

**CITY OF MUSKEGON
BROWNFIELD REDEVELOPMENT AUTHORITY
ACT 381 BROWNFIELD PLAN AMENDMENT**

FOR

**THE FOUNDRY SQUARE, LLC PROJECT
372 Morris Avenue**

March 5, 2020

**Prepared by
Great Lakes Development Group and Rockford Construction**

Approved by the City of Muskegon Brownfield Redevelopment Authority on:
Approved by the City of Muskegon City Commission on:

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1.0 INTRODUCTION

1.1 Proposed Redevelopment and Future Use for Each Eligible Property

The proposed Foundry Square project will transform an approximately 7-acre vacant site in downtown Muskegon (a qualified local governmental unit) into a vibrant, mixed-use block featuring lodging, entertainment, dining, commercial and residential units. The site is currently utilized as a surface parking lot, but was historically developed with various industrial buildings, including a manufactured gas plant; all of the buildings were razed by the early-1990s.

Components of this redevelopment project include:

1. Four-story hotel with approximately 82 rooms (9,100 sf footprint / 36,400 gross square feet);
2. Four-story parking deck containing 240 spaces (30,000 sf footprint / 120,000 gross square feet), which also features a ground level commercial bay (6,027 square feet);
3. Two-story family entertainment center (20,000 sf footprint / 40,000 gross square feet) with a publicly accessible plaza;
4. Residential and mixed-use buildings (currently in conceptual design phase) that total approximately 101,600 gross square feet; and
5. Public street (extension of 2nd Street, approx. 21,000 sf) with parking spaces, sidewalks (approx. 11,000 sf), landscaping and public utilities (425-725 lf).

The project site plan is shown on Figure 1a (attached). The total project investment is approximately \$34 million, with \$13.4 million in brownfield eligible costs (63% of eligible cost is the parking deck). Approximately 140 new jobs are expected to be created (hotel, entertainment, retail). The project is expected to begin in Summer 2020 with construction of the hotel, followed by the parking deck, family entertainment center, and residential / commercial buildings. Total project duration is anticipated to be approximately 5 years (completion in 2025).

1.2 Eligible Property Information

The property has been determined to be a “facility” as defined in Part 201 of the Natural Resources and Environmental Protection Act, Act 451 of Michigan Public Act of 1994, as amended (Part 201). The Baseline Environmental Assessment (BEA) is included as Attachment A.

The property is located at 372 Morris Avenue in downtown Muskegon. The site is bounded by Morris Street to the east, 1st Street to the north, 3rd Street to the south, and Shoreline Drive to the west. Figure 1b is a property location map, and the legal description is shown on Figure 2 (attached).

2.0 INFORMATION REQUIRED BY SECTION 13(2) OF THE STATUTE

2.1 Description of Costs to Be Paid for With Tax Increment Revenues

Tax increment revenues from available local taxes, school operating taxes and state education taxes will be used to reimburse eligible activities at the property including BEA activities, due care activities, response activities, demolition activities, site preparation activities, and private and public infrastructure improvements, totaling \$13.4 million.

The table below shows estimated costs of the eligible activities which qualify for reimbursement from tax increment financing.

EGLE Eligible Activities Costs	
EGLE Eligible Activities	Cost
Department Specific Activities	
Site Assessment and BEA Activities	\$60,000
Due Care	\$841,800
<i>Preparation of a due care plan</i>	\$15,000
<i>Installation of vapor mitigation systems</i>	\$826,800
Response Activities	\$688,200
<i>Transport and disposal of contaminated soils</i>	\$688,200
EGLE Eligible Activities Sub-Total	\$1,590,000
Contingency (10%)*	\$151,500
Brownfield Plan and Work Plan Preparation	\$15,000
EGLE Eligible Activities Total Costs	\$1,756,500

*Not applied to previously completed site assessment activities, BEA, or due care plan.

MSF Eligible Activities Costs	
MSF Eligible Activities	Cost
Demolition Sub-Total	\$76,898
<i>Removal of existing pavement</i>	\$76,898
Infrastructure Improvements Sub-Total	\$8,945,316
Public Infrastructure	
<i>Road construction (extension of 2nd Street)</i>	\$85,745
<i>Sanitary, storm, and water line installation in ROW</i>	\$237,499
<i>Sidewalk, curb, and gutter construction in ROW</i>	\$143,072
<i>Lighting and streetscape improvements in ROW</i>	\$93,000
Private Infrastructure	
<i>Parking deck</i>	\$8,400,000
Site Preparation Sub-Total	\$1,541,600
<i>Excavation of unsuitable soils</i>	\$344,100
<i>Relocation of active overhead electrical lines</i>	\$250,000

<i>Temporary facility (job trailer, portable toilets)</i>	\$185,000
<i>Temporary site control (power, lighting, fencing, security)</i>	\$190,000
<i>Temporary traffic control (barricades, signals)</i>	\$187,500
<i>Temporary erosion control (silt fence, track-out mats)</i>	\$120,000
<i>Surveying and staking</i>	\$65,000
<i>Engineering and testing</i>	\$200,000
MSF Eligible Activities Sub-Total	\$10,563,814
Contingency (10%)	\$1,056,381
Brownfield Plan and Work Plan Preparation	\$15,000
MSF Eligible Activities Total Costs	\$11,635,195
TOTAL EGLE AND MSF ELIGIBLE COSTS	\$13,391,695

2.2 Summary of Eligible Activities

The following eligible activities are proposed for the property:

Site Assessment and BEA Activities

Environmental site assessment activities and a BEA report were previously completed.

Due Care

A due care plan was previously prepared for the property; vapor mitigation systems are also anticipated beneath each of the proposed building footprints.

Response Activities

Contaminated soils generated during excavation activities will be transported and disposed in a licensed disposal facility.

Demolition

Existing surface pavement will be removed from the site.

Infrastructure Improvements

Public infrastructure improvements include construction of a new road (extension of 2nd Street), sidewalks, curb, gutter, lighting, streetscape improvements, and sanitary, storm and water line installation all in the public right-of-way. Private infrastructure improvements include construction of a 240-space parking deck that will be available for public use.

Site Preparation

Site preparation activities include excavation of unsuitable soils, relocation of active overhead electrical lines, temporary facility (job trailer, portable toilets), temporary site control (power, lighting, fencing, security), temporary traffic control (barricades, signals), temporary erosion control (silt fence, track-out mats), survey and staking, and engineering and testing.

Contingencies

A 10% contingency is included for those activities not already completed to accommodate unexpected conditions encountered during the project.

Brownfield Plan and Work Plan Preparation

Costs associated with preparation of the brownfield plan and work plan are also included in the eligible costs.

2.3 Estimate of Captured Taxable Value and Tax Increment Revenues

An estimate of captured taxable value and tax increment revenues for the property is shown on Table 1.

2.4 Method of Financing and Description of Advances Made by the Municipality

The project developer(s) will fund the eligible activities and be reimbursed the costs of eligible activities with tax increment revenues to be captured from available local taxes, school operating taxes and state education tax millage.

2.5 Maximum Amount of Note or Bonded Indebtedness

There will be no note or bonded indebtedness for eligible activities on the eligible property.

2.6 Duration of Brownfield Plan Amendment

The estimated duration of this Brownfield Plan Amendment is 30 years. It is estimated that redevelopment of the Property will be completed in 2025, with a new taxable value generated in 2021 (beginning with hotel project), and that it will take up to 25 years to recapture eligible costs from available tax increment revenues; an additional five years of tax increment revenues will be deposited in the Local Brownfield Revolving Fund.

The duration of this Amendment shall not exceed the shorter of the following:

- Reimbursement of all eligible costs, cumulatively not to exceed \$13,391,695 and an additional five years of capture for the local site remediation revolving fund; or
- 30 years total tax capture, including the five years of capture for the Local Brownfield Revolving Fund.

The date for beginning tax capture shall be 2021, unless otherwise amended by the City of Muskegon Brownfield Redevelopment Authority.

2.7 Estimated Impact of Tax Increment Financing on Revenues of Taxing Jurisdictions

An estimate of real property tax capture is shown on Table 1.

2.8 Legal Description, Property Map, Statement of Qualifying Characteristics and Personal Property

- The location and dimensions of the property are shown on Figures 1b and 1c, and the legal description of the parcel is shown on Figure 2.

- The property qualifies as eligible property because each parcel is a “facility” as defined by Part 201 of NREPA; the BEA is included as Attachment A.
- Personal property is included as part of the eligible property to the extent that it is taxable personal property.

2.9 Estimates of Residents and Displacement of Individuals/Families

There are no persons residing on the property and no families or individuals will be displaced as a result of this project.

2.10 Plan for Relocation of Displaced Persons

There are no persons residing on the property, so a relocation plan is not applicable.

2.11 Provisions for Relocation Costs

No persons will be displaced as a result of this project, so relocation costs are not applicable.

2.12 Strategy for Compliance with Michigan’s Relocation Assistance Law

No persons will be displaced as a result of this project, so a strategy for compliance with 1972 PA 227, MCL 213.321 to 213.332 is not applicable.

2.13 Other Material that the Authority or Governing Body Considers Pertinent

No other material is required at this time.

FIGURE 1
Eligible Property Location and Description Maps

FIGURE 1A

LEGEND

- 1 SITE ENTRANCE
- 2 HOTEL
- 3 FIRST FLOOR OFFICE / RETAIL
- 4 PARKING GARAGE
- 5 FAMILY ENTERTAINMENT CENTER
- 6 OUTDOOR DINING AREA
- 7 PLAZA / EVENT SPACE
- 8 OFFICE / RETAIL
- 9 RESIDENTIAL UNITS TYP.

NOTES

Site Location: 372 Morris Avenue
Muskegon, Michigan

Site Area = 7.96 ac.

