CITY OF PROVIDENCE
PROVIDENCE REDEVELOPMENT AGENCY

REQUEST FOR PROPOSALS:

FOR PURCHASE AND REDEVELOPMENT OF 50 SIMS AVENUE (AP 27 LOT 293 “LOT A”) AND 460 KINSLEY AVENUE (AP 27 LOT 285 “LOT B”) IN PROVIDENCE, RHODE ISLAND THE “UMICORE SITE”
The Providence Redevelopment Agency (“Agency”) in an effort to redevelop those
certain lots more fully described in Exhibit A attached hereto (the “Property”), seeks
proposals for the rehabilitation of said Property. All proposals shall include the
required information enumerated in this information package, however, no proposals
will be accepted unless they are developed in accordance with the Agency’s By-
Laws, the City of Providence Home Rule Charter, and the Providence Code of
Ordinances, as amended.

NOTE: As identified in Exhibit A Lot A is for sale or lease, Lot B is for lease only,
and Lot C is not included in this Request for Proposals

Proposals shall be submitted in writing to the Providence Redevelopment Agency, 444
Westminster Street, Suite 3A, Providence, Rhode Island, 02903, Attention: Bonnie
Nickerson, Executive Director, by 3:00pm on Friday, August 24, 2018. No
consideration will be given to proposals submitted after this date and time. The
Agency takes no responsibility for packages sent by mail or other means that cannot
meet the deadline. Hand delivery is acceptable. The Agency may request additional
documentation to assist in making its selection.
Proposed Schedule

Friday, June 15, 2018    Request for Proposals Issued
Thursday, July 19, 2018  9:00am - 1 hour Site Visit/Pre-Bid Meeting
Tuesday, July 24, 2018  Questions due by 3:00 p.m. All questions must be submitted in writing to cdupre@ providenceri.gov
Friday, July 27, 2018   Questions and Answers will be posted publically at www.providenceri.gov/planning/providence-redevelopment-agency-pra-2
Friday, August 24, 2018 Proposals Due by 3:00 p.m.
Anticipated: August 31, 2018 Bid/Proposal Awarded.
Anticipated: October 1, 2018 Negotiate Purchase & Sale Agreement.
Anticipated: November 1, 2018 New owner takes title.
BIDDING INSTRUCTIONS

1. The Agency will select the successful bidder based on the responsive bidder with the highest and best bid, inter alia, on the criteria contained on pages 10 to 12.

2. No proposal will be accepted if made in collusion with any other bidder.

3. A bidder who is an out-of-state corporation shall qualify or register to transact business in this State, in accordance with R.I. General Laws (as amended) §§ 7-1.1-99, 7-1.1-105, and 7-1.1-106, and shall also, if required, register with the Rhode Island Board of Contractors Registration.

4. The Agency reserves the right to reject any and all bid(s).

5. As the City of Providence is exempt from the payment of Federal Excise Taxes and Rhode Island Sales Tax, prices quoted are not to include these taxes.

6. In case of error in the extension of prices quoted, total price will govern.

7. The contractor will not be permitted to either assign or underlet the contract, nor assign either legally or equitably any moneys hereunder, or its claim thereto without the previous written consent of the Agency.

8. Commencement and Completion Dates must be shown in your bid.

9. Successful bidder and the Agency will enter into a Purchase and Sales Agreement. The terms thereof will be finalized based upon the bids received, and shall be non-negotiable except for bid items.

10. Appropriate certificates of insurance, as specified below, will be required from the successful bidder naming the Agency and the City of Providence as additional insureds for the period of rehabilitation.

11. No work shall commence without a prior written authorization from the Agency to proceed.

12. Before submitting any Bid, each Bidder shall have examined the Property for the proposed work and shall have observed said Property’s conditions.

13. Please submit one original and two copies of your bid to the Agency.

14. Bids must meet the attached specifications. Any exceptions or modifications must be noted
and fully explained.

15. Bidder’s responses must be in ink or typewritten, and all blanks on the bid form should be completed.

16. The price or prices proposed, including unit prices and allowances, where applicable, shall be stated both in WRITING and in FIGURES, and any proposal not so stated may be rejected.

17. Bids SHOULD BE TOTALED. Do not group individual Properties: price each lot individually and then aggregate. Awards may be made on the basis of total bid covering all lots priced-out or by individual lots.

18. Each bidder is required to state in his/her proposal the bidding’s name and address/business location; and must state the names of all persons or firms with whom the bidder is submitting a joint bid. All bids SHOULD BE SIGNED IN INK.

19. The Agency will not execute a lease or a purchase and sales agreement with the awarded bidder unless presented with performance bid bond for the proposed rehabilitation costs, to be deposited with the Agency as a guarantee that the rehab will be completed by the bidder; and in default thereof, the bond proceeds shall be retained for the use of the Agency as liquidated damages on account of such default.

20. It is hereby mutually understood and agreed that no reduction of price shall or will be claimed or made unless agreed to in writing by the Agency.

21. Bids will be received sealed and opened privately. Awards may be made to other than the high bidder. All bid prices will be considered firm, unless qualified otherwise. Requests for price decreases will not be honored.

22. Failure to deliver within the time quoted or failure to meet specifications may result in the Agency’s exercise of any and all available legal and/or equitable remedies. It is agreed that timely completion is subject to strikes, lockouts, accidents and Acts of God which events shall extended the period of completion for a period equal to that suffered in the strikes, lockouts, accidents, and Acts of God.

23. The successful bidder shall, prior to commencing performance under the contract, attach and submit evidence that they have complied with the provisions of the Rhode Island Worker’s Compensation Act, Title 28, Chapter 29, Section 1, et seq., of the Rhode Island General Laws. If the successful bidder is exempt from compliance under the Worker’s Compensation Act, an officer of the successful bidder shall so state by way of sworn Affidavit, which shall accompany the signed contract.
24. The successful bidder shall, prior to commencing performance under the Purchase and Sales Agreement, attach and submit appropriate certificates of insurance, naming the Agency and the City of Providence as additional insureds, to include:

   a. General Commercial Liability coverage with limits of $1,000,000 per each occurrence and $5,000,000 in the Aggregate (for the Project). Such coverage shall protect the Firm and any of its Subcontractors from any and all claims which may arise out of the Firm’s operations and completed operations under the Contract for which the Firm, its Subcontractors or any persons employed by them shall be liable, including but not limited to any such claims for bodily injury, death, disability, sickness, and damage or destruction to equipment, to property, or to the Work.

   b. Workers Compensation – Statutory coverage.

   c. Automobile Liability – owned, non-owned, and hired automobile coverage with a combined single limit of $1,000,000.

   d. Umbrella – with limit of $5,000,000 over General Liability and Automobile Liability.

   e. Property Coverage – The Contractor shall purchase and maintain during the life of this contract “All Risk” insurance coverage for their own equipment and property, with provision for Waiver of Subrogation against the Agency and the City.

The above-listed coverage must be provided on policies and on ACORD certificates from insurance companies that are financially rated A-VI or better by A.N. Best, by which the successful bidder will indemnify and hold harmless the Agency from and against all loss or damages arising from the performance under the Purchase and Sales Agreement, including all claims for personal injury or damage to property sustained by third persons, or their agents, servants and/or those claimed under them, as specified above. The Firm shall provide a waiver of subrogation in favor of the Agency on a primary noncontributory basis.
TERMS AND REQUIREMENTS FOR BIDDING

Project Name Description: For Purchase and Redevelopment of 50 Sims Avenue (AP 27 Lot 293 “Lot A”) AND 460 Kinsley Avenue (AP 27 Lot 285 “Lot B”) in Providence, Rhode Island, The “Umicore Site”

Date and Time to be submitted: Friday, August 24, 2018 @ 3:00 P.M.

Bids are to be submitted by the above date to the attention of Bonnie Nickerson at the Providence Redevelopment Agency, 444 Westminster Street, Suite 3A Providence, R.I. 02903.
REQUIRED SUBMITTALS

Proposals must include the following:

- A cover letter addressed to the Agency that identifies the bidder and contains the name, title, e-mail and telephone number of the person who will be the primary contact for the bidder and to whom the Agency may direct questions regarding the bid.

- A summary describing the bidder’s firm, its business services and experience in the area of rehabilitation of property and new construction. Identify similarly any subcontractors that the bidder proposes to use. Identify references from a minimum of 3 organizations (public, private or non-profit) in which the bidder has provided similar experience including name, affiliation, and phone number of a point of contact.

- An estimate of the total cost for all rehabilitation or construction services to be provided by the bidder and/or its subcontractors, including an itemized cost for each category of work to be performed, with unit prices and/or allowances, where applicable to complete the scope of services proposed. The bid must contain a schedule for commencement and completion of the work. Bidder must also submit a separate sealed estimate for the purchase price amount to acquire the Property.

