure they won't inadvertently be the cause of new contamination or the exacerbation of pre-existing contamination. Otherwise, an LGU could lose its exemption.

Wis. Stat. §§ 292.11(9)(e)(2) and 292.23(3) also specifically identify several situations in which an LGU's actions or inaction could cause environmental contamination, and clearly specify that an LGU is not exempt from legal responsibility if discharges occur due to:

- A failure to take appropriate action to restrict access to the property in order to minimize costs or damages that may result from unauthorized persons entering the property.
- A failure to sample and analyze unidentified substances in containers stored aboveground on the property.
- A failure to remove and properly dispose of, or to place in a different container and properly store, any hazardous substance stored aboveground on the property in a container that is leaking or is likely to leak.

The solid waste management exemption statute lists further conditions in Wis. Stat. §§ 292.23(3)(d – k).

Neither Wis. Stat. § 292.11(9)(e) or Wis. Stat. § 292.23 exempt an LGU from Wis. Stat. § 292.11(2), titled “Notice of Discharge.” Therefore, all LGUs (whether exempt or not) must notify the DNR immediately of any known and/or newly discovered discharge of a hazardous substance to the environment at the Property. See DNR publication RR-560, at <http://dnr.wi.gov/files/PDF/pubs/rr/RR560.pdf> for additional information about spill and discharge reporting. When the LGU exemption is in effect, reporting identified contamination to the DNR that was caused by others prior to LGU acquisition of the property does not trigger site investigation or cleanup requirements for the LGU.

When an LGU redevelops or otherwise reuses a contaminated property for which it has an exemption, Wis. Stat. § 292.11(9)(e)(4) and Wis. Stat. § 292.23(3)(b) specify that the LGU must, to maintain its exemption, take actions directed by DNR to reduce substantial threats to public health or safety that could occur when the Property is developed or reused by the LGU. This does not require the LGU to conduct a full site investigation or cleanup, but it may involve protective measures such as those identified in Wis. Admin. Code § NR 708.17.

Before beginning any demolition work at the Property, a pre-inspection is required, along with filing of DNR Form 4500-113, Notification for Demolition. See DNR publication WA-651, available at <http://dnr.wi.gov/files/pdf/pubs/wa/wa651.pdf> for additional information about demolition activities. Storm water management permits may also be necessary for demolition and construction activities. All LGUs must comply with these requirements.

Federal and State Tank Regulations: The LGU exemption statutes do not exempt above ground or underground storage tanks on the Property from compliance with federal and state requirements, including Wis. Admin. Code ch. ATCP 93. If you have questions about tank requirements, contact the Wisconsin Department of Agriculture, Trade and Consumer Protection (the Bureau of Weights and Measures) directly. Wis. Admin. Code ch. ATCP 93 is available at https://docs.legis.wisconsin.gov/code/admin_code/atcp/090/93. DNR publication RR-627, titled Removing Underground Storage Tanks, is at <http://dnr.wi.gov/files/PDF/pubs/rr/RR627.pdf>.

The LGU exemption is only available to local governmental units, as defined in Wis. Stat. § 292.11(9)(e)(1). This liability exemption is not transferrable from the exempt LGU to future property owners, except to other eligible LGUs. Nonexempt owners are subject to full environmental responsibility and regulation by, at a minimum, Wis. Stat. ch. 292 and Wis. Admin. Code chs. NR 700-754.

Future Use of the Property

If the CDA intends to redevelop or otherwise reuse the Property during or after taking title and obtaining the Spill Law liability exemption and the Solid Waste Management exemption, the CDA should discuss proposed near-term and long-term property uses and improvements with the DNR before proceeding. Wis. Stat. § 292.11(9)(e)(4) and Wis. Stat. § 292.23(3)(b) require exempt LGUs to take actions that DNR determines are necessary to reduce to acceptable levels any substantial threat to public health or safety when the Property is developed or put into its intended use.

It is very important to consult with the DNR before and during any demolition, excavation, construction or other development work on the Property. The LGU exemption can be lost if significant public health or safety threats arises in relation to the new use. Wis. Admin. Code § NR 708.17 lists some types of protective actions that DNR may direct when a new use is planned for an LGU-exempt property.