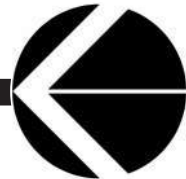
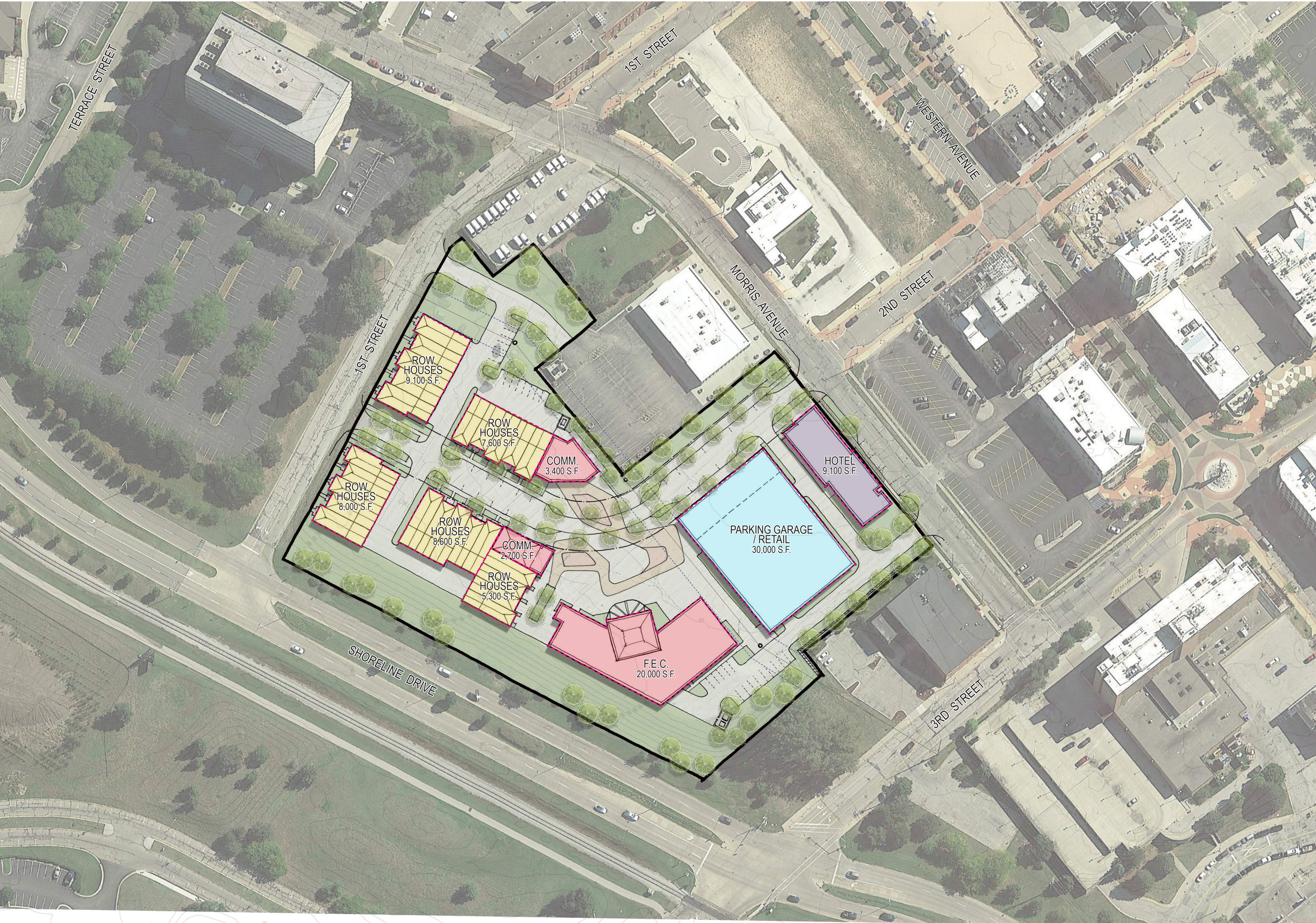
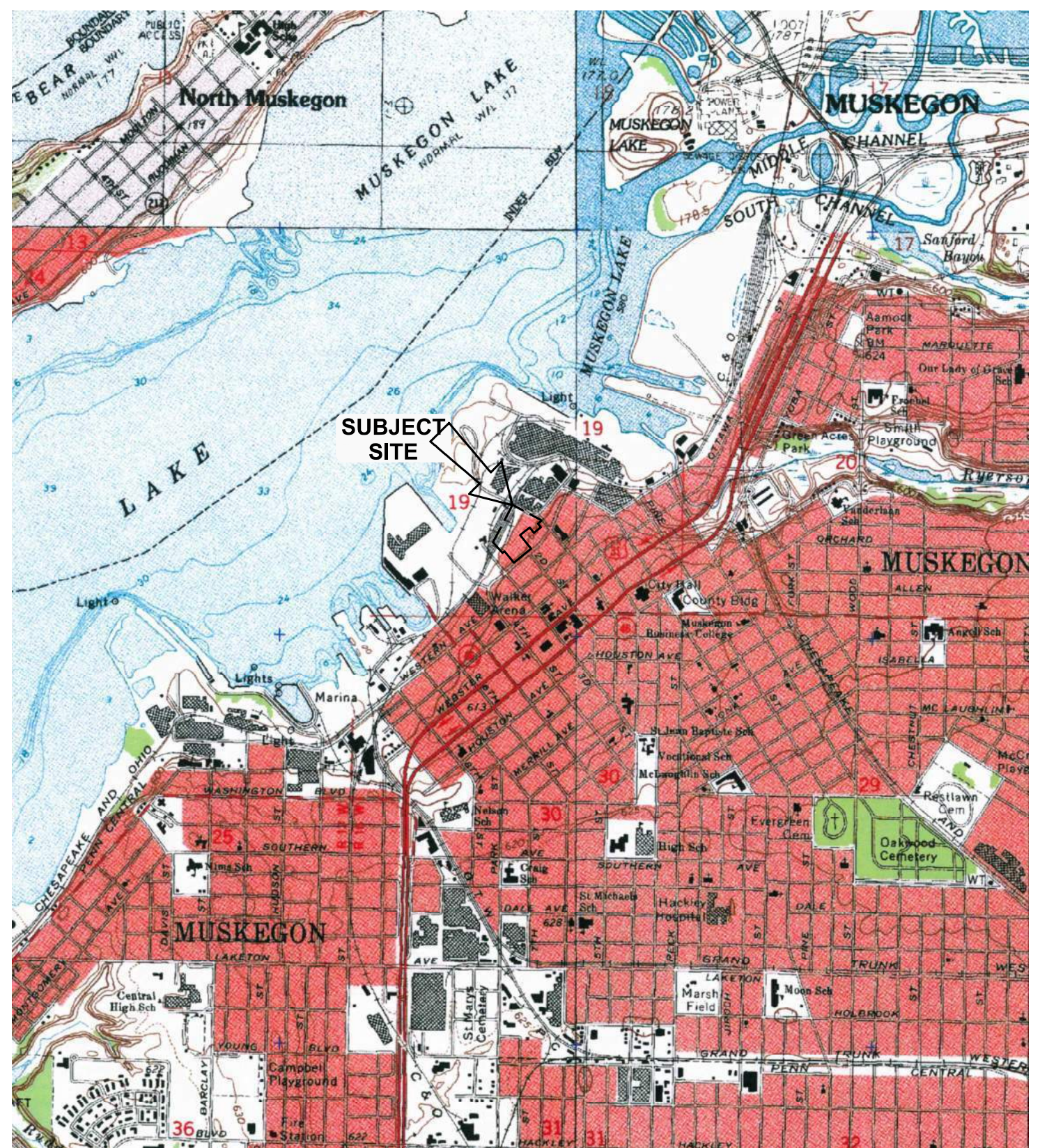
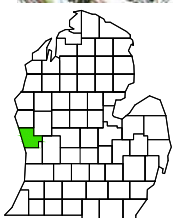


FIGURE 1B



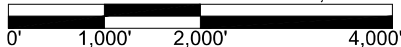
USGS 7.5 MINUTE QUADRANGLE MAPS: DALTON, MICHIGAN; MUSKEGON EAST, MICHIGAN; MUSKEGON WEST, MICHIGAN AND TWIN LAKE, MICHIGAN



MUSKEGON COUNTY, MICHIGAN

PROJECT NUMBER: 19-10-007 DATE: 10/23/2019

APPROXIMATE SCALE: 1" = 2,000'

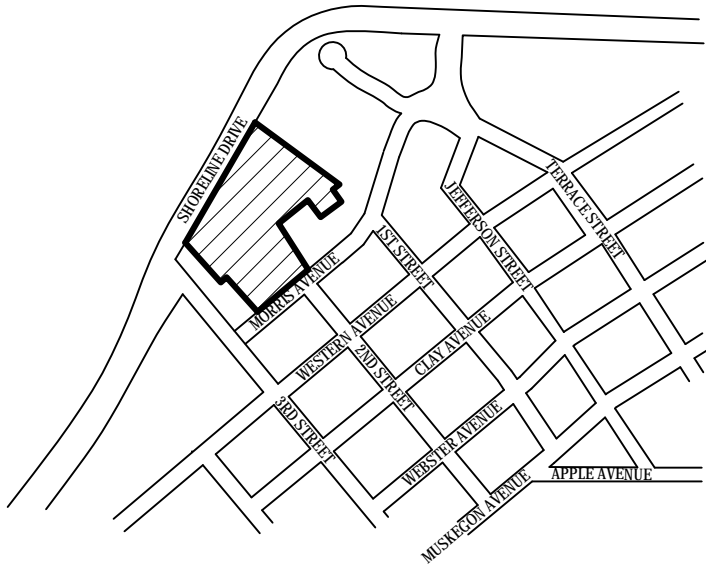


PHASE I ENVIRONMENTAL SITE ASSESSMENT

FIGURE 1 - PROJECT LOCATION MAP



COMMERCIAL PROPERTY
372 MORRIS AVENUE
MUSKEGON, MICHIGAN



LOCATION MAP
NOT TO SCALE



TITLE INFORMATION

The Title Description and Schedule B items hereon are from Transnation Title Commitment No. 263607LKS, dated December 28, 2018.

TITLE DESCRIPTION

The Land is described as follows:
Located in the City of Muskegon, County of Muskegon, State of Michigan.

That part of Block 563 of the Revised Plat of 1903 of the City of Muskegon, as recorded in Liber 3 of Plats, Page 71, Muskegon County, Michigan, described as follows: Commence at the South most corner of said Block, being the Northeastly corner of Morris Avenue and Third Street; thence North 50 degrees 52 minutes 38 seconds East along the Southeastly line of said Block 563, also being the Northwestly line of Morris Avenue, a distance of 150.00 feet for a point of beginning; thence North 39 degrees 07 minutes 22 seconds West 219.50 feet; thence South 50 degrees 52 minutes 38 seconds West 39.70 feet to the Southeastly line of Lot 8 of said Block 563; thence South 32 degrees 41 minutes 25 seconds West, along said Southeastly line 123.84 feet to the Northeastly line of Third Street, said point being North 41 degrees 27 minutes 00 seconds West 181.00 feet from the South most corner of said Block; thence North 41 degrees 27 minutes 00 seconds West along said Northeastly line 202.70 feet to the Southeastly line of Shoreline Drive (formerly Terrace Street Extension); thence North 27 degrees 38 minutes 19 seconds East along said Southeastly line 758.92 feet to a point which is 36.00 feet measured at right angles, Southwestly of the Southwestly line of Block 562 of said Revised Plat (extended), also being the Southwestly line of First Street; thence South 61 degrees 44 minutes 00 seconds East parallel to said Southwestly line of said Block 562, (said line also being 66.00 feet Southwestly, measured at right angles to the South most line of Terrace Plaza Condominium as recorded in Liber 1124, Page 179 to 222 inclusive, Muskegon County Records with a recorded bearing of North 62 degrees 30 minutes West) a distance of 474.43 feet to a point on the Northeastly line of Lot 1 of said Block 563; thence South 39 degrees 01 minutes 00 seconds East along said Northeastly line 18.26 feet to a point which is 70.00 feet Northwestly of the Southeast corner of said Lot 1; thence South 50 degrees 52 minutes 38 seconds West 66.00 feet to the Southwestly line of said Lot 1; thence South 39 degrees 01 minutes 00 seconds East along said Southwestly line 69.60 to the Southwestly corner of said Lot 1; thence South 50 degrees 52 minutes 38 seconds West along the line between Lots 2, 3 and 4 of said Block 132.00 feet to the West most corner of said Lot 3; thence South 39 degrees 01 minutes 00 seconds East along the Southwestly line of said Lot 3 a distance of 157.00 feet to the Southeastly line of said Block 563; thence South 50 degrees 52 minutes 38 seconds West 515.72 feet to point of beginning.

Except:
That part of Lot 8, Block 563 of the Revised Plat of 1903 (as recorded in Liber 3 of Plats, Page 71), Section 19, Town 10 North, Range 16 West, City of Muskegon, Muskegon County, Michigan, described as: Beginning on the Northeastly line of 3rd Street at a point being North 41° 27' 00" West 181.00 feet from the Southeastmost corner of said Block 563; thence North 41° 27' 00" West 302.70 feet along said Northeastly line; thence North 27° 38' 19" East 127.53 feet along the Southeastly line of Shoreline Drive (formerly Terrace Street extension); thence South 41° 27' 00" East 214.37 feet parallel with and across said 3rd Street; thence South 32° 41' 25" West 123.84 feet along the Southeastly line of Lot 8, Block 563 to the place of beginning.

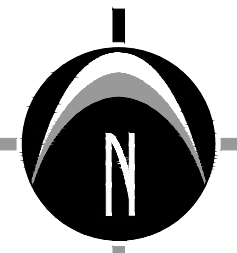
Also Except:
That part of Block 563 of the Revised Plat (1903) of the City of Muskegon, as recorded in Liber 3 of Plats on Page 71, in the Office of the Register of Deeds for Muskegon County, Michigan, further described as: Commence at the Southerly corner of said Block 563, being the Northeastly corner of Morris Avenue and Third Street; thence along the Southeastly line of said Block 563, North 50 degrees 52 minutes 38 seconds East, 482.72 feet, to the Point of Beginning; thence parallel with the Southwestly line of Lot 3 of said Block 563, North 39 degrees 01 minutes 00 seconds West, 260.00 feet; thence parallel with said Southeastly line of Block 563, North 50 degrees 52 minutes 38 seconds East, 183.00 feet to the Northwestly extension of said Southwestly line of Lot 3; thence along said Southwestly line and the Northwestly extension thereof, South 39 degrees 01 minutes 00 seconds East, 260.00 feet to said Southeastly line of said Block 563; thence along said Southeastly line, South 50 degrees 52 minutes 38 seconds West, 183.00 feet, to the Point of Beginning.

SURVEYOR'S NOTES

- 1) Flood Zone Classification: An examination of the National Flood Insurance Program's Flood Insurance Rate Map for Community Number 260161, Map Number 26121C0257D, with an Effective Date of July 6, 2015, shows this parcel to be located in Zone X (Areas determined to be outside of the 0.2% annual chance floodplain.) No field surveying was performed to determine this zone.
- 2) Utility locations are derived from actual measurements or available records. They should not be interpreted to be exact locations nor should it be assumed that they are the only utilities in the area
- 3) NOTE TO CONTRACTORS: 3 (THREE) WORKING DAYS BEFORE YOU DIG, CALL MISS DIG AT TOLL FREE 1-800-482-7171 FOR UTILITY LOCATIONS ON THE GROUND.