- The Property is situated within the Woonasquatucket River Corridor Redevelopment Project Area and its redevelopment is part of the Woonasquatucket River Corridor Vision Plan. Bidders must submit a detailed explanation as to their proposal’s alignment with the Vision Plan. A copy of the Vision Plan will be available at the following link: https://www.providenceri.gov/planning/woonasquatucket/

- A bid proposal narrative as outlined on page 10 below.
ADDITIONAL DOCUMENTS TO BE COMPLETED AND SUBMITTED

1. Bidders must submit bids in a sealed envelope clearly labeled with the above captioned Project Name. The bid envelope and information relative to the bid must be addressed to the Providence Redevelopment Agency, Bonnie Nickerson, Executive Director, 444 Westminster St. Suite 3A, Providence, R.I. 02903. Communications to the Agency regarding this bid package should be addressed to Bonnier Nickerson, Executive Director, bnickerson@providenceri.gov.

2. The Bid Form (on Pages 13-14 of this package) must be completed and used as your cover page. Show Unit Prices, Allowances, or Discounts where applicable. Attach additional pages as necessary.

3. A Proposed Schedule showing commencement, Substantial Completion, and Final Completion dates must be prepared and submitted.
All proposals delivered to the Agency shall be initially reviewed to determine whether they are responsive or nonresponsive to the basic requisites of this Request for Proposals. Proposals that are determined by the Agency to be non-responsive or incomplete may be rejected.

All bidders shall provide, in narrative form, proposals which provide sufficient information to the response items contained in the Evaluation Criteria below. The Evaluation Committee will evaluate and rate all responsive proposals based on the Evaluation Criteria and may at any time waive any response item as it deems appropriate.

**ELIGIBILITY SCORING CRITERIA**

**Section 1 – Bidder and Project Background Information**

A. Name and address of Bidder and a disclosure of all beneficial interest-holders, including but not limited to shareholders, investors, members, partners, and principals.

B. Project Overview including, but not limited to, name of project, use(s), size of structures (number of stories, exterior height, and footprint dimensions) after rehabilitation or construction, any proposed demolition, and other programmatic information.

C. Economic Development and Planning Goals:
   - Overall economic development benefits for the City of Providence, including job and business growth, increased tax collections, creation of incubation space for research and development.
   - New jobs and new investment in addition to those created directly by project.
   - Project’s compatibility with the character of the surrounding neighborhood in which it is located (i.e. scale, use, and design character).

D. Relevant Experience of Bidder and Development Team (i.e. architect, engineer, consultants):
   - Describe at least 3-4 projects, preferably with similar use and scale. Demonstrate Providence or Rhode Island experience if applicable. Photographs or renderings of projects under construction but not yet completed are acceptable.
   - Describe Public/Private partnership experience.

**Section 2 – Program and Land Use and Zoning**

A. Proposed uses with reference to the Providence Zoning Ordinance, as amended, noting type, location at site, and square footage of use.

B. Number of dwelling units if residential.

C. Description of site-access and parking needs – including anticipated methods of satisfying local parking requirements.
D. Identification of any merger or administrative subdivision intended or contemplated.

E. Statement of compliance of site improvements with existing Zoning Ordinance.

F. Any anticipated zoning or building relief necessary for project.

Section 3 – Site Plan

Provide Draft Plans, which should include at a minimum:
- Dated plans with revisions noted.
- Graphic scale with true north arrow
- Perimeter boundary lines of the project distinct from detailed property lines which the location and existence of should also be noted.
- Location and approximate size of existing improvement on or immediately adjacent to the project site.
- Conceptual landscape plan
- Locations of pedestrian access for structures and site. Locations of parking, servicing, and all street access points for vehicles.

Section 4 – Building/Site Improvements

A. Elevations – elevations of all building, retaining walls, and appurtenant structures. Elevations to include at a minimum the following:
- Building finish materials
- Articulation of entries
- Height of building elevations
- Articulation of roof line and roof structures

B. Sections – sections through project site and building(s). Sections shall include at a minimum:
- Typical floor-to-floor height
- Overall building height
- Curbs, sidewalks and any existing street trees within adjacent streets
- Dimensioned distance from improvement boundary lines to property lines
- Active uses
- On-site parking
- Any below-grade spaces

Section 5 – Development Schedule, Construction Plan, and Sustainability

A. Proposed development schedule/timeline showing completion date and issuance of certificate of occupancy from the City of Providence.
B. Explanation of any anticipated construction-related impacts on public or private property and businesses adjacent to or otherwise impacted by the project.

C. Describe how project will incorporate sustainable approaches to urban planning, building, and site design.

Section 6 – Legal

A. Confirmatory letter from Office of the City Solicitor that bidder does not have open and/or active adverse litigation against the City of Providence or any related entity.

Section 7 – Business Plan

A. Demonstration of Feasibility:
   • Market assumptions related to demand of use and price points
   • Sources and uses
   • Pro-forma assumptions

B. Identification of Subsidies – tax agreements, loans, equity investment, public subsidies needed for the project to be viable.

C. Demonstration of Financial Capacity:
   • Financial Statement for bidder and related entities (See Section 1A).
   • Any pending or past litigation involving bidder or related entities (See Section 1A) which resulted in financial impact to bidder or related entities.
   • Existing debt relationships and their status.
   • Testimonials from 1-2 lenders and 1-2 equity partners.

Section 8 – Acquisition Costs Proposal

The Agency will accept proposals that make an offer to purchase, an offer for rent, or a combination thereof. The Agency is open to various acquisition cost proposals which are specifically tailored to meet the needs of the bidder. Acquisition cost proposals alone will not determine whether or not a bidder is successful; the Agency will use a combination of the technical criteria found in Sections 1 through 7 as well as the bidder’s acquisition cost proposal to determine the successful bidder.

The Agency may choose to interview one or more of the bidders prior to making a recommendation for award.

The Agency reserves the right to award the full contract to one bidder, split the award among more than one bidder, make partial awards based on number of properties bid, make no Award, and/or to re-release this request for proposals as it deems in the best interest of the Agency.
FORM OF BID

IN RESPONSE TO REQUEST FOR PROPOSALS FOR THE PURCHASE AND REDEVELOPMENT OF 50 SIMS AVENUE (AP 27 LOT 293 “LOT A”) AND 460 KINSLEY AVENUE (AP 27 LOT 285 “LOT B”) IN PROVIDENCE, RHODE ISLAND THE “UMICORE SITE”

DATE:

TO: PROVIDENCE REDEVELOPMENT AGENCY
c/o Bonnie Nickerson, Executive Director
444 Westminster Street, Suite 3A
Providence, RI 02903

PROJECT: Property contained in Exhibit A.

SUBMITTED BY: ________________________
(Name of Firm)

The undersigned, having examined the Property and having reviewed the Invitation to Bid, the Specifications and, all as attached to the Request for Proposals for the Property and incorporated herein by reference, hereby offers to undertake the work of the Firm on the aforesaid project as follows:

PROPOSAL

The undersigned hereby agrees, in addition to the aforesaid, to the following terms and conditions:

1. Time is of the essence.

2. That the Firm shall comply with all terms and conditions of the aforesaid Request for Proposals and Appendices attached thereto.

3. That the undersigned hereby offers to enter into a purchases and sales agreement as noted in the aforesaid documents for the sum of ______________________________ Dollars ($______).
Firm must include its Bid both in written form and numerically in the spaces provided above.

Upon acceptance as successful bidder, we hereby agree to the requirements noted in the aforesaid Request for Proposals.

Respectfully submitted,
Bidder
Company Name:

By: _______________________________________
    Authorized Official
    Title:
    Name:

Dated: ________________________________

Federal ID No.