Federal Liability Protections

In addition to state liability protections, an LGU may also be eligible for federal CERCLA liability protection in certain situations. In general, CERCLA provides liability protection to local governments that acquire ownership or control of property through seizure or otherwise in connection with law enforcement activity, or through bankruptcy, tax delinquency, abandonment, or other circumstances in which the government acquires title by

virtue of its function as sovereign. More information is available on the US EPA web site at:
<http://www.epa.gov/enforcement/state-and-local-government-activities-and-liability-protections>.

In situations involving the purchase of a property, an LGU can obtain CERCLA liability protections if it qualifies as a “bona fide prospective purchaser.” One key requirement for obtaining this protection is the completion of a Phase I environmental site assessment (ESA) that meets EPA’s “all appropriate inquiries” (AAI) standards under 40 CFR, Part 312. This federal standard also requires that a Phase I ESA be completed within 180 days prior to acquisition of title to a property. ESAs following the ASTM Standard E1527-13 meet EPA’s AAI standards.

For more information, a US EPA fact sheet, titled “CERCLA Liability and Local Government Acquisitions and Other Activities,” is available at <http://www.epa.gov/sites/production/files/documents/local-gov-liab-acq-fs-rev.pdf>.

This Letter is Based on Information Provided to DNR

The DNR’s state liability determination in this letter is based on the information provided in the above-referenced document(s). If new or more extensive contamination is discovered at the Property the LGU is required to notify the DNR in accordance with Wis. Stat. § 292.11(2). The LGU should also know that the LGU exemption from the state Spill Law and Solid Waste Management Requirements will apply to the LGU throughout the LGU’s ownership of the Property, but these liability protections are not transferable from the LGU to future owners, except to another eligible LGU.

Information on LGU exemption determinations and other contaminated site activities is tracked in a DNR database that is available on the internet at <http://dnr.wi.gov/botw/SetUpBasicSearchForm.do>. The BRRTS identification number for this location can be found at the top of this letter. The Property, if it is acquired in a manner consistent with Wis. Stat. § 292.11(9)(e)(1m), will be identified in the database as a location where the DNR has made an “LGU Exemption” determination.

DNR Contact Information

The DNR hopes this letter provides the Town with the requested clarification concerning the LGU liability exemption for the Property. The DNR looks forward to working with you on this project and others.

If you have any questions, please contact the DNR Project Manager for the Property, Tauren Beggs at 920-662-5178 or by email at Tauren.Beggs@wisconsin.gov. For questions specific to the LGU exemption, and other local government cleanup tools, contact Barry Ashenfelter at 608-267-3120 or at Barry.Ashenfelter@wisconsin.gov.

Sincerely,



Roxanne N. Chronert
Team Supervisor, Northeast Region
Remediation & Redevelopment Program

Attachment: Attachment A - Site Map

cc: Harris Byers, Stantec (harris.byers@stantec.com)
Andrew Steimle, Steimle Birschbach, LLC (Andrew@steimlebirschbach.com)
Barry Ashenfelter, DNR, RR/5 (Barry.Ashenfelter@wisconsin.gov)

Attachment A - Site Map



Figure No.

2

Title

Target Property and 2017 Orthophotograph

Client/Project

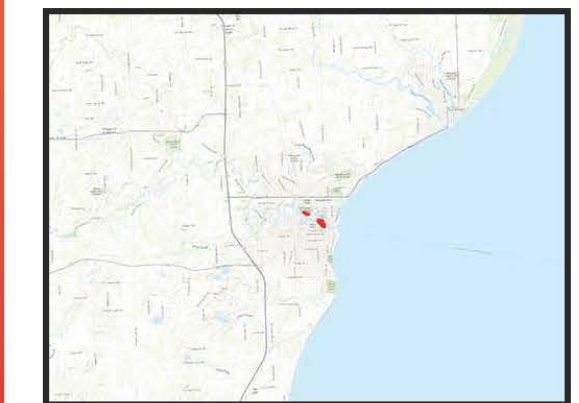
City of Manitowoc
USEPA Brownfield Assessment Grant

0 115 230
Feet

193703931
Prepared by HLB on 7/11/18

Legend

- Target Property
- Target Parcels
- Nearby Parcels



Notes

- Coordinate System: NAD 1983 StatePlane Wisconsin South FIPS 4803 Feet