SCHEDULE B - SECTION II NOTES

- 9 Easement granted to Consumers Power Company recorded in Liber 140 Miscellaneous Records, Page 389.(THE EASEMENT DESCRIBED IN THIS DOCUMENT IS SHOWN ON THIS SURVEY.)
- 10 Easement granted to Consumers Power Company recorded in Liber 151 Miscellaneous Records, Page 411.(THE EASEMENT DOCUMENTS PROVIDED ARE ILLEGIBLE, AND ARE NOT SHOWN ON THIS SURVEY.)
- 11 Easement granted to Consumers Power Company recorded in Liber 151 Miscellaneous Records, Page 413.(THE EASEMENT DOCUMENTS PROVIDED ARE ILLEGIBLE, AND ARE NOT SHOWN ON THIS SURVEY.)
- 12 Easement granted to Michigan Consolidated Gas Company recorded in Liber 1258, Page 339.(THE EASEMENT DESCRIBED IN THIS DOCUMENT IS SHOWN ON THIS SURVEY.)
- 14 Terms, conditions and provisions which are recited in Easement Agreement recorded in Liber 1559, Page 783.(NO EASEMENT TO DEPICT)
- 15 Foremain Easement dated June 9, 1997, recorded August 20, 1997 in Liber 1013, Page 62.(THE EASEMENT DESCRIBED IN THIS DOCUMENT IS SHOWN ON THIS SURVEY.)
- 19 Terms, conditions and provisions which are recited in instrument recorded in Liber 3094, Page 936, which is amended by instrument recorded in Liber 3111, Page 441.(NO EASEMENT TO DEPICT)
- 20 Terms, conditions and provisions which are recited in the Easement for Underground Electric Lines recorded in Liber 3906, Page 421.(THE LOCATION OF THE EASEMENT CANNOT BE DETERMINED FROM THE RECORD DOCUMENT, AND IS NOT SHOWN ON THIS SURVEY.)
- 21 Terms, conditions and provisions which are recited in Easement Agreement recorded in Liber 3933, Page 834.(THE EASEMENT DESCRIBED IN THIS DOCUMENT IS SHOWN ON THIS SURVEY.)



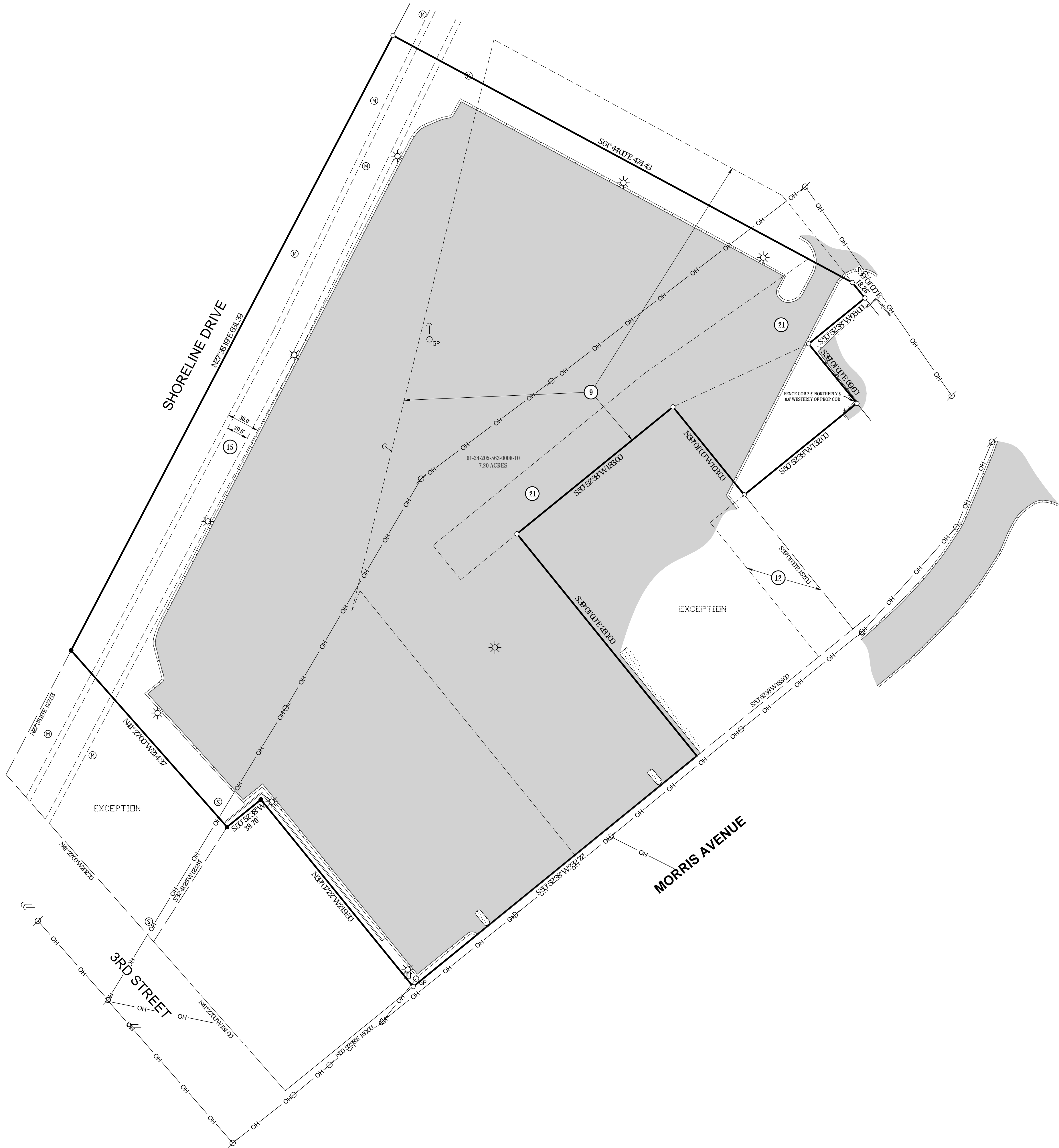
0' 25' 50' 100'
SCALE: 1" = 50'



UTILITY LOCATIONS ARE DERIVED FROM ACTUAL MEASUREMENTS OR AVAILABLE RECORDS. THEY SHOULD NOT BE INTERPRETED TO BE EXACT LOCATIONS NOR SHOULD IT BE ASSUMED THAT THEY ARE THE ONLY UTILITIES IN THIS AREA.
NOTE: EXISTING UTILITIES AND SERVICE LINES IDENTIFIED AS "UPAN" WERE OBTAINED FROM AVAILABLE CITY AS-BUILT RECORD DRAWINGS. THE CONTRACTOR SHALL VERIFY THE LOCATION, DEPTH AND STATUS OF ALL UTILITIES AND SERVICE LINES PRIOR TO NEW CONNECTIONS.

LEGEND

- Guy Anchor
- Ina - Set
- Ina - Found
- ☼ Light Pole
- Ⓜ Manhole
- Ⓢ Sanitary Sewer Manhole
- Utility Pole
- OH— Overhead Utility
- X—X— Fence
- Asphalt
- Concrete



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ST. LOUIS

PREPARED FOR:

Great Lakes Development Group
Josh Canale
370 Mid Oak Drive
Muskegon, MI 49445

CREATED:

Drawn: BM Date: 6-28-19

REVISIONS:

Rev: Drawn: Date:

Foundry Square

Boundary Survey

372 Morris Avenue
PART OF BLOCK 563, CITY OF MUSKEGON REVISED PLAT OF 1903, SECTION 19, T10N, R16W,
CITY OF MUSKEGON, MUSKEGON COUNTY, MICHIGAN

STAMP:



PROJECT NO:

19200230

SHEET NO:

BN

SHEET: 1 OF 1

FIGURE 2
Legal Description of the Eligible Property

FIGURE 2

LEGAL DESCRIPTION

FOUNDRY SQUARE

372 MORRIS AVENUE

The Land is described as follows:

Located in the City of Muskegon, County of Muskegon, State of Michigan,

That part of Block 563 of the Revised Plat of 1903 of the City of Muskegon, as recorded in Liber 3 of Plats, Page 71, Muskegon County, Michigan, described as follows: Commence at the South most corner of said Block, being the Northeasterly corner of Morris Avenue and Third Street; thence North 50 degrees 52 minutes 38 seconds East along the Southeasterly line of said Block 563, also being the Northwesterly line of Morris Avenue, a distance of 150.00 feet for a point of beginning; thence North 39 degrees 07 minutes 22 seconds West 219.50 feet; thence South 50 degrees 52 minutes 38 seconds West 39.70 feet to the Southeasterly line of Lot 8 of said Block 563; thence South 32 degrees 41 minutes 25 seconds West, along said Southeasterly line 123.84 feet to the Northeasterly line of Third Street, said point being North 41 degrees 27 minutes 00 seconds West 181.00 feet from the South most corner of said Block; thence North 41 degrees 27 minutes 00 seconds West along said Northeasterly line 202.70 feet to the Southeasterly line of Shoreline Drive (formerly Terrace Street Extension); thence North 27 degrees 38 minutes 19 seconds East along said Southeasterly line 758.92 feet to a point which is 36.00 feet measured at right angles, Southwesterly of the Southwesterly line of Block 562 of said Revised Plat (extended), also being the Southwesterly line of First Street; thence South 61 degrees 44 minutes 00 seconds East parallel to said Southwesterly line of said Block 562, (said line also being 66.00 feet Southwesterly, measured at right angles to the South most line of Terrace Plaza Condominium as recorded in Liber 1124, Page 179 to 222 inclusive, Muskegon County Records with a recorded bearing of North 62 degrees 30 minutes West) a distance of 474.43 feet to a point on the Northeasterly line of Lot 1 of said Block 563; thence South 39 degrees 01 minutes 00 seconds East along said Northeasterly line 18.26 feet to a point which is 70.00 feet Northwesterly of the Southeast corner of said Lot 1; thence South 50 degrees 52 minutes 38 seconds West 66.00 feet to the Southwesterly line of said Lot 1; thence South 39 degrees 01 minutes 00 seconds East along said Southwesterly line 69.60 to the Southwesterly corner of said Lot 1; thence South 50 degrees 52 minutes 38 seconds West along the line between Lots 2, 3 and 4 of said Block 132.00 feet to the West most corner of said Lot 3; thence South 39 degrees 01 minutes 00 seconds East along the Southwesterly line of said Lot 3 a distance of 157.00 feet to the Southeasterly line of said Block 563; thence South 50 degrees 52 minutes 38 seconds West 515.72 feet to point of beginning.

Except:

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North 41°27'00" West 202.70 feet along said Northeasterly line; thence North 27°38'19" East 127.53 feet along the Southerly line of Shoreline Drive (formerly Terrace Street extension); thence South 41°27'00" East 214.37 feet parallel with aforesaid 3rd Street; thence South 32°41'25" West 123.84 feet along the Southeasterly line of Lot 8, Block 563 to the place of beginning.

Also Except:

That part of Block 563 of the Revised Plat (1903) of the City of Muskegon, as recorded in Liber 3 of Plats on Page 71, in the Office of the Register of Deeds for Muskegon County, Michigan, further described as: Commence at the Southerly corner of said Block 563, being the Northeasterly corner of Morris Avenue and Third Street; thence along the Southeasterly line of said Block 563, North 50 degrees 52 minutes 38 seconds East, 482.72 feet, to the Point of Beginning; thence parallel with the Southwesterly line of Lot 3 of said Block 563, North 39 degrees 01 minutes 00 seconds West, 260.00 feet; thence parallel with said Southeasterly line of Block 563, North 50 degrees 52 minutes 38 seconds East, 183.00 feet to the Northwesterly extension of said Southwesterly line of Lot 3; thence along said Southwesterly line and the Northwesterly extension thereof, South 39 degrees 01 minutes 00 seconds East, 260.00 feet to said Southeasterly line of said Block 563; thence along said Southeasterly line, South 50 degrees 52 minutes 38 seconds West, 183.00 feet, to the Point of Beginning.