Firm Address:

Telephone No.:

Name of Surety Company:
A.P. 27 LOT 293 DESCRIPTION

That parcel of land situated in Providence, Rhode Island bounded and described as follows:

Beginning at a point in the easterly line of Sims Avenue one hundred ten and 12/100 feet (110.12') northerly of the intersection of Sims Avenue and Harris Avenue;

Thence N05°41'05"E bounded westerly by Sims Avenue a distance of three hundred ninety two and 60/100 feet (392.60') to a point;

Thence N89°58'20"E bounded northerly by land now or formerly of FF Realty Corporation, a distance of three hundred forty five and 93/100 feet (345.93') to a point;

Thence N00°06'30"E bounded westerly by last named land a distance of thirty six and 29/100 feet (36.29') to a point;

Thence S89°53'30"E bounded northerly by last named land a distance of eighty three and 18/100 feet (83.18') to a point;

Thence S00°28'03"W a distance of three hundred eleven and 22/100 feet (311.22') to a point;

Thence S89°57'35"W bounded southerly by land now or formerly of R.C.F. realty Corp. a distance of thirty and 72/100 feet (30.72') to a point;

Thence S00°02'25"E bounded easterly by last named land a distance of two hundred twenty five and 00/100 feet (225.00') to Harris Avenue;

Thence S89°57'35"W bounded southerly by Harris Avenue a distance of one hundred twenty eight and 87/100 feet (128.87') to a point;

Thence N00°02'25"W bounded westerly by land now or formerly of FWD Realty Corp. a distance of one hundred twenty nine and 48/100 feet (129.48') to a point;

Thence S89°57'35"W bounded southerly by last named land a distance of two hundred thirteen and 24/100 feet (213.24') to a point;

Thence S00°02'25"E bounded easterly by last named land a distance of fifteen and 57/100 feet (15.57') to a point;

Thence S44°57'35"W bounded southeasterly by last named land a distance of five and 64/100 feet (5.64') to a point;

Thence S00°02'25"E bounded easterly by last named land a distance of zero and 50/100 feet (0.50') to a point;

Thence N89°56'40"W along the center of a brick wall and bounded southerly by last named land a distance of eighty eight and 79/100 feet (88.79') to Sims Avenue and the point of beginning.

Meaning and intending to describe “Proposed Parcel A” as shown on that plan “Minor Subdivision Of Land in Providence, Rhode Island Assessor’s Plat 27 Lot 23” prepared for the Providence Redevelopment Agency by Vanasse Hangen Brustlin, Inc.. Scale 1 Inch = 60 Ft. Dated May 12, 2011.

Parcel contains 4.22140 acres or 183,884 square feet more or less.
A.P. 27 LOT 285 DESCRIPTION

That parcel of land situated in Providence, Rhode Island bounded and described as follows:

Beginning at a point two hundred twenty nine and 14/100 feet (229.14) southerly of Kinsley Avenue at the southwest corner of land or formerly of Twin Realty Company and the northeast corner of the herein describe parcel;

Thence S00°28'03"W a distance of three hundred seventy seven and 05/100 feet (377.05') to a point;

Thence S89°57'35"W bounded southerly by land now or formerly of R.C.F. Realty Corp. a distance of one hundred twenty two and 96/100 feet (122.96') to a point;

Thence N00°28'03"E a distance of three hundred eleven and 22/100 feet (311.22') to a point;

Thence N00°09'00"W bounded westerly by land now or formerly of FF Realty Corporation, a distance of fifty eight and 70/100 feet (58.70') to a point;

Thence N86°39'45"E bounded northerly by last named land a distance of one hundred twenty three and 86/100 feet (123.86') to the point of beginning.

Meaning and intending to describe “Proposed Parcel B” as shown on that plan “Minor Subdivision Of Land in Providence, Rhode Island Assessor’s Plat 27 Lot 23” prepared for the Providence Redevelopment Agency by Vanasse Hangen Brustlin, Inc.. Scale 1 Inch = 60 Ft. Dated May 12, 2011.

Parcel contains 1.05469 acres or 45,943 square feet more or less.
Appendices

- Prior proposed site and building plans
- Recorded Environmental Land Use Restrictions
- Map of Lots Included in RFP
- Ariel View of Property
ENVIRONMENTAL LAND USAGE RESTRICTION

This Declaration of Environmental Land Usage Restriction ("Restriction") is made on this 10th day of "August", 2017, by the Providence Redevelopment Agency, and its successors and/or assigns (hereinafter, the "Grantor").

WITNESSETH:

WHEREAS, the Grantor is the Owner in fee simple of certain real property identified as Plat 27, Lot(s) 293, 285, and 286 with respective addresses of 50 Sims Avenue, 460 Kinsley Avenue, and 23 Charlotte Hope Street in Providence, Rhode Island (the "Property"), more particularly described in Exhibit A (Legal Descriptions) which is attached hereto and made a part hereof;

WHEREAS, the Property (identified in the ELUR Site Map which is attached hereto as Exhibit 2A and is made a part hereof) has been determined to contain soil which is contaminated with certain Hazardous Materials in excess of applicable industrial/commercial Direct Exposure Criteria pursuant to the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases ("Remediation Regulations");

WHEREAS, the Grantor and the Department have determined that the environmental land use restrictions set forth below are consistent with the regulations adopted by the Rhode Island Department of Environmental Management ("Department") pursuant to R.I.G.L. § 23-19.14-1 and that this restriction shall be a Conservation Restriction pursuant to R.I.G.L. § 34-39-1 et. seq. and shall not be subject to the 30-year limitation provided in R.I.G.L. § 34-4-21;

WHEREAS, the Department's written approval of this Restriction is contained in the document entitled: Remedial Approval Letter issued pursuant to the Remediation Regulations;

WHEREAS, to prevent exposure to or migration of Hazardous Substances and to abate hazards to human health and/or the environment, and in accordance with the Remedial Approval Letter, the Grantor desires to impose certain restrictions upon the use, occupancy, and activities of and at the Property;

WHEREAS, the Grantor believes that this Restriction will effectively protect public health and the environment from such contamination; and

WHEREAS, the Grantor intends that such restrictions shall run with the land and be binding upon and enforceable against the Grantor and the Grantor's successors and assigns.

NOW, THEREFORE, Grantor agrees as follows:

A. Restrictions Applicable to the Property: In accordance with the Remedial Approval Letter, the use, occupancy and activity of and at the Property is restricted as follows:

i. No residential use of the Property shall be permitted that is contrary to Department
approvals and restrictions contained herein;

ii. No groundwater at the Property shall be used as potable water;

iii. No soil at the Property shall be disturbed in any manner without written permission of the Department’s Office of Waste Management, except as permitted in the Remedial Action Work Plan (RAWP) or Soil Management Plan (SMP) approved by the Department in a written approval letter dated November 15, 2010, Exhibit B and attached hereto;

iv. Humans engaged in activities at the Property shall not be exposed to soils containing Hazardous Materials and/or petroleum in concentrations exceeding the applicable Department approved Direct Exposure Criteria set forth in the Remediation Regulations;

v. The engineered controls at the Property described in the SMP contained in Exhibit B attached hereto shall not be disturbed and shall be properly maintained to prevent humans engaged in industrial/commercial activity from being exposed to soils containing Hazardous Materials and/or petroleum in concentrations exceeding the applicable Department-approved industrial/commercial Direct Exposure Criteria in accordance with the Remediation Regulations; and

B. No action shall be taken, allowed, suffered, or omitted at the Property if such action or omission is reasonably likely to:

i. Create a risk of migration of Hazardous Materials and/or petroleum;
ii. Create a potential hazard to human health or the environment; or
iii. Result in the disturbance of any engineering controls utilized at the Property, except as permitted in the Department-approved SMP contained in Exhibit B.

C. Emergencies: In the event of any emergency which presents a significant risk to human health or to the environment, including but not limited to, maintenance and repair of utility lines or a response to emergencies such as fire or flood, the application of Paragraphs A (iii.-viii.) and B above may be suspended, provided such risk cannot be abated without suspending such Paragraphs and the Grantor complies with the following:

i. Grantor shall notify the Department’s Office of Waste Management in writing of the emergency as soon as possible but no more than three (3) business days after Grantor’s having learned of the emergency. (This does not remove Grantor’s obligation to notify any other necessary state, local or federal agencies.);

ii. Grantor shall limit both the extent and duration of the suspension to the minimum period reasonable and necessary to adequately respond to the emergency;

iii. Grantor shall implement reasonable measures necessary to prevent actual, potential, present and future risk to human health and the environment resulting from such
iv. Grantor shall communicate at the time of written notification to the Department its intention to conduct the Emergency Response Actions and provide a schedule to complete the Emergency Response Actions;

v. Grantor shall continue to implement the Emergency Response Actions, on the schedule submitted to the Department, to ensure that the Property is remediated in accordance with the Remediation Regulations (or applicable variance) or restored to its condition prior to such emergency. Based upon information submitted to the Department at the time the ELUR was recorded pertaining to known environmental conditions at the Property, emergency maintenance and repair of utility lines shall only require restoration of the Property to its condition prior to the maintenance and repair of the utility lines; and

vi. Grantor shall submit to the Department, within ten (10) days after the completion of the Emergency Response Action, a status report describing the emergency activities that have been completed.

D. Release of Restriction; Alterations of Subject Area: The Grantor shall not make, or allow or suffer to be made, any alteration of any kind in, to, or about any portion of the Property inconsistent with this Restriction unless the Grantor has received the Department’s prior written approval for such alteration. If the Department determines that the proposed alteration is significant, the Department may require the amendment of this Restriction. Alterations deemed insignificant by the Department will be approved via a letter from the Department. The Department shall not approve any such alteration and shall not release the Property from the provisions of this Restriction unless the Grantor demonstrates to the Department’s satisfaction that Grantor has managed the Property in accordance with applicable regulations.

E. Notice of Lessees and Other Holders of Interests in the Property: The Grantor, or any future holder of any interest in the Property, shall cause any lease, grant, or other transfer of any interest in the Property to include a provision expressly requiring the lessee, grantee, or transferee to comply with this Restriction. The failure to include such provision shall not affect the validity or applicability of this Restriction to the Property.

F. Enforceability: If any court of competent jurisdiction determines that any provision of this Restriction is invalid or unenforceable, the Grantor shall notify the Department in writing within fourteen (14) days of such determination.

G. Binding Effect: All of the terms, covenants, and conditions of this Restriction shall run with the land and shall be binding on the Grantor, its successors and assigns, and each Owner and any other party entitled to control, possession or use of the Property during such period of Ownership or possession.

H. Inspection & Non-Compliance: It shall be the obligation of the Grantor, or any future holder of any interest in the Property, to provide for annual inspections of the Property for
compliance with the ELUR in accordance with Department requirements.

A qualified 

environmental professional will, on behalf of the Grantor or future holder of any interest in the Property, evaluate the compliance status of the Property on an annual basis. Upon completion of the evaluation, the environmental professional will prepare and simultaneously submit to the Department and to the Grantor or future holder of any interest in the Property an evaluation report detailing the findings of the inspection, and noting any compliance violations at the Property. If the Property is determined to be out of compliance with the terms of the ELUR, the Grantor or future holder of any interest in the Property shall submit a corrective action plan in writing to the Department within ten (10) days of receipt of the evaluation report, indicating the plans to bring the Property into compliance with the ELUR, including, at a minimum, a schedule for implementation of the plan.

In the event of any violation of the terms of this Restriction, which remains uncured more than ninety (90) days after written notice of violation, all Department approvals and agreements relating to the Property may be voided at the sole discretion of the Department.

I. Terms Used Herein: The definitions of terms used herein shall be the same as the definitions contained in Section 3 (DEFINITIONS) of the Remediation Regulations.

IN WITNESS WHEREOF, the Grantor has hereunto set (his/her) hand and seal on the day and year set forth above.

Providence Redevelopment Agency

By: [signature]

Grantor (signature)

Bennie Nickerson

Grantor (typed name)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In (Providence), in said County and State, on the 10th day of August, 2017, before me personally appeared Bennie Nickerson, to me known and known by me to be the party executing the foregoing instrument and (he/she) acknowledged said instrument by (him/her) executed to be (his/her) free act and deed.

Notary Public: [Signature]

My Comm. Expires: 06/24/2020
Property Description of A.P. 27 Lot 293 (50 Sims Ave.), Lot 285 (460 Kinsley Ave.), and Lot 286 (23 Charlotte Hope St.)

That parcel of land situated in Providence, Rhode Island bounded and described as follows:

Beginning at a point in the easterly line of Sims Avenue one hundred ten and 12/100 feet (110.12') northerly of the intersection of Sims Avenue and Harris Avenue;

Thence N06°41'05"E bounded westerly by Sims Avenue a distance of three hundred ninety two and 80/100 feet (392.60') to a point;

Thence N89°58'20"E bounded northerly by land now or formerly of MLG Kinsley Ave LLC a distance of three hundred forty five and 93/100 feet (345.93') to a point;

Thence N00°06'30"E bounded westerly by last named land a distance of thirty six and 29/100 feet (36.29') to a point;

Thence S89°53'30"E bounded northerly by last named land a distance of eighty three and 18/100 feet (83.18') to a point;

Thence N00°09'00"W bounded westerly by land now or formerly of MLG Kinsley Ave LLC, a distance of fifty eight and 70/100 feet (58.70') to a point;

Thence N86°39'45"E bounded northerly by last named land a distance of one hundred twenty three and 86/100 feet (123.86') to a point;

Thence S67°E8'37"E bounded northeasterly by land now or formerly of Twin Realty Company a distance of one hundred thirty six and 42/100 feet (136.42') to a point;

Thence N74°18'23"E bounded northwesterly by last named land a distance of thirty eight and 71/100 feet (38.71') to a point in the westerly line of Charlotte Hope Street;

Thence S00°28'03"W bounded easterly by Charlotte Hope Street a distance of three hundred thirty seven and 23/100 feet (337.23') to a point;

Thence N89°32'25"W bounded southerly by last named land a distance of one hundred twelve and 11/100 feet (112.11') to a point;

Thence S89°57'35"W bounded southerly by last named land a distance of two hundred five and 63/100 feet (205.63) to a point;

Thence S00°02'25"E bounded easterly by last named land a distance of two hundred twenty five and 00/100 feet (225.00') to Harris Avenue;
Thence S89°37'35"W bounded southerly by Harris Avenue a distance of one hundred twenty eight and 87/100 feet (128.87') to a point;

Thence N00°02'25"W bounded westerly by land now or formerly of FWD Realty Corp. a distance of one hundred twenty nine and 48/100 feet (129.48') to a point;

Thence S89°37'35"W bounded southerly by last named land a distance of two hundred thirteen and 24/100 feet (213.24') to a point;

Thence S00°02'25"E bounded easterly by last named land a distance of fifteen and 87/100 feet (15.87') to a point;

Thence S44°57'35"W bounded southeasterly by last named land a distance of five and 64/100 feet (5.64') to a point;

Thence S00°02'25"E bounded easterly by last named land a distance of zero and 50/100 feet (0.50') to a point;

Thence N89°56'40"W along the center of a brick wall and bounded southerly by last named land a distance of eighty eight and 79/100 feet (88.79') to Sims Avenue and the point of beginning.

Parcel contains 6.58351 acres or 286,778 square feet more or less.
A.P. 27, Lot 282 - 345 Harris Ave.

That parcel of land situated in the City of Providence and State of Rhode Island bounded and described as follows:

Beginning at a drill hole set in the northerly line of Harris Avenue at the southeast corner of the herein described parcel, said point being 445.87' feet easterly from the intersection of Harris Avenue and Sims Avenue;

Thence S89°57'35"W along the northerly line of Harris Avenue a distance of one hundred twenty eight and 87/100 feet (128.87') to a drill hole set;

Thence N00°02'25"W bounded westerly by land now or formerly of FWD Realty Corp. a distance of one hundred twenty nine and 48/100 feet (129.48') to a railroad spike set;

Thence S89°57'35"W a distance of six and 17/100 feet (6.17) to a point;

Thence N00°02'25"W a distance of ninety five and 52/100 feet (95.52') to a point;

Thence N 89°57'35"E a distance of one hundred thirty five and 04/100 feet (135.04') to a nail found;

Thence S00°02'25"E bounded easterly by land now or formerly of R.C.R. Realty Corp. a distance of two hundred twenty five and 00/100 feet (225.00') to the point of beginning.

Parcel contains 0.67918 acres or 29,585 square feet more or less.
SOILS MANAGEMENT PLAN

50 Sims Avenue Property
Providence, Rhode Island
A.P. 27, Lots 293, 285, and 286
(RIDEM Case #2006-074)

This Soils Management Plan has been prepared to establish procedures to be followed during construction/maintenance activities that require the need to manage soils excavated from the subsurface at the 50 Sims Avenue Property (Site). The plan serves to supplement, and will be initiated by, the RIDEM notification requirement: established by the RIDEM-approved Environmental Land Usage Restriction (ELUR) for the property.

In accordance with Section A-III of the ELUR, no soil at the property is to be disturbed in any manner without prior written permission of the RIDEM's Office of Waste Management, except for minor inspections, maintenance, and landscaping activities that do not disturb the contaminated soil. Such notification requirements do not apply during “emergency” situations as described in Section C of the ELUR. As part of the notification process, the Site owner shall provide a brief written description of the anticipated Site activity involving soil excavation. The notification should be submitted to the RIDEM no later than 60 days prior to the proposed initiation of the start of Site activities. The description shall include an estimate of the volume of soil to be excavated, a list of the known and anticipated contaminants of concern, a Site figure clearly identifying the proposed area to be excavated/disturbed, the duration of the project, and the proposed disposal location of the soil.