TABLE 1
TIF Table (Tax Capture/Reimbursement Schedule)

Tax Increment Revenue Capture Estimates

Foundry Square, LLC Project

372 Morris Avenue

Muskegon, Michigan

3/5/2020

Estimated Taxable Value (TV) Increase Rate:		1.5% per year														
	Plan Year	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
	Calendar Year	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
	Base Taxable Value	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100
	Estimated New TV	\$ 380,100	\$ 1,680,000	\$ 5,665,200	\$ 7,200,178	\$ 8,758,181	\$ 10,339,553	\$ 10,494,647	\$ 10,652,066	\$ 10,811,847	\$ 10,974,025	\$ 11,138,635	\$ 11,305,715	\$ 11,475,301	\$ 11,647,430	\$ 11,822,142
	Incremental Difference (New TV - Base TV)	\$ -	\$ 1,299,900	\$ 5,285,100	\$ 6,820,078	\$ 8,378,081	\$ 9,959,453	\$ 10,114,547	\$ 10,271,966	\$ 10,431,747	\$ 10,593,925	\$ 10,758,535	\$ 10,925,615	\$ 11,095,201	\$ 11,267,330	\$ 11,442,042

School Capture	Millage Rate																														
State Education Tax (SET)	6.0000	\$	-	\$	7,799	\$	31,711	\$	40,920	\$	50,268	\$	59,757	\$	60,687	\$	61,632	\$	62,590	\$	63,564	\$	64,551	\$	65,554	\$	66,571	\$	67,604	\$	68,652
School Operating Tax	18.0000	\$	-	\$	23,398	\$	95,132	\$	122,761	\$	150,805	\$	179,270	\$	182,062	\$	184,895	\$	187,771	\$	190,691	\$	193,654	\$	196,661	\$	199,714	\$	202,812	\$	205,957
School Total	24.0000	\$	-	\$	31,198	\$	126,842	\$	163,682	\$	201,074	\$	239,027	\$	242,749	\$	246,527	\$	250,362	\$	254,254	\$	258,205	\$	262,215	\$	266,285	\$	270,416	\$	274,609

Local Capture	Millage Rate																														
City Operating	10.0865	\$	-	\$	13,111	\$	53,308	\$	68,791	\$	84,506	\$	100,456	\$	102,020	\$	103,608	\$	105,220	\$	106,856	\$	108,516	\$	110,201	\$	111,912	\$	113,648	\$	115,410
City Sanitation	3.0000	\$	-	\$	3,900	\$	15,855	\$	20,460	\$	25,134	\$	29,878	\$	30,344	\$	30,816	\$	31,295	\$	31,782	\$	32,276	\$	32,777	\$	33,286	\$	33,802	\$	34,326
County Operating	5.6984	\$	-	\$	7,407	\$	30,117	\$	38,864	\$	47,742	\$	56,753	\$	57,637	\$	58,534	\$	59,444	\$	60,368	\$	61,306	\$	62,259	\$	63,225	\$	64,206	\$	65,201
Community College	2.2037	\$	-	\$	2,865	\$	11,647	\$	15,029	\$	18,463	\$	21,948	\$	22,289	\$	22,636	\$	22,988	\$	23,346	\$	23,709	\$	24,077	\$	24,450	\$	24,830	\$	25,215
County Museum	0.3221	\$	-	\$	419	\$	1,702	\$	2,197	\$	2,699	\$	3,208	\$	3,258	\$	3,309	\$	3,360	\$	3,412	\$	3,465	\$	3,519	\$	3,574	\$	3,629	\$	3,685
County Veterans	0.0752	\$	-	\$	98	\$	397	\$	513	\$	630	\$	749	\$	761	\$	772	\$	784	\$	797	\$	809	\$	822	\$	834	\$	847	\$	860
County Senior Services	0.5000	\$	-	\$	650	\$	2,643	\$	3,410	\$	4,189	\$	4,980	\$	5,057	\$	5,136	\$	5,216	\$	5,297	\$	5,379	\$	5,463	\$	5,548	\$	5,634	\$	5,721
County Central Dispatch	0.3000	\$	-	\$	390	\$	1,586	\$	2,046	\$	2,513	\$	2,988	\$	3,034	\$	3,082	\$	3,130	\$	3,178	\$	3,228	\$	3,278	\$	3,329	\$	3,380	\$	3,433
MAISD	4.7580	\$	-	\$	6,185	\$	25,147	\$	32,450	\$	39,863	\$	47,387	\$	48,125	\$	48,874	\$	49,634	\$	50,406	\$	51,189	\$	51,984	\$	52,791	\$	53,610	\$	54,441
Hackley Library	2.4000	\$	-	\$	3,120	\$	12,684	\$	16,368	\$	20,107	\$	23,903	\$	24,275	\$	24,653	\$	25,036	\$	25,425	\$	25,820	\$	26,221	\$	26,628	\$	27,042	\$	27,461
Local Total	29.3439	\$	-	\$	38,144	\$	155,085	\$	200,128	\$	245,846	\$	292,249	\$	296,800	\$	301,420	\$	306,108	\$	310,867	\$	315,697	\$	320,600	\$	325,576	\$	330,627	\$	335,754

Non-Capturable Millages	Millage Rate																														
Community College Debt	0.3400	\$	-	\$	442	\$	1,797	\$	2,319	\$	2,849	\$	3,386	\$	3,439	\$	3,492	\$	3,547	\$	3,602	\$	3,658	\$	3,715	\$	3,772	\$	3,831	\$	3,890
Hackley Library Debt	0.4522	\$	-	\$	588	\$	2,390	\$	3,084	\$	3,789	\$	4,504	\$	4,574	\$	4,645	\$	4,717	\$	4,791	\$	4,865	\$	4,941	\$	5,017	\$	5,095	\$	5,174
School Debt	7.3600	\$	-	\$	9,567	\$	38,898	\$	50,196	\$	61,663	\$	73,302	\$	74,443	\$	75,602	\$	76,778	\$	77,971	\$	79,183	\$	80,413	\$	81,661	\$	82,928	\$	84,213
Sinking Fund	1.0000	\$	-	\$	1,300	\$	5,285	\$	6,820	\$	8,378	\$	9,959	\$	10,115	\$	10,272	\$	10,432	\$	10,594	\$	10,759	\$	10,926	\$	11,095	\$	11,267	\$	11,442
Total Non-Capturable Taxes	9.1522	\$	-	\$	11,897	\$	48,370	\$	62,419	\$	76,678	\$	91,151	\$	92,570	\$	94,011	\$	95,473	\$	96,958	\$	98,464	\$	99,993	\$	101,545	\$	103,121	\$	104,720

Total Tax Increment Revenue (TIR) Available for Capture	\$ -	\$ 69,342	\$ 281,928	\$ 363,810	\$ 446,919	\$ 531,276	\$ 539,549	\$ 547,947	\$ 556,470	\$ 565,121	\$ 573,902	\$ 582,815	\$ 591,861	\$ 601,043	\$ 610,363
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Tax Increment Revenue Capture Estimates

Foundry Square, LLC Project

372 Morris Avenue

Muskegon, Michigan

3/5/2020

Estimated Taxable Value (TV) Increase Rate:

	Plan Year	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
	Calendar Year	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	2048	2049
	Base Taxable Value	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100
	Estimated New TV	\$ 11,999,474	\$ 12,179,466	\$ 12,362,158	\$ 12,547,590	\$ 12,735,804	\$ 12,926,841	\$ 13,120,744	\$ 13,317,555	\$ 13,517,318	\$ 13,720,078	\$ 13,925,879	\$ 14,134,767	\$ 14,346,789	\$ 14,561,991	\$ 14,780,421
	Incremental Difference (New TV - Base TV)	\$ 11,619,374	\$ 11,799,366	\$ 11,982,058	\$ 12,167,490	\$ 12,355,704	\$ 12,546,741	\$ 12,740,644	\$ 12,937,455	\$ 13,137,218	\$ 13,339,978	\$ 13,545,779	\$ 13,754,667	\$ 13,966,689	\$ 14,181,891	\$ 14,400,321

School Capture	Millage Rate																														
State Education Tax (SET)	6.0000	\$	69,716	\$	70,796	\$	71,892	\$	73,005	\$	74,134	\$	75,280	\$	76,444	\$	77,625	\$	78,823	\$	80,040	\$	81,275	\$	82,528	\$	83,800	\$	85,091	\$	86,402
School Operating Tax	18.0000	\$	209,149	\$	212,389	\$	215,677	\$	219,015	\$	222,403	\$	225,841	\$	229,332	\$	232,874	\$	236,470	\$	240,120	\$	243,824	\$	247,584	\$	251,400	\$	255,274	\$	259,206
School Total	24.0000	\$	278,865	\$	283,185	\$	287,569	\$	292,020	\$	296,537	\$	301,122	\$	305,775	\$	310,499	\$	315,293	\$	320,159	\$	325,099	\$	330,112	\$	335,201	\$	340,365	\$	345,608

Local Capture	Millage Rate																														
City Operating	10.0865	\$	117,199	\$	119,014	\$	120,857	\$	122,727	\$	124,626	\$	126,553	\$	128,509	\$	130,494	\$	132,509	\$	134,554	\$	136,630	\$	138,736	\$	140,875	\$	143,046	\$	145,249
City Sanitation	3.0000	\$	34,858	\$	35,398	\$	35,946	\$	36,502	\$	37,067	\$	37,640	\$	38,222	\$	38,812	\$	39,412	\$	40,020	\$	40,637	\$	41,264	\$	41,900	\$	42,546	\$	43,201
County Operating	5.6984	\$	66,212	\$	67,238	\$	68,279	\$	69,335	\$	70,408	\$	71,496	\$	72,601	\$	73,723	\$	74,861	\$	76,017	\$	77,189	\$	78,380	\$	79,588	\$	80,814	\$	82,059
Community College	2.2037	\$	25,606	\$	26,002	\$	26,405	\$	26,813	\$	27,228	\$	27,649	\$	28,077	\$	28,510	\$	28,950	\$	29,397	\$	29,851	\$	30,311	\$	30,778	\$	31,253	\$	31,734
County Museum	0.3221	\$	3,743	\$	3,801	\$	3,859	\$	3,919	\$	3,980	\$	4,041	\$	4,104	\$	4,167	\$	4,231	\$	4,297	\$	4,363	\$	4,430	\$	4,499	\$	4,568	\$	4,638
County Veterans	0.0752	\$	874	\$	887	\$	901	\$	915	\$	929	\$	944	\$	958	\$	973	\$	988	\$	1,003	\$	1,019	\$	1,034	\$	1,050	\$	1,066	\$	1,083
County Senior Services	0.5000	\$	5,810	\$	5,900	\$	5,991	\$	6,084	\$	6,178	\$	6,273	\$	6,370	\$	6,469	\$	6,569	\$	6,670	\$	6,773	\$	6,877	\$	6,983	\$	7,091	\$	7,200
County Central Dispatch	0.3000	\$	3,486	\$	3,540	\$	3,595	\$	3,650	\$	3,707	\$	3,764	\$	3,822	\$	3,881	\$	3,941	\$	4,002	\$	4,064	\$	4,126	\$	4,190	\$	4,255	\$	4,320
MAISD	4.7580	\$	55,285	\$	56,141	\$	57,011	\$	57,893	\$	58,788	\$	59,697	\$	60,620	\$	61,556	\$	62,507	\$	63,472	\$	64,451	\$	65,445	\$	66,454	\$	67,477	\$	68,517
Hackley Library	2.4000	\$	27,886	\$	28,318	\$	28,757	\$	29,202	\$	29,654	\$	30,112	\$	30,578	\$	31,050	\$	31,529	\$	32,016	\$	32,510	\$	33,011	\$	33,520	\$	34,037	\$	34,561
Local Total	29.3439	\$	340,958	\$	346,239	\$	351,600	\$	357,042	\$	362,565	\$	368,170	\$	373,860	\$	379,635	\$	385,497	\$	391,447	\$	397,486	\$	403,616	\$	409,837	\$	416,152	\$	422,562

Non-Capturable Millages	Millage Rate																														
Community College Debt	0.3400	\$	3,951	\$	4,012	\$	4,074	\$	4,137	\$	4,201	\$	4,266	\$	4,332	\$	4,399	\$	4,467	\$	4,536	\$	4,606	\$	4,677	\$	4,749	\$	4,822	\$	4,896
Hackley Library Debt	0.4522	\$	5,254	\$	5,336	\$	5,418	\$	5,502	\$	5,587	\$	5,674	\$	5,761	\$	5,850	\$	5,941	\$	6,032	\$	6,125	\$	6,220	\$	6,316	\$	6,413	\$	6,512
School Debt	7.3600	\$	85,519	\$	86,843	\$	88,188	\$	89,553	\$	90,938	\$	92,344	\$	93,771	\$	95,220	\$	96,690	\$	98,182	\$	99,697	\$	101,234	\$	102,795	\$	104,379	\$	105,986
Sinking Fund	1.0000	\$	11,619	\$	11,799	\$	11,982	\$	12,167	\$	12,356	\$	12,547	\$	12,741	\$	12,937	\$	13,137	\$	13,340	\$	13,546	\$	13,755	\$	13,967	\$	14,182	\$	14,400
Total Non-Capturable Taxes	9.1522	\$	106,343	\$	107,990	\$	109,662	\$	111,359	\$	113,082	\$	114,830	\$	116,605	\$	118,406	\$	120,234	\$	122,090	\$	123,974	\$	125,885	\$	127,826	\$	129,796	\$	131,795