Following written Notification, the RIDEM will determine the post closure reporting requirements. Significant disturbances of regulated soil may require submission of a Closure Report for Department review and approval documenting that the activities were performed in accordance with this Soils Management Plan and the RIDEM-approved ELUR. Minor disturbances of regulated soil may be documented through the annual certification submitted in accordance with Section E (Inspection & Non-Compliance) of the ELUR. The RIDEM will also make a determination regarding the necessity of performing Public Notice to abutting property owners/tenants concerning the proposed activities. Work associated with the Notification will not commence until written RIDEM approval has been issued. Once RIDEM approval has been issued, the RIDEM will be notified a minimum of two (2) days prior to the start of activities at the Site. Should any significant alterations to the RIDEM-approved plan be necessary, a written description of the proposed deviation will be submitted to the RIDEM for review and approval prior to initiating such changes.

As described, emergency work/utility repairs which require disturbing Site soils can be performed without prior written notification to RIDEM. Such work is subject to the requirements are outlined in Section C of the ELUR. In addition to the RIDEM notification requirements and environmental considerations presented in that section, it is important that the contractor performing the emergency work/utility repairs be made aware of the Site conditions and be provided with a copy of this Soils Management Plan.

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CONTAMINANTS OF CONCERN

Direct contact with surficial soils and consumption of groundwater have been identified as a long-term exposure pathway of concern at the Site. Near surface soils at the Site were found to contain certain constituents (i.e., arsenic, lead, mercury, selenium and polycyclic aromatic hydrocarbons (PAHs) at concentrations that exceed the Method 1 Residential and Industrial/Commercial Direct Exposure Criteria. Selenium was detected at concentrations above the Upper Concentration Limit (UCL) in soil samples in a specific portion of the Site, but has been effectively removed as part of response actions completed at the Site.

SOIL MANAGEMENT GUIDELINES

The following soil management guidelines were developed for activities involving soil excavation at the Site. The guidelines apply to all construction and maintenance activities; refer to the “emergency” provision of the Environmental Land Usage Restriction. The procedures will be implemented to govern soil stockpiling, management, and disposal procedures. The stockpiling and disposal procedures detailed in this plan apply only to excess soil which cannot be used as backfill in the original excavation from which it came. Soil generated from an excavation conducted at the Site may be placed back into its original excavation for backfill upon completion of the excavation. However, so as to maintain known exposure scenarios, every attempt shall be made to backfill the excavation so that the corresponding depth and location of the backfilled soil resembles the depth and location at which the soil originally existed.

- Provide 30 days written notice to RIDEM before any mechanical excavation, or within three days of excavation in response to an emergency as provided in the ELUR.

- As part of the RIDEM notification, the Site owner will provide a brief written description of the anticipated Site activity involving soil excavation. The description will include an estimate of the volume of soil to be excavated and the duration of the construction project.

- Prior to the initiation of soil excavation, the selected contractor or any other personnel performing subsurface work at the Site will contact DIGSAFE® and appropriate utility companies to identify and mark the location of below grade utilities.

- Excavated soils will be staged and temporarily stored in a designated area of the property for no more than 90 days. Within reason, the storage location will be selected to limit the unauthorized access to the materials (i.e., away from public roadways/walkways).

- Depending on the volume of material involved in the project, soils will be either stockpiled on polyethylene sheeting, or stored in rolloff type containers. In either case, the material in storage will be covered with secured polyethylene sheeting at the end of each workday. Stockpiled materials will be maintained with appropriate controls to limit the loss of the cover and protect against stormwater erosion. Soil stockpiles shall be inspected daily. Should tears or punctures be observed in either the polyethylene sheeting covering or underlying the piles, repairs will be made immediately.

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During earthwork activities, dust suppression techniques must be initiated and maintained during periods when windblown dusts are generated. All reasonable precautions must be taken to prevent the excessive generation of dust during soil excavation, stockpiling, loading, and other soil handling activities. If excessive dust generation occurs and cannot be reasonably controlled, dust masks should be required for onsite workers.

In the event that unexpected observations or situations involving hazardous materials, hazardous wastes or similar conditions of environmental concern arise during Site work, such activities will immediately stop. Workers will not attempt to handle the situation themselves, but will contact an environmental professional for further evaluation and direction.

Soils excavated from the Site may not be re-used on off-Site properties. Excavated fill material shall not be re-used as fill on commercial properties unless it meets the Residential Direct Exposure Criteria for all constituents listed in Table 1 of the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases. Soil must be sampled, by an environmental professional, at a frequency of one sample per 500 tons for all constituents. In the event that the soil does not meet these criteria, the material must be properly managed and disposed of off-Site at a permitted facility.

If soils are to be transported off-Site for disposal/reuse/recycling, a qualified environmental professional will collect samples of the excavated soils (either during excavation or from stockpiles) for laboratory testing. The testing program will be adequate to support the data requirements of the anticipated disposal facility, but should consider the following testing program:

<table>
<thead>
<tr>
<th>Analysis Category</th>
<th>Test Method</th>
</tr>
</thead>
<tbody>
<tr>
<td>Petroleum hydrocarbons</td>
<td>EPA Method 8100M</td>
</tr>
<tr>
<td>Volatile organo compounds</td>
<td>EPA Method 8260</td>
</tr>
<tr>
<td>Semi-volatile organic compounds</td>
<td>EPA Method 8270</td>
</tr>
<tr>
<td>Polychlorinated Biphenyls</td>
<td>EPA Method 8081</td>
</tr>
<tr>
<td>Total RCRA Metals</td>
<td>EPA Method 6010 &amp; 7471A</td>
</tr>
<tr>
<td>Flashpoint</td>
<td>EPA Method 1010X</td>
</tr>
<tr>
<td>Conductivity (pH)</td>
<td>EPA Method 8045C</td>
</tr>
<tr>
<td>Reactivity</td>
<td>EPA Methods SW-846 7.3.3.2/9014 and SW-846 7.3.4.2/376.2</td>
</tr>
</tbody>
</table>

Copies of the material shipping records associated with the disposal of the materials will be maintained by the Site owner and will be summarized in a closure report and in the annual property inspection reports to be compiled by a qualified professional and submitted to the KDHE.

Any clean fill material brought onsite is required to meet the Method 1 Residential Direct Exposure Criteria or be designated by an Environmental Professional as Non-Jurisdictional under the Remediation Regulations. Compliance samples of clean fill and loam will be sampled for VOCs, Total Metals (RCRA 13), SVOCs and TPH at a frequency of one sample per 1,000 cubic-yards. All soil that is to be utilized onsite must meet the Residential Direct Exposure Criteria or be certified to be non-jurisdictional. The Annual

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Inspection Report for the site, or Closure Report if applicable, should include the analytical sampling results from the fill demonstrating compliance. Any fill determined to be non-jurisdictional will also require the submission of a written certification by an Environmental Professional designating that the fill is not jurisdictional.

HEALTH AND SAFETY GUIDELINES

The basic health and safety procedures outlined below should be implemented while performing excavation work at the Site. Recognize that the procedures are intended as a general guideline only. Contractors and others involved in subsurface excavation work at the Site are responsible for the preparation of their own health and safety procedures.

Based on the type of chemical constituents present at the Site, the potential routes of exposure to onsite excavation or utility repair workers include dermal contact (absorption) or accidental ingestion of impacted soil, and the possible introduction of contaminants through broken skin. As contaminants released at the Site are not volatile in nature, inhalation hazards are not anticipated, provided dust control procedures are followed. Utilization of the appropriate personal protective equipment and the general safety guidelines provided below will help minimize the potential for worker exposure to petroleum-impacted media while performing work within the ELUR area.

Personal Protective Equipment (PPE)

In general, the level of protection which will be used by workers will be determined by the task which the person is performing; however, at a minimum, Level D PPE will be worn at all times while performing excavation activities within the ELUR area. Level D PPE will, at a minimum, consist of the following PPE.

- Steel-toe work boots with over-boots as needed;
- Hard hats;
- Rubber or leather gloves; and
- Work coveralls.

Site Operating Procedures/Safety Guidelines

Regardless of the level of PPE necessary to complete work, the following general health and safety guidelines should be followed during the performance of any excavation activities conducted.

- The location of all utilities in the vicinity of the excavation will be established prior to beginning work.
- During Site work, precautions should be taken to restrict access to the work area to only personnel involved in the work activities. Under no circumstances should the general public be allowed access to the area.
- Practice contamination avoidance: never sit or kneel in an excavation, never lay equipment on the ground; avoid obvious sources of contamination such as puddles; and avoid unnecessary contact with objects in an excavation;

- Be alert to any unusual changes in your physical condition, never ignore warning signs. Notify the responsible employee as to suspected exposures;

- All equipment used in an excavation shall be properly cleaned and maintained in good working order. Equipment shall be inspected for signs of defect and/or contamination before use;

- Eating, drinking, chewing gum, and smoking shall be prohibited in active excavation areas;

- During working hours, workers who stop to drink or eat should leave the active work area, remove PPE, and wash hands thoroughly with soap and water prior to eating or drinking;

- The discovery of any condition that would suggest the existence of a situation more hazardous than anticipated shall result in the evacuation of Site personnel from the excavation and the re-evaluation of the hazard and the level of protection.

- At the completion of work, workers should wash their hands with soap and water before leaving the Site. All workers safety boots are recommended to be brushed with a stiff bristle brush or similar instrument (not by hand) to remove residual soil. Disposable personal protective equipment (PPE) should be disposed of according to applicable regulations.

In Case of Serious Exposure or Injury

In the event of serious chemical exposure or worker injury, the responsible employee will immediately be alerted. This person will follow the steps indicated below.

1. Summon appropriate emergency response agency by using the emergency phone numbers provided below. Convey the following information.

   a. Nature of emergency,
   b. Location of victim,
   c. Specific information about exposure or accident (gases, chemical, asphyxiation, etc.),
   d. Length of exposure, and
   e. Hazards which may be involved in rescue or treatment.

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2. If taken to a hospital, notify the hospital of the background of the problem
   
   a. Potential for hospital contamination,
   b. Any contaminated items and the nature of the contamination, and
   c. Estimated arrival time.

Emergency Phone Numbers

Emergency telephone numbers and the directions to the nearest hospital are included below [Note: This information is subject to change and should be confirmed.]

<table>
<thead>
<tr>
<th>Hospital Address</th>
<th>Phone Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ambulance</td>
<td>911</td>
</tr>
<tr>
<td>Police</td>
<td>911</td>
</tr>
<tr>
<td>Fire</td>
<td>911</td>
</tr>
<tr>
<td>RIDEM/Office of Compliance &amp; Inspection/Emergency Response Program</td>
<td>(401) 222-1950 or (401) 222-3070 (non-business hours)</td>
</tr>
<tr>
<td>USEPA/Hazardous Materials Spills</td>
<td>(800) 424-8801</td>
</tr>
<tr>
<td>Poison Control Center</td>
<td>(800) 562-8235</td>
</tr>
<tr>
<td>DIGSAFE® (Utility Clearances)</td>
<td>1-888-DIGSAFE</td>
</tr>
<tr>
<td>Rhode Island Hospital</td>
<td>(401) 444-4000</td>
</tr>
</tbody>
</table>

Route to Hospital

1. Start out going NORTH on SIMS AVE toward KINSLEY AVE.
2. Turn RIGHT onto KINSLEY AVE.
3. Turn SLIGHT RIGHT onto DEAN ST.
4. Merge onto US-6 ERI-JOHN HUNTINGTON EXT.
5. Take the exit on the LEFT.
7. Take the EDDY ST exit, EXIT 19.
8. Turn RIGHT onto EDDY ST.
9. Arrive at RI Hospital.
ENVIRONMENTAL LAND USAGE RESTRICTION

This Declaration of Environmental Land Usage Restriction ("Restriction") is made on this 27th day of April, 2011 by Fry's Metals, Inc., and its successors and/or assigns (hereinafter, the "Grantor").

WITNESSETH:

WHEREAS, the Grantor Fry's Metals Inc is the owner in fee simple of certain real property identified as Plat 27, Lot 23, located at 50 Sans Avenue in Providence, Rhode Island (the "Property"), more particularly described in Exhibit A (Legal Description) which is attached hereto and made a part hereof;

WHEREAS, the Property has been determined to contain soil which is contaminated with certain hazardous materials in excess of applicable industrial/commercial direct exposure criteria pursuant to the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases ("Remedial Regulations");

WHEREAS, the Grantor has determined that the environmental land use restrictions set forth below are consistent with the regulations adopted by the Rhode Island Department of Environmental Management ("Department") pursuant to R.I.G.L. § 23-19-14 et seq.;

WHEREAS, the Department's written approval of this Restriction is contained in the document entitled: Remedial Approval Letter issued pursuant to the Remedial Regulations;

WHEREAS, to prevent exposure to or migration of hazardous materials and to abate hazards to human health and/or the environment and in accordance with the Remedial Approval Letter, the Grantor desires to impose certain restrictions upon the use, occupancy, and activities of and at the Property;

WHEREAS, the Grantor believes that this Restriction will effectively protect public health and the environment from such contamination; and

WHEREAS, the Grantor intends that such restrictions shall run with the land and be binding upon and enforceable against the Grantor and the Grantor's successors and assigns.
NOW, THEREFORE, Grantor agrees as follows.

A. Restrictions Applicable to the Property In accordance with the Remedial Approval Letter, the use, occupancy and activity at and of the Property is restricted as follows:

i No residential use of the Property shall be permitted that is contrary to Department approvals and restrictions contained herein.

ii No groundwater at the Property shall be used as potable water.

iii No soil at the Property shall be disturbed in any manner without written permission of the Department's Office of Waste Management, except as permitted in the Soil Management Plan (SMP) approved by the Department in a written approval letter dated November 15, 2010, Exhibit B and attached hereto.

iv Humans engaged in activities at the Property shall not be exposed to soils containing hazardous materials in concentrations exceeding the applicable Department-approved direct exposure criteria set forth in the Remediation Regulations; and

v The engineered controls at the Property described in the SMP contained in Exhibit B attached hereto shall not be disturbed and shall be properly maintained to prevent humans engaged in industrial/commercial activities from being exposed to soils containing hazardous materials in concentrations exceeding the applicable Department-approved industrial/commercial direct exposure criteria in accordance with the Remediation Regulations.

B. No action shall be taken, allowed, suffered, or omitted at the Property if such action or omission is reasonably likely to:

i Create a risk of migration of hazardous materials and/or petroleum.

ii Create a potential hazard to human health or the environment; or

iii Result in the disturbance of any engineered controls utilized at the Property, except as permitted in the Department-approved SMP contained in Exhibit B.

C. Emergencies: In the event of any emergency which presents a significant risk to human health or to the environment, including but not limited to; maintenance and repair of utility lines or a response to emergencies such as fire or flood, the application of Paragraphs A (iii, viii), and B above may be suspended, provided such risk cannot be abated without suspending such Paragraphs and the Grantor complies with the following:

i Grantor shall notify the Department's Office of Waste Management in writing of the emergency as soon as possible but no more than three (3) business days after Grantor's having learned of the emergency (This does not remove Grantor's obligation to notify any other necessary state, local or federal agencies).
ii Grantor shall limit both the extent and duration of the suspension to the minimum period reasonable and necessary to adequately respond to the emergency;

iii Grantor shall implement reasonable measures necessary to prevent actual, potential, present and future risk to human health and the environment resulting from such suspension;

iv Grantor shall communicate at the time of written notification to the Department its intention to conduct the emergency response actions and provide a schedule to complete the emergency response actions;

v Grantor shall continue to implement the emergency response actions, on the schedule submitted to the Department, to ensure that the Property is remediated in accordance with the Remediation Regulations (or applicable variance) or restored to its condition prior to such emergency. Based upon information submitted to the Department at the time the ELUR was recorded pertaining to known environmental conditions at the Property, emergency maintenance and repair of utility lines shall only require restoration of the Property to its condition prior to the maintenance and repair of the utility lines; and

vi Grantor shall submit to the Department, within ten (10) days after the completion of the emergency response action, a status report describing the emergency activities that have been completed.

D. Release of Restriction; Alterations of Subject Area: The Grantor shall not make, or allow or suffer to be made, any alteration of any kind in, to, or about any portion of the Property inconsistent with this Restriction unless the Grantor has received the Department's prior written approval for such alteration. If the Department determines that the proposed alteration is significant, the Department may require the amendment of this Restriction. Alterations deemed insignificant by the Department will be approved via a letter from the Department. The Department shall not approve any such alteration and shall not release the Property from the provisions of this Restriction unless the Grantor demonstrates to the Department's satisfaction that Grantor has managed the Property in accordance with applicable regulations.

E. Notice of Lessees and Other Holders of Interests in the Property: The Grantor, or any future holder of any interest in the Property, shall cause any lease, grant, or other transfer of any interest in the Property to include a provision expressly requiring the lessee, grantee, or transferee to comply with this Restriction. The failure to include such provision shall not affect the validity or applicability of this Restriction to the Property

F. Enforceability: If any court of competent jurisdiction determines that any provision of this Restriction is invalid or unenforceable, the Grantor shall notify the Department in writing within fourteen (14) days of such determination.
G. Binding Effect: All of the terms, covenants, and conditions of this Restriction shall run with the land and shall be binding on the Grantor, its successors and assigns, and each owner and any other party entitled to control, possession or use of the Property during such period of ownership or possession.