Total Tax Increment Revenue (TIR) Available for Capture	\$	619,823	\$	629,424	\$	639,170	\$	649,061	\$	659,101	\$	669,292	\$	679,636	\$	690,134	\$	700,790	\$	711,606	\$	722,585	\$	733,728	\$	745,038	\$	756,517	\$	768,169
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Tax Increment Revenue Capture Estimates							
Foundry Square, LLC Project							
372 Morris Avenue							
Muskegon, Michigan							
3/5/2020							
Estimated Taxable Value (TV) Increase Rate:							
	Plan Year	31	32	33	34	35	TOTAL
	Calendar Year	2050	2051	2052	2053	2054	
	Base Taxable Value	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	\$ 380,100	
	Estimated New TV	\$ 15,002,127	\$ 15,227,159	\$ 15,455,566	\$ 15,687,400	\$ 15,922,711	
	Incremental Difference (New TV - Base TV)	\$ 14,622,027	\$ 14,847,059	\$ 15,075,466	\$ 15,307,300	\$ 15,542,611	
School Capture	Millage Rate						
State Education Tax (SET)	6.0000	\$ 87,732	\$ 89,082	\$ 90,453	\$ 91,844	\$ 93,256	\$ 2,391,080
School Operating Tax	18.0000	\$ 263,196	\$ 267,247	\$ 271,358	\$ 275,531	\$ 279,767	\$ 7,173,240
School Total	24.0000	\$ 350,929	\$ 356,329	\$ 361,811	\$ 367,375	\$ 373,023	\$ 9,564,321
Local Capture	Millage Rate						
City Operating	10.0865	\$ 147,485	\$ 149,755	\$ 152,059	\$ 154,397	\$ 156,771	\$ 4,019,605
City Sanitation	3.0000	\$ 43,866	\$ 44,541	\$ 45,226	\$ 45,922	\$ 46,628	\$ 1,195,540
County Operating	5.6984	\$ 83,322	\$ 84,604	\$ 85,906	\$ 87,227	\$ 88,568	\$ 2,270,889
Community College	2.2037	\$ 32,223	\$ 32,718	\$ 33,222	\$ 33,733	\$ 34,251	\$ 878,204
County Museum	0.3221	\$ 4,710	\$ 4,782	\$ 4,856	\$ 4,930	\$ 5,006	\$ 128,361
County Veterans	0.0752	\$ 1,100	\$ 1,116	\$ 1,134	\$ 1,151	\$ 1,169	\$ 29,968
County Senior Services	0.5000	\$ 7,311	\$ 7,424	\$ 7,538	\$ 7,654	\$ 7,771	\$ 199,257
County Central Dispatch	0.3000	\$ 4,387	\$ 4,454	\$ 4,523	\$ 4,592	\$ 4,663	\$ 119,554
MAISD	4.7580	\$ 69,572	\$ 70,642	\$ 71,729	\$ 72,832	\$ 73,952	\$ 1,896,127
Hackley Library	2.4000	\$ 35,093	\$ 35,633	\$ 36,181	\$ 36,738	\$ 37,302	\$ 956,432
Local Total	29.3439	\$ 429,067	\$ 435,671	\$ 442,373	\$ 449,176	\$ 456,081	\$ 11,693,936
Non-Capturable Millages	Millage Rate						
Community College Debt	0.3400	\$ 4,971	\$ 5,048	\$ 5,126	\$ 5,204	\$ 5,284	\$ 135,495
Hackley Library Debt	0.4522	\$ 6,612	\$ 6,714	\$ 6,817	\$ 6,922	\$ 7,028	\$ 180,208
School Debt	7.3600	\$ 107,618	\$ 109,274	\$ 110,955	\$ 112,662	\$ 114,394	\$ 2,933,058
Sinking Fund	1.0000	\$ 14,622	\$ 14,847	\$ 15,075	\$ 15,307	\$ 15,543	\$ 398,513
Total Non-Capturable Taxes	9.1522	\$ 133,824	\$ 135,883	\$ 137,974	\$ 140,095	\$ 142,249	\$ 3,647,274
Total Tax Increment Revenue (TIR) Available for Capture							
		\$ 779,996	\$ 792,000	\$ 804,184	\$ 816,551	\$ 829,103	\$ 21,258,257

Tax Increment Revenue Reimbursement Allocation Table

Foundry Square, LLC Project
372 Morris Avenue
Muskegon, Michigan
3/5/2020

Developer Maximum Reimbursement	Proportionality	School & Local Taxes	Local-Only Taxes	Total
State	42.5%	\$ 5,780,983	\$ -	\$ 5,780,983
Local	57.5%	\$ 7,827,932	\$ -	\$ 7,827,932
TOTAL		\$ 13,608,915		\$ 13,608,915
MSF		\$ 11,823,924		
EGLE		\$ 1,784,991		

Estimated Total
Years of Plan:30

Estimated Capture	\$ 18,526,490
Administrative Fees	\$ 300,000
State Revolving Fund	\$ 1,041,909
LBRF	\$ 3,575,666

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Total State Incremental Revenue	\$ 31,198	\$ 163,682	\$ 201,074	\$ 239,027	\$ 242,749	\$ 246,527	\$ 250,362	\$ 254,254	\$ 258,205	\$ 262,215	\$ 266,285	\$ 270,416	\$ 274,609	\$ 278,865	\$ 283,185
State Brownfield Revolving Fund (50% of SET)	\$ 3,900	\$ 20,460	\$ 25,134	\$ 29,878	\$ 30,344	\$ 30,816	\$ 31,295	\$ 31,782	\$ 32,276	\$ 32,777	\$ 33,286	\$ 33,802	\$ 34,326	\$ 34,858	\$ 35,398
State TIR Available for Reimbursement	\$ 27,298	\$ 143,222	\$ 175,940	\$ 209,149	\$ 212,405	\$ 215,711	\$ 219,067	\$ 222,472	\$ 225,929	\$ 229,438	\$ 232,999	\$ 236,614	\$ 240,283	\$ 244,007	\$ 247,787
Total Local Incremental Revenue	\$ 38,144	\$ 200,128	\$ 245,846	\$ 292,249	\$ 296,800	\$ 301,420	\$ 306,108	\$ 310,867	\$ 315,697	\$ 320,600	\$ 325,576	\$ 330,627	\$ 335,754	\$ 340,958	\$ 346,239
BRA Administrative Fee	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000
Local TIR Available for Reimbursement	\$ 28,144	\$ 190,128	\$ 235,846	\$ 282,249	\$ 286,800	\$ 291,420	\$ 296,108	\$ 300,867	\$ 305,697	\$ 310,600	\$ 315,576	\$ 320,627	\$ 325,754	\$ 330,958	\$ 336,239
Total State & Local TIR Available	\$ 55,442	\$ 333,349	\$ 411,785	\$ 491,398	\$ 499,206	\$ 507,131	\$ 515,175	\$ 523,340	\$ 531,627	\$ 540,038	\$ 548,576	\$ 557,241	\$ 566,037	\$ 574,965	\$ 584,026

DEVELOPER	Beginning Balance															
DEVELOPER Reimbursement Balance	\$ 13,391,695	#####	\$ 13,002,904	\$ 12,591,118	\$ 12,099,721	\$ 11,600,515	\$ 11,093,384	\$ 10,578,209	\$ 10,054,870	\$ 9,523,243	\$ 8,983,205	\$ 8,434,629	\$ 7,877,388	\$ 7,311,351	\$ 6,736,386	\$ 6,152,360

MSF Non-Environmental Costs	\$ 11,635,195	#####	\$ 11,587,025	\$ 11,297,399	\$ 10,939,625	\$ 10,512,680	\$ 10,078,952	\$ 9,638,338	\$ 9,190,736	\$ 8,736,039	\$ 8,274,142	\$ 7,804,937	\$ 7,328,315	\$ 6,844,163	\$ 6,352,369	\$ 5,852,819
State Tax Reimbursement		\$ 23,717	\$ 124,436	\$ 152,863	\$ 181,716	\$ 184,546	\$ 187,418	\$ 190,333	\$ 193,292	\$ 196,296	\$ 199,344	\$ 202,438	\$ 205,579	\$ 208,767	\$ 212,002	\$ 215,286
Local Tax Reimbursement		\$ 24,453	\$ 165,190	\$ 204,911	\$ 245,228	\$ 249,183	\$ 253,196	\$ 257,270	\$ 261,404	\$ 265,601	\$ 269,861	\$ 274,184	\$ 278,573	\$ 283,027	\$ 287,548	\$ 292,137
Total MSF Reimbursement Balance		#####	\$ 11,297,399	\$ 10,939,625	\$ 10,512,680	\$ 10,078,952	\$ 9,638,338	\$ 9,190,736	\$ 8,736,039	\$ 8,274,142	\$ 7,804,937	\$ 7,328,315	\$ 6,844,163	\$ 6,352,369	\$ 5,852,819	\$ 5,345,396

EGLE Environmental Costs	\$ 1,756,500	\$ 1,756,500	\$ 1,749,228	\$ 1,705,505	\$ 1,651,494	\$ 1,587,040	\$ 1,521,563	\$ 1,455,046	\$ 1,387,474	\$ 1,318,831	\$ 1,249,101	\$ 1,178,268	\$ 1,106,315	\$ 1,033,225	\$ 958,982	\$ 883,567
State Tax Reimbursement		\$ 3,580	\$ 18,785	\$ 23,077	\$ 27,433	\$ 27,860	\$ 28,293	\$ 28,734	\$ 29,180	\$ 29,634	\$ 30,094	\$ 30,561	\$ 31,035	\$ 31,516	\$ 32,005	\$ 32,501
Local Tax Reimbursement		\$ 3,691	\$ 24,938	\$ 30,934	\$ 37,021	\$ 37,618	\$ 38,224	\$ 38,839	\$ 39,463	\$ 40,096	\$ 40,739	\$ 41,392	\$ 42,055	\$ 42,727	\$ 43,410	\$ 44,102
Total EGLE Reimbursement Balance		\$ 1,749,228	\$ 1,705,505	\$ 1,651,494	\$ 1,587,040	\$ 1,521,563	\$ 1,455,046	\$ 1,387,474	\$ 1,318,831	\$ 1,249,101	\$ 1,178,268	\$ 1,106,315	\$ 1,033,225	\$ 958,982	\$ 883,567	\$ 806,964

Local Only Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Local Tax Reimbursement		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Local Only Reimbursement Balance		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Annual Developer Reimbursement		\$ 55,442	\$ 333,349	\$ 411,785	\$ 491,398	\$ 499,206	\$ 507,131	\$ 515,175	\$ 523,340	\$ 531,627	\$ 540,038	\$ 548,576	\$ 557,241	\$ 566,037	\$ 574,965	\$ 584,026

LOCAL BROWNFIELD REVOLVING FUND

LBRF Deposits *	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State Tax Capture		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Local Tax Capture		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total LBRF Capture		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

* Up to five years of capture for LBRF Deposits after eligible activities are reimbursed. May be taken from EGLE & Local TIR only.

Tax Increment Revenue Reimbursement Allocation Table

Foundry Square, LLC Project
372 Morris Avenue
Muskegon, Michigan
3/5/2020

	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	
	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	2048	2049	2050	TOTAL
Total State Incremental Revenue	\$ 287,569	\$ 292,020	\$ 296,537	\$ 301,122	\$ 305,775	\$ 310,499	\$ 315,293	\$ 320,159	\$ 325,099	\$ 330,112	\$ 335,201	\$ 340,365	\$ 345,608	\$ 350,929	\$ 356,329	\$ 8,335,269
State Brownfield Revolving Fund (50% of SET)	\$ 35,946	\$ 36,502	\$ 37,067	\$ 37,640	\$ 38,222	\$ 38,812	\$ 39,412	\$ 40,020	\$ 40,637	\$ 41,264	\$ 41,900	\$ 42,546	\$ 43,201	\$ 43,866	\$ 44,541	\$ 1,041,909
State TIR Available for Reimbursement	\$ 251,623	\$ 255,517	\$ 259,470	\$ 263,482	\$ 267,554	\$ 271,687	\$ 275,882	\$ 280,140	\$ 284,461	\$ 288,848	\$ 293,300	\$ 297,820	\$ 302,407	\$ 307,063	\$ 311,788	\$ 7,293,361
Total Local Incremental Revenue	\$ 351,600	\$ 357,042	\$ 362,565	\$ 368,170	\$ 373,860	\$ 379,635	\$ 385,497	\$ 391,447	\$ 397,486	\$ 403,616	\$ 409,837	\$ 416,152	\$ 422,562	\$ 429,067	\$ 435,671	\$ 10,191,221
BRA Administrative Fee	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 300,000
Local TIR Available for Reimbursement	\$ 341,600	\$ 347,042	\$ 352,565	\$ 358,170	\$ 363,860	\$ 369,635	\$ 375,497	\$ 381,447	\$ 387,486	\$ 393,616	\$ 399,837	\$ 406,152	\$ 412,562	\$ 419,067	\$ 425,671	\$ 9,891,221
Total State & Local TIR Available	\$ 593,224	\$ 602,559	\$ 612,034	\$ 621,652	\$ 631,414	\$ 641,322	\$ 651,379	\$ 661,587	\$ 671,947	\$ 682,464	\$ 693,138	\$ 703,972	\$ 714,968	\$ 726,130	\$ 737,459	\$ 17,184,582
DEVELOPER																
DEVELOPER Reimbursement Balance	\$ 5,559,137	\$ 4,956,578	\$ 4,344,544	\$ 3,722,892	\$ 3,091,478	\$ 2,450,156	\$ 1,798,777	\$ 1,137,191	\$ 465,243	\$ (217,220)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
MSF Non-Environmental Costs	\$ 5,345,396	\$ 4,829,982	\$ 4,306,456	\$ 3,774,699	\$ 3,234,585	\$ 2,685,989	\$ 2,128,785	\$ 1,562,844	\$ 988,033	\$ 404,220						
State Tax Reimbursement	\$ 218,619	\$ 222,003	\$ 225,437	\$ 228,922	\$ 232,460	\$ 236,051	\$ 239,696	\$ 243,395	\$ 247,150	\$ 250,962						\$ 5,022,730
Local Tax Reimbursement	\$ 296,795	\$ 301,522	\$ 306,321	\$ 311,191	\$ 316,135	\$ 321,153	\$ 326,246	\$ 331,415	\$ 336,662	\$ 341,988						\$ 6,801,194
Total MSF Reimbursement Balance	\$ 4,829,982	\$ 4,306,456	\$ 3,774,699	\$ 3,234,585	\$ 2,685,989	\$ 2,128,785	\$ 1,562,844	\$ 988,033	\$ 404,220	\$ (188,729)						
EGLE Environmental Costs	\$ 806,964	\$ 729,155	\$ 650,122	\$ 569,845	\$ 488,307	\$ 405,489	\$ 321,371	\$ 235,934	\$ 149,158	\$ 61,023						
State Tax Reimbursement	\$ 33,004	\$ 33,515	\$ 34,033	\$ 34,559	\$ 35,093	\$ 35,635	\$ 36,186	\$ 36,744	\$ 37,311	\$ 37,886						\$ 758,253
Local Tax Reimbursement	\$ 44,805	\$ 45,519	\$ 46,244	\$ 46,979	\$ 47,725	\$ 48,483	\$ 49,251	\$ 50,032	\$ 50,824	\$ 51,628						\$ 1,026,738
Total EGLE Reimbursement Balance	\$ 729,155	\$ 650,122	\$ 569,845	\$ 488,307	\$ 405,489	\$ 321,371	\$ 235,934	\$ 149,158	\$ 61,023	\$ (28,491)						
Local Only Costs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -						
Local Tax Reimbursement	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -						\$ -
Total Local Only Reimbursement Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -						
Total Annual Developer Reimbursement	\$ 593,224	\$ 602,559	\$ 612,034	\$ 621,652	\$ 631,414	\$ 641,322	\$ 651,379	\$ 661,587	\$ 671,947	\$ 682,464						\$ 13,608,915
LOCAL BROWNFIELD REVOLVING FUND																
LBRF Deposits *	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
State Tax Capture	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 293,300	\$ 297,820	\$ 302,407	\$ 307,063	\$ 311,788	\$ 1,512,378
Local Tax Capture	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 399,837	\$ 406,152	\$ 412,562	\$ 419,067	\$ 425,671	\$ 2,063,289
Total LBRF Capture	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 693,138	\$ 703,972	\$ 714,968	\$ 726,130	\$ 737,459	\$ 3,575,666

* Up to five years of capture for LBRF Deposits a

ATTACHMENT A
Baseline Environmental Assessment

**BASELINE ENVIRONMENTAL ASSESSMENT
CONDUCTED PURSUANT TO SECTION 20126(1)(c)
OF 1994 PA 451, PART 201, AS AMENDED, AND THE
RULES PROMULGATED THEREUNDER**

**COMMERCIAL PROPERTY
372 MORRIS AVENUE
MUSKEGON, MICHIGAN**

Prepared For:

Foundry Square, LLC and
Great Lakes Development Group, LLC
351 West Western Avenue, Suite 3c
Muskegon, Michigan 49440

Prepared by:

Dixon Environmental Consulting, Inc.
1560 North Taylor Avenue
Grand Rapids, Michigan 49505

October 24, 2019

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Appendix B:	Phase I Environmental Site Assessment completed by Dixon Environmental Consulting, Inc. Dated October 23, 2019
Appendix C:	Sample Location Diagrams/Analytical Data Summary Tables from the 1995 Remedial Action Plan and Sample Location Diagram/Analytical Data Summary Tables from the 2008 Area-Wide Assessment of Historic Fill of Muskegon Lake Shoreline
Appendix D:	Phase II Environmental Site Assessment completed by Dixon Environmental Consulting, Inc. Dated October 8, 2019

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Conducted Pursuant to Section 20126(1)(c)
of 1994 PA 451, Part 201, as amended,
and the Rules promulgated thereunder**

1.0 Introduction and Discussion

Dixon Environmental Consulting, Inc. (DEC) has prepared this Baseline Environmental Assessment (BEA) for the Commercial Property located at 372 Morris Avenue, Muskegon, Muskegon County, Michigan (hereafter referred as “subject site” or “subject property”). The tax parcel identification number for the 7.2-acre subject site was identified as 61-24-205-563-0008-10. The subject site was improved with an asphalt paved parking area and lawn/landscaped areas. A Project Location Map, a Site Vicinity Diagram, a 2019 Soil Sample Detail Diagram and a 2019 Groundwater Sample Detail Diagram depicting the subject site and the surrounding area are included as Figures 1 through 4, respectively. The property description and parcel identification numbers are included in Section 2.1 and in Appendix A of this BEA.

1.1 Owner/Operator Information

Foundry Square, LLC, the current owner, acquired the subject site on September 18, 2019. The mailing address for Foundry Square, LLC is 351 West Western Avenue, Suite 3c, Muskegon, Michigan 49440. Mr. Joshua T. Canale is the Manager of Foundry Square, LLC.

Great Lakes Development Group, LLC, the current operator, commenced operations at the subject site on September 18, 2019. The mailing address for Great Lakes Development Group, LLC is 351 West Western Avenue, Suite 3c, Muskegon, Michigan 49440. Mr. Joshua T. Canale is the Manager of Great Lakes Development Group, LLC.

1.2 Intended Use of Property

Foundry Square, LLC does not intend to operate directly at the subject site. Great Lakes Development Group, LLC intends to construct a mixed-use, hospitality, commercial and residential development on the subject site.

1.3 Phase I Environmental Assessment (ESA) Executive Summary

On October 23, 2019, DEC completed an updated Phase I Environmental Site Assessments (ESAs) for the subject property. Based on the information reviewed, the subject site was operated for industrial, residential and railroad purposes in the late 1800's. In 1883, the operations included: the Rodgers Iron Manufacturing Co. (northeastern portion of the subject site); the City Gas Works manufactured gas plant, the J.J. Howden Gas Fitting machine shop and several residential houses (central portion); the Wood Package & Basket Co. - planing mill (southern portion); and the G. Mason Planing Mill with several

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railroad spurs, sheds and a coal shed (western/north-central portions). Muskegon Lake was also depicted on the northwestern portion of the subject site. By 1887, the planing mills were no longer present at the subject site. The 1911 fire insurance map identified Muskegon Traction & Lighting Co. as the manufactured gas plant at the subject site. The operations were also expanded to include offices, a “water gas plant,” a generator building, three crude oil tanks, a natural gas purifying house with three purifiers, a coal pile and nine railroad spurs. The residential houses were no longer present on the central portion of the subject. The Walker Candy Co. and a railroad freight house were operated on the southern and western portions of the subject site, respectively. In 1911, the Muskegon Lake shoreline was also relocated further to the northwest. The details pertaining to the installation of fill material along the Muskegon Lake shoreline in the 1800's/early 1900's are included below.

The manufactured gas plant operations continued on the central/eastern portions of the subject site. In 1938, the Michigan Consolidated Gas Company (MichCon) acquired the manufactured gas plant property. The 1950 fire insurance map depicted the previous equipment, three large gasometers and various support buildings (storage buildings, offices and a garage) on the central and northeastern portions of the subject site. The manufactured gas plant was subsequently damaged by fire. The equipment and several buildings were later razed/removed in the early 1950's. The remaining buildings were operated by MichCon through the early 1980's.

The Walker Candy Company operated on the southern portion of the subject site through the mid-1920's. The candy factory building was subsequently utilized for various storage, transportation and industrial operations from the late 1920's through the late 1980's. Prior to 1922, the Michigan State Armory appeared as an operator to the east of the candy factory. The various organization/business listings for the former candy factory building and the armory are provided in the Historical Directory Information Summary Table (Section 4.5.3 of the Phase I ESA).

The freight house and railyard were depicted on the western/north-central portions of the subject site through the early 1960's. The freight house was demolished in the 1960's, however, the railyard was operated through the early 1980's. The various building structures at the subject site were subsequently demolished/removed in the late 1980's and early 1990's. Following the demolition of the building structures, the current asphalt paved parking area and landscaped areas were constructed at the subject site. Morris Street, LLC (Community Foundation for Muskegon County), purchased the subject site in December 2007. The subject site was recently acquired by the current ownership entity, Foundry Square, LLC, on September 18, 2019.

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The Phase I ESA revealed no evidence of recognized environmental conditions (RECs) in connection with the subject site, except:

- The former parent parcel of the subject site was identified as a State Hazardous Waste Site (SHWS), a Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) - No Further Remedial Action Planned (NFRAP) site, a Brownfields Site, a Baseline Environmental Assessment (BEA) site and an underground storage tank (UST) site. The historical manufactured gas plant operations and a former foundry to the northwest were investigated during sampling events conducted in the 1980's and early 1990's. Coal tar and various inorganic metallic constituents, cyanide, phthalates, polynuclear aromatic hydrocarbons (PNAs) and volatile organic compounds (VOCs) were identified in the soil/groundwater at the subject site. On June 9, 1995, Earth Tech completed a Remedial Action Plan (RAP) which summarized the historical sampling data. Additional information to support the RAP and a Risk Assessment were also provided on November 22, 1996. DEC compared the RAP chemical analysis results to the current Residential Part 201 Generic Cleanup Criteria (GRCC) as outlined in the Michigan Department of Environment, Great Lakes, and Energy (EGLE), formerly known as the Michigan Department of Environmental Quality (MDEQ), Remediation and Redevelopment Division Cleanup Criteria Requirements for Response Activity. Based on the historical chemical analysis results, the concentrations of arsenic, chromium, copper, iron, mercury, nickel, selenium, silver, zinc, cyanide, 2-methylnaphthalene, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(k)fluoranthene, di-n-butyl phthalate, dibenzo(a,h)anthracene, dibenzofuran, diethyl phthalate, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, phenanthrene, pyrene, n-nitrosodiphenylamine, benzene, dichlorodifluoromethane, ethylbenzene, methylene chloride, toluene and xylenes in the soil and the concentrations of iron, manganese, nickel, zinc, cyanide, 2-methylnaphthalene, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, bis(2-ethyl hexyl)phthalate, butyl benzyl phthalate, chrysene, di-n-butyl phthalate, di-n-octyl phthalate, dibenzo(a,h)anthracene, dibenzofuran, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, phenanthrene, pyrene, benzene, ethylbenzene, toluene and xylenes in the groundwater exceeded the current GRCC. Several BEAs were also prepared for the subject site using the historical RAP chemical analysis results. The BEAs were completed for the City of Muskegon in September 1996 (BEA Number: B96-118-GR), for M.A.C. I, Inc. in December 1996 (BEA Number: P97-174-GR) and Morris Street, LLC in January 2008 (BEA Number: P200802343GR).

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DEC completed a previous Phase I ESA for the subject site on March 18, 2019. The historical industrial operations, urban fill material, the documented environmental impact, two Activity and Use Limitations, or AULs (summarized below), and the potential for migrating contamination were listed as RECs. A Phase II ESA was completed by DEC on October 8, 2019 to further assess the RECs. Twenty-two soil borings were conducted at the subject site. Fourteen soil samples and twelve groundwater samples were collected on September 24 and 25, 2019. The samples were chemically analyzed for cyanide, inorganic metallic constituents, polynuclear aromatic hydrocarbons (PNAs) and volatile organic compounds (VOCs). Based on the chemical analysis results, detectable concentrations of cyanide, various inorganic metallic constituents, PNAs and VOCs were present in the soil and/or groundwater. Specifically, the concentrations of cyanide, arsenic, chromium (total), iron, manganese, mercury, selenium, zinc, 2-methylnaphthalene, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, carbazole, dibenzo(a,h)anthracene, dibenzofuran, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, pentachlorophenol, phenanthrene and benzene in the soil and cyanide, 2-methylnaphthalene, acenaphthene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, carbazole, chrysene, dibenzofuran, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene and phenanthrene, 1,2,4-trimethylbenzene, benzene, ethylbenzene and xylenes (total) in the groundwater exceeded the current GRCC. The remaining inorganic metallic constituents, PNAs and VOCs were reported at concentrations below the GRCC. Summaries of the historical and recent chemical analysis are included in Appendix B. Based on the elevated hazardous substance concentrations, the subject site qualifies as a "facility" under Part 201 of the Natural Resources and Environmental Protection Act (NREPA), PA 451 of 1994, as amended. The documented environmental impact at the subject site was identified as an REC.