H. Inspection & Non-Compliance: It shall be the obligation of the Grantor, or any future holder of any interest in the Property, to provide for annual inspections of the Property for compliance with the ELUR in accordance with Department requirements.

A qualified environmental professional will, on behalf of the Grantor or future holder of any interest in the Property, evaluate the compliance status of the Property on an annual basis. Upon completion of the evaluation, the environmental professional will prepare and simultaneously submit to the Department and to the Grantor or future holder of any interest in the Property an evaluation report detailing the findings of the inspection, and noting any compliance violations at the Property. If the Property is determined to be out of compliance with the terms of the ELUR, the Grantor or future holder of any interest in the Property shall submit a corrective action plan in writing to the Department within ten (10) days of receipt of the evaluation report, indicating the plans to bring the Property into compliance with the ELUR, including, at a minimum, a schedule for implementation of the plan.

In the event of any violation of the terms of this Restriction, which remains uncured more than ninety (90) days after written notice of violation, all Department approvals and agreements relating to the Property may be voided at the sole discretion of the Department.

I. Terms Used Herein: The definitions of terms used herein shall be the same as the definitions contained in Section 3 (DEFINITIONS) of the Remediation Regulations.

IN WITNESS WHEREOF, the Grantor has hereunto set (his/her) hand and seal on the day and year set forth above.

Fry's Metals, Inc.

By: ____________________________
   Grantor (signature)

Its: Vice President & Secretary

William S. Gereone
Grantor (typed name)
STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Providence in said County and State, on the 27th day of April, 2011, before me personally appeared William S. Gorgone, to me known and known by me to be the Vice President and Secretary of Fry's Metals, Inc., the party executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of Fry's Metals, Inc.

Notary Public.  

My Comm. Expires:  

[Signature]

[Date]
That certain land at parcel no. 375 with all buildings and appurtenances thereto situated in the City and County of Philadelphia, State of Pennsylvania, bounded and described as follows:

Beginning at a point in the southerly side of Fifty Avenue, West, and facing Forty-Third Street, on the southwest corner of Forty-Third Street and Fifty Avenue, and running northeasterly bounding northeasterly on Fifty Avenue a distance of two hundred ninety-nine and six tenths feet [299.06];

Exhibit A

The area bounded by the following coordinates:

1. Starting at the point described above.
2. Running northeasterly forming a right angle at Fifty Avenue and Forty-Third Street, bounding northeasterly on Forty-Third Street a distance of one hundred fifty-two and six tenths feet [152.06].
3. Running northeasterly forming another right angle on Forty-Third Street and Forty-Second Street, bounding northeasterly on Forty-Second Street a distance of five hundred and twenty-one feet [521.00].
4. Running northeasterly forming another right angle on Forty-Second Street and Fifty Avenue, bounding northeasterly on Fifty Avenue a distance of two hundred ninety-nine and six tenths feet [299.06].

The area described above is approximately 0.5 acres.
EXHIBIT A

Beginning at an exterior angle of 210° and running southeasterly bounding southwesteasterly on last named land a distance of one hundred thirteen and 24/100 (131 24") feet to a point for a corner where turning an exterior angle of 220° and running southwesteasterly bounding northerly on last named land a distance of fifteen and 17/100 (15 17") feet to a point for a corner where turning an exterior angle of 220° and running southwesteasterly bounding northerly on last named land a distance of five and 64/100 (5 64") feet to a point for a corner where turning an exterior angle of 225° and running southwesteasterly bounding southwesteasterly on last named land a distance of eighty-eight and 797/1000 (88 797") feet to Glen Avenue and the point and place of beginning. The last described line forms an exterior angle of 81° 25' 25" with the last described line described.

Interest in the above described premises shall pass with this deed executed 3 October 1978 in Book 1149 at Page 107a. The above described premises are conveyed to Ronald L. Dietz and Stephen A. Dietz and Darleen S. Dietz, Joint Tenants.

RECORDERS NOTE
POOR ORIGINAL
FOR Duplicating
EXHIBIT B

SOILS MANAGEMENT PLAN

58 Sims Avenue Property
Providence, Rhode Island
Plat 27, Lot 23
(RIDEM Case #2008-074)

This Soils Management Plan has been prepared to establish procedures to be followed during construction/maintenance activities that require the need to manage soils excavated from the subsurface at the 58 Sims Avenue Property (Site). The plan serves to supplement, and will be initiated by, the RIDEM notification requirement established by the RIDEM-approved Environmental Land Use Restriction (ELUR) for the property.

In accordance with Section A (iii) of the ELUR, no soil at the property is to be disturbed in any manner without prior written permission of the RIDEM's Office of Waste Management, except for minor inspections, maintenance, and landscaping activities that do not disturb the contaminated soil. Such notification requirements do not apply during "emergency" situations as described in Section C of the ELUR. As part of the notification process, the Site owner shall provide a brief written description of the anticipated Site activity involving soil excavation. The notification should be submitted to the RIDEM no later than 60 days prior to the proposed initiation of the start of Site activities. The description shall include an estimate of the volume of soil to be excavated, a list of the known and anticipated contaminants of concern, a Site figure clearly identifying the proposed areas to be excavated/disturbed, the duration of the project, and the proposed disposal location of the soil.

Following written Notification, the RIDEM will determine the post-closure reporting requirements. Significant disturbances of regulated soil may require submission of a Closure Report for Department review and approval documenting that the activities were performed in accordance with this Soils Management Plan and the RIDEM-approved ELUR. Minor disturbances of regulated soil may be documented through the annual certification submitted in accordance with Section H (Inspection & Non-Compliance) of the ELUR. The RIDEM will also make a determination regarding the necessity of performing Public Notice to abutting property owners/tenants concerning the proposed activities. Work associated with the Notification will not commence until written RIDEM approval has been issued. Once RIDEM approval has been issued, the RIDEM will be notified a minimum of two (2) days prior to the start of activities at the Site. Should any significant alterations to the RIDEM-approved plan be necessary, a written description of the proposed deviation will be submitted to the RIDEM for review and approval prior to initiating such changes.

As described, emergency work/utility repairs which require disturbing Site soils can be performed without prior written notification to RIDEM. Such work is subject to the requirements outlined in Section C of the ELUR. In addition to the RIDEM notification requirements and environmental considerations presented in that section, it is important that the contractor performing the emergency work/utility repairs be made aware of the Site conditions and be provided with a copy of this Soils Management Plan.

April 2011 — File No. 33011 06 — Page 1
CONTAMINANTS OF CONCERN

Direct contact with surficial soils and consumption of groundwater have been identified as a long-term exposure pathway of concern at the Site. Near surface soils at the Site were found to contain certain contaminants (i.e., arsenic, lead, mercury, selenium and polycyclic aromatic hydrocarbons (PAHs)) at concentrations that exceed the Method 1 Residential and Industrial/Commercial Direct Exposure Criteria. Selenium was detected at concentrations above the Upper Concentration Limit (UCL) in soil samples in a specific portion of the Site, but has been effectively removed as part of response actions completed at the Site.

SOIL MANAGEMENT GUIDELINES

The following soil management guidelines were developed for activities involving soil excavation at the Site. The guidelines apply to all construction and maintenance activities and refer to the "emergency" provision of the Environmental Land Usage Restriction. The procedures will be implemented to govern soil stockpiling, management, and disposal procedures. The stockpiling and disposal procedures detailed in this plan apply only to excess soil which cannot be used as backfill in the original excavation from which it came. Soil generated from an excavation conducted at the Site may be placed back into its original excavation for backfill upon completion of the excavation. However, so as to maintain known exposure scenarios, every attempt shall be made to backfill the excavation so that the corresponding depth and location of the backfilled soil resembles the depth and location at which the soil originally existed.

- Provide 30 days written notice to RIDEM before any mechanical excavation, or within three days of excavation in response to an emergency as provided in the ELUR.

- As part of the RIDEM notification, the Site owner will provide a brief written description of the anticipated Site activity involving soil excavation. The description will include an estimate of the volume of soil to be excavated and the duration of the construction project.

- Prior to the initiation of soil excavation, the selected contractor or any other personnel performing subsurface work at the Site will contact DIGSAFES® and appropriate utility companies to identify and mark the location of below grade utilities.

- Excavated soils will be staged and temporarily stored in a designated area of the property for no more than 90 days. Within reason, the storage location will be selected to limit the unauthorized access to the materials (i.e., away from public roadways/walkways).