- The corrective action activities at the subject site included the removal of contaminated soil and the installation of a clean soil cap. Portions of the subject site were also paved with asphalt. In order to ensure the effectiveness of the cap and mitigate unacceptable exposures, two Activity and Use Limitations (i.e., Restrictive Covenants) were recorded at the Muskegon County Register of Deeds. The area affected by the Restrictive Covenants is depicted on Figure 2 of the Phase I ESA. The Restrictive Covenants limit uses, restrict activities, require notices and provide certain rights-of entry to the EGLE/MDEQ and MichCon and the City of Muskegon. Copies of the Restrictive Covenants are included in Appendix B of the Phase I ESA. The recorded Restrictive Covenants for the subject site were identified as an REC.

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- Based on a review of the contaminated properties in the surrounding area, two Approximate Minimum Search Distance (AMSD) sites were located near the subject site. Based on the EGLE/MDEQ file review, the soil and groundwater at the AMSD sites were impacted with various hazardous substances including inorganic metallic constituents and compounds, PNAs and VOCs. Summaries of the AMSD sites located near the subject site are included in Section 4.1 of the Phase I ESA report. The potential also exists for migrating contamination from the former Lakey Foundry (located to the northwest, north and northeast of the subject site). The material threat of migrating groundwater contamination from the nearby AMSD sites/adjoining properties was identified as an REC.

Regarding developments in the surrounding area, DEC identified 65 additional sites within the ASTM AMSD criteria. DEC also reviewed historical resources to determine if the former land uses of the adjoining properties represented an environmental concern to the subject site. Based on the information reviewed, the remaining AMSD sites/adjoining properties do not appear to represent an environmental concern to the subject site in regard to contaminant migration (soil, groundwater or vapor). A brief description and summary of the AMSD sites were included in the EDR Radius Map Report (an appendix of the Phase I ESA). The Phase I ESA is included as Appendix B of this BEA.

1.4 Any exceptions to, or deletions from, the All Appropriate Inquiry Rule 40 CFR 312 or ASTM Standard Practice E 1527-13

One limitation was identified during the Phase I ESA.

- A judicial record search of environmental lien or Activity and Use Limitations (AUL) search/review was not conducted as a part of the Phase I ESA process.

An independent review of reasonably ascertainable title information was conducted at the Muskegon County Register of Deeds. Based on the title review, no liens, encumbrances, restrictions or AULs pertaining to environmental issues were associated with the subject site. DEC also reviewed the most recent MDEQ Perfected Lien List. The review did not identify the subject site on the MDEQ Perfected Lien List.

Based on the review of title information and the Perfected Lien List, DEC does not consider the lack of a judicial environmental lien or AUL search/review to be a significant limitation that would alter the conclusions of the Phase I ESA. There were no additional exceptions to, or deletions from, the All Appropriate Inquiry Rule 40 CFR 312 or ASTM Standard Practice E 1527-13.

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1.5 Data Gaps

DEC utilized standard historical sources (aerial photographs, fire insurance maps, tax assessing files, recorded land title records, USGS topographic maps, local street directories and zoning records) to establish historical uses at the subject property. The following items identify and explain the data gaps encountered in the Phase I ESA:

- Data failure occurred for site specific historical information prior to 1883.

DEC does not consider the data failure to represent a significant limitation which would alter the conclusions of the BEA.

1.6 Sampling Completed, Purpose and Methods

Numerous subsurface investigations relating to the historical manufactured gas operations were conducted from August 1984 through July 1993 by various consultants. The investigations were summarized by Earth Tech in the RAP. The soil and groundwater samples were chemically analyzed for semi-volatile organic compound (SVOCs), polynuclear aromatic hydrocarbons (PNAs), volatile organic compounds (VOCs) and/or select inorganic metallic constituents (IMCs). The select IMCs included: antimony, arsenic, beryllium, cadmium, chromium (total), copper, lead, mercury, nickel, selenium, silver and zinc. The analytical data summarized in the RAP was also utilized as the basis for several BEAs completed at the subject site. Details pertaining to the RAP and previous BEAs were summarized in Section 1.3. The historical sample locations and the analytical data summary tables from the 1995 RAP are included as a portion of Appendix C.

Subsurface sampling activities were also conducted in December 1996 and March 1997 Superior Environmental Corp. and Environmental Resource Management. The results were summarized in the 2008 Area-Wide Assessment of Historic Fill of Muskegon Lake Shoreline Summary Report completed by Superior Environmental Corp. in September 2008. The soil samples collected from the subject site were chemically analyzed for the IMCs: arsenic, cadmium, chromium (total), copper, lead and zinc. Details pertaining to the 2008 Area-Wide Assessment of Historic Fill of Muskegon Lake Shoreline Summary Report were summarized in Section 1.3. The sample locations and the analytical data summary tables from the 2008 Area-Wide Assessment of Historic Fill of Muskegon Lake Shoreline Summary Report are included as a portion of Appendix C.

The historical soil and groundwater sampling activities determined that the subject site qualified as a “facility”/“site” as defined in Part 201/Part 213 of the Natural Resources and Environmental Protection Act (NREPA), Michigan Public Act 451 of 1994, as amended

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(Part 201). A “site” is defined in Section 324.21303(l) as a location where a release has occurred or a threat of release exists from an underground storage tank system, excluding any location where corrective action was completed which satisfies the applicable Risk Based Screening Levels or Site-Specific Target Level. A “facility” is defined in Section 324.20101(1)(s) as any area, place, or property where a hazardous substance in excess of the concentrations that satisfy the cleanup criteria for unrestricted residential use has been released, deposited, disposed of, or otherwise comes to be located. The term “facility” does not include any area, place, or property at which response activities have been completed which satisfy the cleanup criteria for the residential category provided for in Sections 324.20120a(1)(a) and (17) or at which corrective action has been completed under Part 213 which satisfies the cleanup criteria for unrestricted residential use.

DEC conducted an additional subsurface sampling activities in 2019 to investigate the additional RECs identified in the 2019 Phase I ESA and to further characterize the soil and groundwater conditions at the subject site. The 2019 soil and groundwater samples were chemically analyzed for SVOCs, VOCs, cyanide and/or select IMCs. The select IMCs included: arsenic, barium, cadmium, chromium (total), copper, iron, lead, manganese, mercury, nickel, selenium, silver and zinc. The results were summarized in the October 2019 Phase II ESA. Details pertaining to the 2019 Phase II ESA are summarized in Sections 1.7 and 3.0 of this BEA. The 2019 Phase II ESA is included as Appendix D.

1.7 Known Contamination General Location(s) and Media Affected

The chemical analysis results from the various subsurface investigations identified concentrations of **arsenic, chromium, copper, iron, manganese, mercury, nickel, selenium, silver, zinc, cyanide, 2-methylnaphthalene, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, carbazole, di-n-butyl phthalate, dibenzo(a,h)anthracene, dibenzofuran, diethyl phthalate, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, pentachlorophenol, phenanthrene, pyrene, n-nitrosodiphenylamine, benzene, dichlorodifluoromethane, ethylbenzene, methylene chloride, toluene and xylenes** in the soil and concentrations of **iron, manganese, nickel, zinc, cyanide, 2-methylnaphthalene, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, bis(2-ethyl hexyl)phthalate, butyl benzyl phthalate, carbazole, chrysene, di-n-butyl phthalate, di-n-octyl phthalate, dibenzo(a,h)anthracene, dibenzofuran, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, phenanthrene, pyrene, 1,2,4-trimethylbenzene, benzene, ethylbenzene, toluene and xylenes** in the groundwater exceeded the current GRCC. Diagrams depicting the 1984 through 1997 boring locations and tables summarizing the chemical analytical results are

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included as portions of Appendix B. The 2019 boring locations with tables summarizing the 2019 analytical results exceeding the laboratory method detection limits and the GRCC are included on Figures 3 and 4. The 2019 results are also summarized in the Phase II ESA included as Appendix D.

The soil borings were conducted at various locations through the subject property. The impacted soil exceeding the GRCC from the 2019 investigation was encountered between 2.5 and 18.5 feet below grade limit (bgl). The impacted groundwater exceeding the GRCC from the 2019 investigation was identified between 5.5 and 17.1 feet bgl.

1.8 Basis for Concluding the Property is a Facility

The various subsurface investigations provided the basis results which support that the subject site is a “facility” as defined under Part 201. The results support that **arsenic, chromium, copper, iron, manganese, mercury, nickel, selenium, silver, zinc, cyanide, 2-methylnaphthalene, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, carbazole, di-n-butyl phthalate, dibenzo(a,h)anthracene, dibenzofuran, diethyl phthalate, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, pentachlorophenol, phenanthrene, pyrene, n-nitrosodiphenylamine, benzene, dichlorodifluoromethane, ethylbenzene, methylene chloride, toluene and xylenes** in the soil and concentrations of **iron, manganese, nickel, zinc, cyanide, 2-methylnaphthalene, acenaphthene, acenaphthylene, anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, bis(2-ethyl hexyl)phthalate, butyl benzyl phthalate, carbazole, chrysene, di-n-butyl phthalate, di-n-octyl phthalate, dibenzo(a,h)anthracene, dibenzofuran, fluoranthene, fluorene, indeno(1,2,3-cd)pyrene, naphthalene, phenanthrene, pyrene, 1,2,4-trimethylbenzene, benzene, ethylbenzene, toluene and xylenes** in the groundwater exceed the current GRCC.

Based on the chemical fate and transport of the aforementioned hazardous substances identified and DEC’s professional opinion, the chemical analysis effectively characterize the subject site as a “facility” as defined under Part 201 of the Natural Resources and Environmental Protection Act (NREPA), Michigan Public Act 451 of 1994, as amended (Part 201).

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2.0 Property Information

2.1 Property Description

That part of Block 563 of the Revised Plat of 1903 of the City of Muskegon, as recorded in Liber 3 of Plats, Page 71, Muskegon County, Michigan, described as follows: Commence at the South most corner of said Block, being the Northeasterly corner of Morris Avenue and Third Street; thence North 50 degrees 52 minutes 38 seconds East along the Southeasterly line of said Block 563, also being the Northwesterly line of Morris Avenue, a distance of 150.00 feet for a point of beginning; thence North 39 degrees 07 minutes 22 seconds West 219.50 feet; thence South 50 degrees 52 minutes 38 seconds West 39.70 feet to the Southeasterly line of Lot 8 of said Block 563; thence South 32 degrees 41 minutes 25 seconds West, along said Southeasterly line 123.84 feet to the Northeasterly line of Third Street, said point being North 41 degrees 27 minutes 00 seconds West 181.00 feet from the South most corner of said Block; thence North 41 degrees 27 minutes 00 seconds West along said Northeasterly line 202.70 feet to the Southeasterly line of Shoreline Drive (formerly Terrace Street Extension); thence North 27 degrees 38 minutes 19 seconds East along said Southeasterly line 758.92 feet to a point which is 36.00 feet measured at right angles, Southwesterly of the Southwesterly line of Block 562 of said Revised Plat (extended), also being the Southwesterly line of First Street; thence South 61 degrees 44 minutes 00 seconds East parallel to said Southwesterly line of said Block 562, (said line also being 66.00 feet Southwesterly, measured at right angles to the South most line of Terrace Plaza Condominium as recorded in Liber 1124, Page 179 to 222 inclusive, Muskegon County Records with a recorded bearing of North 62 degrees 30 minutes West) a distance of 474.43 feet to a point on the Northeasterly line of Lot 1 of said Block 563; thence South 39 degrees 01 minutes 00 seconds East along said Northeasterly line 18.26 feet to a point which is 70.00 feet Northwesterly of the Southeast corner of said Lot 1; thence South 50 degrees 52 minutes 38 seconds West 66.00 feet to the Southwesterly line of said Lot 1; thence South 39 degrees 01 minutes 00 seconds East along said Southwesterly line 69.60 to the Southwesterly corner of said Lot 1; thence South 50 degrees 52 minutes 38 seconds West along the line between Lots 2, 3 and 4 of said Block 132.00 feet to the West most corner of said Lot 3; thence South 39 degrees 01 minutes 00 seconds East along the Southwesterly line of said Lot 3 a distance of 157.00 feet to the Southeasterly line of said Block 563; thence South 50 degrees 52 minutes 38 seconds West 515.72 feet to point of beginning.

Except: That part of Lot 8, Block 563 of the Revised Plat of 1903 (as recorded in Liber 3 of Plats, Page 71), Section 19, Town 10 North, Range 16 West, City of Muskegon, Muskegon County, Michigan, described as: Beginning on the Northeasterly line of 3rd Street at a point being North 41°27'00" West 181.00 feet from the Southernmost corner

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of said Block 563; thence North 41°27'00" West 202.70 feet along said Northeasterly line; thence North 27°38'19" East 127.53 feet along the Southerly line of Shoreline Drive (formerly Terrace Street extension); thence South 41°27'00" East 214.37 feet parallel with aforesaid 3rd Street; thence South 32°41'25" West 123.84 feet along the Southeasterly line of Lot 8, Block 563 to the place of beginning.