- Depending on the volume of material involved in the project, soils will be either stockpiled on polyethylene sheeting, or stored in roll-off type containers. In either case, the material in storage will be covered with secured polyethylene sheeting at the end of each workday. Stockpiled materials will be maintained with appropriate controls to limit the loss of the cover and protect against stormwater erosion. Soil stockpiles shall be inspected daily should tears or punctures be observed in either the polyethylene sheeting covering or underlying the piles, repairs will be made immediately.
During earthwork activities, dust suppression techniques must be initiated and maintained during periods when windblown dust is generated. All reasonable precautions must be taken to prevent the excessive generation of dust during soil excavation, stockpiling, loading, and other soil handling activities. If excessive dust generation occurs and cannot be reasonably controlled, dust masks should be required for onsite workers.

In the event that unexpected observations or situations involving hazardous materials, hazardous wastes, or similar conditions of environmental concern arise during Site work, such activities will immediately stop. Workers will not attempt to handle the situation themselves, but will contact an environmental professional for further evaluation and direction.

Soils excavated from the Site may not be re-used on off-Site properties. Excavated fill material shall not be re-used as fill on commercial properties unless it meets the Residential Direct Exposure Criteria for all constituents listed in Table 1 of the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases. Soil must be sampled, by an environmental professional at a frequency of one sample per 500 tons for all constituents. In the event that the soil does not meet these criteria, the material must be properly managed and disposed of off-Site at a permitted facility.

If soils are to be transported off-Site for disposal/reuse/recycling, a qualified environmental professional will collect samples of the excavated soils (either during excavation or from stockpiles) for laboratory testing. The testing program will be adequate to support the data requirements of the anticipated disposal facility, but should consider the following testing program:

<table>
<thead>
<tr>
<th>Analyte/Composite</th>
<th>Test Method</th>
<th>\text{\textit{Note}}</th>
<th>\text{\textit{Note}}</th>
</tr>
</thead>
<tbody>
<tr>
<td>Petroleum hydrocarbons</td>
<td>EPA Method 8100M</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
<tr>
<td>Volatile organic compounds</td>
<td>EPA Method 8250</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
<tr>
<td>Semi-volatile organic compounds</td>
<td>EPA Method 8270</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
<tr>
<td>Polychlorinated biphenyls</td>
<td>EPA Method 8081</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
<tr>
<td>Total BCRRA Metals</td>
<td>EPA Method 6010 &amp; 7471A</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
<tr>
<td>Phosphate</td>
<td>EPA Method 1010M</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
<tr>
<td>Corrosivity (pH)</td>
<td>EPA Method 9045C</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
<tr>
<td>Reactivity</td>
<td>EPA Methods SW-846 7.3.3.2/28014 and SW-846 7.3.4.2/2762</td>
<td>\text{\textit{Note}}</td>
<td>\text{\textit{Note}}</td>
</tr>
</tbody>
</table>

Copies of the material shipping records associated with the disposal of the materials will be maintained by the Site owner and will be summarized in a closure report and in the annual property inspection reports to be completed by a qualified professional and submitted to the RIDEM.

Any clean fill material brought onsite is required to meet the Method 1 Residential Direct Exposure Criteria or be designated by an Environmental Professional as Non-Jurisdictional under the Remediation Regulations. Compliance samples of clean fill and loam will be sampled for VOCs, Total Metals (BCRA 7.3), SVOCs and TTH at a frequency of one sample per 1,000 cubic-yards. All soil that is to be utilized onsite must meet the Residential Direct Exposure Criteria or be certified to be non-jurisdictional. The Annual
Inspection Report for the site, or Closure Report if applicable, should include the analytical sampling results from the fill demonstrating compliance. Any fill determined to be non-jurisdictional will also require the submission of a written certification by an Environmental Professional designating that the fill is not jurisdictional.

HEALTH AND SAFETY GUIDELINES

The basic health and safety procedures outlined below should be implemented while performing excavation work at the site. Recognize that the procedures are intended as a general guideline only. Contractors and others involved in subsurface excavation work at the Site are responsible for the preparation of their own health and safety procedures.

Based on the type of chemical constituents present at the Site, the potential routes of exposure to onsite excavation or utility repair workers include dermal contact (absorption) or accidental ingestion of impacted soil, and the possible introduction of contaminants through broken skin. As contaminants released at the Site are not volatile in nature, inhalation hazards are not anticipated, provided dust control procedures are followed. Utilization of the appropriate personal protective equipment and the general safety guidelines provided below will help minimize the potential for worker exposure to petroleum-impacted media while performing work within the ELUR area.

Personal Protective Equipment (PPE)

In general, the level of protection which will be used by workers will be determined by the task which the person is performing; however, at a minimum, Level D PPE will be worn at all times while performing excavation activities within the ELUR area. Level D PPE will, at a minimum, consist of the following PPE.

- Steel-toe work boots with over-boots as needed;
- Hard hats;
- Rubber or leather gloves; and
- Work coveralls.

Site Operating Procedures/Safety Guidelines

Regardless of the level of PPE necessary to complete work, the following general health and safety guidelines should be followed during the performance of any excavation activities conducted.

- The location of all utilities in the vicinity of the excavation will be established prior to beginning work;
- During Site work, precautions should be taken to restrict access to the work area to only personnel involved in the work activities. Under no circumstances should the general public be allowed access to the area.
- Practice contamination avoidance: never sit or kneel in an excavation, never lay equipment on the ground; avoid obvious sources of contamination such as puddles; and avoid unnecessary contact with objects in an excavation;

- Be alert to any unusual changes in your physical condition, never ignore warning signs. Notify the responsible employee as to suspected exposures;

- All equipment used in an excavation shall be properly cleaned and maintained in good working order. Equipment shall be inspected for signs of defect and/or contamination before use;

- Eating, drinking, chewing gum, and smoking shall be prohibited in active excavation areas;

- During working hours, workers who stop to drink or eat should leave the active work area, remove PPE, and wash hands thoroughly with soap and water prior to eating or drinking;

- The discovery of any condition that would suggest the existence of a situation more hazardous than anticipated shall result in the evacuation of Site personnel from the excavation and the re-evaluation of the hazard and the level of protection.

- At the completion of work, workers should wash their hands with soap and water before leaving the Site. All workers’ safety boots are recommended to be brushed with a stiff bristle brush or similar instrument (not by hand) to remove residual soil. Disposable personal protective equipment (PPE) should be disposed of according to applicable regulations.

**In Case of Serious Exposure or Injury**

In the event of serious chemical exposure or worker injury, the responsible employee will immediately be alerted. This person will follow the steps indicated below:

1. Summon appropriate emergency response agency by using the emergency phone numbers provided below. Convey the following information:

   a. Nature of emergency;
   b. Location of victim;
   c. Specific information about exposure or accident (gases, chemical, asphyxiation, etc.);
   d. Length of exposure, and
   e. Hazards which may be involved in rescue or treatment;
2. If taken to a hospital, notify the hospital of the background of the problem.
   a. Potential for hospital contamination,
   b. Any contaminated items and the nature of the contamination, and
   c. Estimated arrival time.

**Emergency Phone Numbers**

Emergency telephone numbers and the directions to the nearest hospital are included below. [Note: This information is subject to change and should be confirmed.]

<table>
<thead>
<tr>
<th>Call for</th>
<th>Phone Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ambulance</td>
<td>911</td>
</tr>
<tr>
<td>Police</td>
<td>911</td>
</tr>
<tr>
<td>Fire</td>
<td>911</td>
</tr>
<tr>
<td>RIDEM/Office of Compliance &amp; Inspection/Emergency Response Program</td>
<td>(401) 222-1360 or (401) 222-3070 (non-business hours)</td>
</tr>
<tr>
<td>USEPA/Hazardous Materials Spills</td>
<td>(800) 434-802</td>
</tr>
<tr>
<td>Poison Control Center</td>
<td>(800) 552-2256</td>
</tr>
<tr>
<td>DigiSAFE® (Utility Clearances)</td>
<td>1-888-DIGISAFE</td>
</tr>
<tr>
<td>Hospital</td>
<td>(401) 444-4000</td>
</tr>
</tbody>
</table>

**Route to Hospital**

1. Start out going NORTH on SIMS AVE toward KINSEY AVE.
2. Turn RIGHT onto KINSEY AVE.
3. Turn SLIGHT RIGHT onto DEAN ST.
4. Merge onto US 6 ERI-10 NH/HUNTINGTON EXPY.
5. Take the EXIT onto the LEFT.
7. Take the EDDY ST exit, EXIT 19.
8. Turn RIGHT onto EDDY ST.
9. Arrive at E Hospital