Also Except: That part of Block 563 of the Revised Plat (1903) of the City of Muskegon, as recorded in Liber 3 of Plats on Page 71, in the Office of the Register of Deeds for Muskegon County, Michigan, further described as: Commence at the Southerly corner of said Block 563, being the Northeasterly corner of Morris Avenue and Third Street; thence along the Southeasterly line of said Block 563, North 50 degrees 52 minutes 38 seconds East, 482.72 feet, to the Point of Beginning; thence parallel with the Southwesterly line of Lot 3 of said Block 563, North 39 degrees 01 minutes 00 seconds West, 260.00 feet; thence parallel with said Southeasterly line of Block 563, North 50 degrees 52 minutes 38 seconds East, 183.00 feet to the Northwesterly extension of said Southwesterly line of Lot 3; thence along said Southwesterly line and the Northwesterly extension thereof, South 39 degrees 01 minutes 00 seconds East, 260.00 feet to said Southeasterly line of said Block 563; thence along said Southeasterly line, South 50 degrees 52 minutes 38 seconds West, 183.00 feet, to the Point of Beginning.

Parcel Identified Number: 61-24-205-563-0008-10

Note: Property description obtained from the Commitment for Title Insurance issued by Transnation Title Agency on December 28, 2018 (Commitment Number: 263607LKS).

2.2 Survey Map(s) of Property

A survey of the subject site was not provided as of the completion of this BEA. The property description included in Section 2.1 and in Appendix A was obtained from the Commitment for Title Insurance issued by Transnation Title Agency on December 28, 2018 (Commitment Number: 263607LKS). In addition, the Revised Plat of 1903 of the City of Muskegon is included as a portion of Appendix A.

2.3 Scaled Site Map(s) of Property

The site boundary, site details, 2019 sample locations, 2019 sample intervals/depths and 2019 concentrations exceeding the Generic Residential Cleanup Criteria were presented on Figures 3 and 4. In addition, photographs of the site were included as Appendix F of the Phase I ESA.

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2.4 Scaled Area Map(s) of Property

DEC reviewed the United States Geological Survey (USGS), 7.5 minute Quadrangle Maps containing coverage of the subject site and the surrounding area. The Quadrangle Maps titled Dalton, Michigan; Muskegon East, Michigan; Muskegon West, Michigan and Twin Lake, Michigan were attained from DeLorme 3-D Quads™ Copyright © 1999. A portion of the combined Quadrangle Maps are included as the base map for Figure 1. A description of the combined Quadrangle Maps is included below.

The regional topography of the area was relatively level with a downward slope to the west. The closest body of surficial water, Muskegon Lake, was located approximately 500 feet to the northwest of the subject site. A railyard for the Chesapeake & Ohio Rail Road and Penn Central Rail Road was depicted along the northwestern boundary of the subject site.

2.5 Address of Property

The address for the subject site was identified as 372 Morris Avenue, Muskegon, Michigan 49440.

2.6 Geographic Location of Property

The irregular shaped, 7.2-acre subject site was located between Morris Avenue and Shoreline Drive, west of 1st Street. The subject site was situated in all quarters of the Southwestern 1/4 of Section 19, Township 10 North, Range 16 West (Muskegon). The geographic latitude and longitude coordinates were identified as 43.237536 and -86.253611, which was approximately the center of the subject site. The latitude and longitude coordinates were acquired through the Google Maps Website.

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3.0 Facility Status

Subsurface sampling activities were conducted by various environmental consulting companies from 1984 through 1997 and by Dixon Environmental Consulting, Inc. in 2019 to investigate the soil and groundwater conditions at the subject site and to determine if the subject property qualified as a “facility.” The 1984 through 1997 boring locations and chemical analytical results summary tables are included as portions of Appendix B. The 2019 boring locations and analytical data compared to the Residential Part 201 Generic Cleanup Criteria (GRCC) as outlined under Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994 (Part 201), as amended, are included on Figures 3 and 4. The historical analytical results were previously summarized in Section 1.3. The following is a summation of the 2019 subsurface sampling activities.

3.1 Hazardous Substance Concentrations Exceeding the GRCC

3.1.1 Soil Analytical Results

The chemical analysis results for the soil samples collected from the subject site identified concentrations of **cyanide**, the inorganic metallic constituents (IMCs), **arsenic**, **chromium (total)**, **iron**, **manganese**, **mercury**, **selenium** and **zinc**, the Semi-Volatile Organic Compound (SVOC), **2-methylnaphthalene**, **acenaphthene**, **acenaphthylene**, **anthracene**, **benzo(a)anthracene**, **benzo(a)pyrene**, **benzo(b)fluoranthene**, **carbazole**, **dibenzo(a,h)anthracene**, **dibenzofuran**, **fluoranthene**, **fluorene**, **indeno(1,2,3-cd)pyrene**, **naphthalene**, **pentachlorophenol** and **phenanthrene**, and the Volatile Organic Compound (VOC), **benzene**, in excess of the GRCC. Concentrations of the IMCs, barium, cadmium, copper, lead, nickel and silver, the SVOCs, benzo(g,h,i)perylene, benzo(k)fluoranthene, chrysene and pyrene, and the VOCs, 1,2,4-trimethylbenzene, 1,3,5-trimethylbenzene, ethylbenzene, toluene, and xylenes (total), were encountered above the laboratory method detection limit (MDL), however, less than the GRCC. The remaining SVOCs and the remaining VOCs did not exceed the GRCC or the MDL. Table 1 below identifies the hazardous substances, CAS Numbers, sample collection dates, chemical analysis results and soil sample identification/intervals of the 2019 samples that exceeded the GRCC.

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Baseline Environmental Assessment Table 1 - 2019 Soil Analytical Results Exceeding the GRCC 372 Morris Avenue, Muskegon, Michigan				
Hazardous Substance	CAS Number	Date Collected	Concentration exceeding the GRCC (µg/Kg)	Sample ID (Sample Interval)
arsenic	7440382	9/24/2019	9,900	SB-7-19 (18.0-18.5')
		9/24/2019	7,900	SB-10-19 (15.0-15.5')
		9/24/2019	7,600	SB-11-19 (14.0-14.5')
		9/24/2019	10,000	SB-12-19 (13.5-14.0')
		9/25/2019	8,700	SB-13-19 (9.5-11.0')
		9/25/2019	7,200	SB-14-19 (13.0-13.5')
		9/25/2019	20,000	SB-16-19 (7.5-8.0')
chromium (total)	7440393	9/24/2019	22,000	SB-11-19 (14.0-14.5')
iron	7439896	9/24/2019	15,000,000	SB-7-19 (18.0-18.5')
		9/24/2019	15,000,000	SB-9-19 (14.0-14.5')
		9/24/2019	42,000,000	SB-10-19 (15.0-15.5')
		9/24/2019	25,000,000	SB-11-19 (14.0-14.5')
		9/24/2019	33,000,000	SB-12-19 (13.5-14.0')
		9/25/2019	31,000,000	SB-14-19 (13.0-13.5')
		9/25/2019	65,000,000	SB-16-19 (7.5-8.0')
manganese	7439965	9/24/2019	600,000	SB-10-19 (15.0-15.5')
		9/25/2019	1,500,000	SB-14-19 (13.0-13.5')
mercury	varies	9/24/2019	140	SB-10-19 (15.0-15.5')
		9/25/2019	1,600	SB-16-19 (7.5-8.0')
selenium	7782492	9/24/2019	940	SB-7-19 (18.0-18.5')
		9/24/2019	510	SB-9-19 (14.0-14.5')
		9/24/2019	1,000	SB-10-19 (15.0-15.5')
		9/24/2019	560	SB-11-19 (14.0-14.5')
		9/24/2019	730	SB-12-19 (13.5-14.0')
		9/25/2019	710	SB-13-19 (9.5-11.0')
		9/25/2019	970	SB-14-19 (13.0-13.5')
zinc	7440666	9/24/2019	240,000	SB-9-19 (14.0-14.5')
		9/24/2019	480,000	SB-11-19 (14.0-14.5')
		9/24/2019	310,000	SB-12-19 (13.5-14.0')
2-methylnaphthalene	91576	9/24/2019	52,000	SB-1-19 (12.5-13.0')
		9/24/2019	4,400	SB-7-19 (18.0-18.5')
		9/25/2019	4,300	SB-13-19 (9.5-11.0')

Notes:

Generic Residential Cleanup Criteria (GRCC) as outlined in Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994, as amended.

Samples collected by Dixon Environmental Consulting, Inc.

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Baseline Environmental Assessment Table 1 - 2019 Soil Analytical Results Exceeding the GRCC, cont. 372 Morris Avenue, Muskegon, Michigan				
Hazardous Substance	CAS Number	Date Collected	Concentration exceeding the GRCC (µg/Kg)	Sample ID (Sample Interval)
acenaphthene	83329	9/24/2019	51,000	SB-1-19 (12.5-13.0)
acenaphthylene	208968	9/24/2019	18,000	SB-1-19 (12.5-13.0')
		9/25/2019	13,000	SB-13-19 (9.5-11.0')
		9/25/2019	7,100	SB-16-19 (7.5-8.0')
anthracene	120127	9/24/2019	100,000	SB-1-19 (12.5-13.0)
benzo(a)anthracene	56553	9/24/2019	100,000	SB-1-19 (12.5-13.0')
		9/24/2019	23,000	SB-10-19 (15.0-15.5')
		9/25/2019	59,000	SB-13-19 (9.5-11.0')
		9/25/2019	21,000	SB-16-19 (7.5-8.0')
benzo(a)pyrene	50628	9/24/2019	80,000	SB-1-19 (12.5-13.0')
		9/24/2019	2,200	SB-7-19 (18.0-18.5')
		9/24/2019	8,400	SB-9-19 (14.0-14.5')
		9/24/2019	19,000	SB-10-19 (15.0-15.5')
		9/25/2019	50,000	SB-13-19 (9.5-11.0')
		9/25/2019	49,000	SB-14-19 (13.0-13.5')
		9/25/2019	17,000	SB-16-19 (7.5-8.0')
benzo(b)fluoranthene	205992	9/24/2019	97,000	SB-1-19 (12.5-13.0')
		9/24/2019	26,000	SB-10-19 (15.0-15.5')
		9/25/2019	64,000	SB-13-19 (9.5-11.0')
		9/25/2019	43,000	SB-16-19 (7.5-8.0')
carbazole	86748	9/24/2019	1,700,000	SB-1-19 (12.5-13.0')
		9/24/2019	4,100	SB-2-19 (7.5-8.0')
		9/24/2019	2,500	SB-3-19 (7.0-7.5')
		9/24/2019	1,900	SB-5-19 (8.0-8.5')
		9/24/2019	9,700	SB-7-19 (18.0-18.5')
		9/24/2019	52,000	SB-9-19 (14.0-14.5')
		9/24/2019	130,000	SB-10-19 (15.0-15.5')
		9/24/2019	8,200	SB-11-19 (14.0-14.5')
		9/24/2019	10,000	SB-12-19 (13.5-14.0')
		9/25/2019	150,000	SB-13-19 (9.5-11.0')
		9/25/2019	4,000	SB-14-19 (13.0-13.5')
		9/25/2019	22,000	SB-16-19 (7.5-8.0')
		9/24/2019	3,500	SB-18-19 (2.5-3.0')

Notes:

Generic Residential Cleanup Criteria (GRCC) as outlined in Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994, as amended.

Samples collected by Dixon Environmental Consulting, Inc.

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Baseline Environmental Assessment Table 1 - 2019 Soil Analytical Results Exceeding the GRCC, cont. 372 Morris Avenue, Muskegon, Michigan				
Hazardous Substance	CAS Number	Date Collected	Concentration exceeding the GRCC (µg/Kg)	Sample ID (Sample Interval)
dibenzo(a,h)anthracene	53703	9/24/2019	13,000	SB-1-19 (12.5-13.0')
		9/25/2019	10,000	SB-13-19 (9.5-11.0')
		9/25/2019	2,200	SB-16-19 (7.5-8.0')
dibenzofuran	132649	9/24/2019	65,000	SB-1-19 (12.5-13.0')
		9/24/2019	1,900	SB-10-19 (15.0-15.5')
		9/25/2019	11,000	SB-13-19 (9.5-11.0')
fluoranthene	206440	9/24/2019	190,000	SB-1-19 (12.5-13.0')
		9/24/2019	15,000	SB-9-19 (14.0-14.5')
		9/24/2019	48,000	SB-10-19 (15.0-15.5')
		9/25/2019	110,000	SB-13-19 (9.5-11.0')
		9/25/2019	9,000	SB-14-19 (13.0-13.5')
		9/25/2019	30,000	SB-16-19 (7.5-8.0')
fluorene	86737	9/24/2019	72,000	SB-1-19 (12.5-13.0')
		9/25/2019	12,000	SB-13-19 (9.5-11.0')
indeno(1,2,3-cd)pyrene	193395	9/24/2019	40,000	SB-1-19 (12.5-13.0')
		9/25/2019	34,000	SB-13-19 (9.5-11.0')
		9/25/2019	30,000	SB-16-19 (7.5-8.0')
naphthalene	91203	9/24/2019	120,000	SB-1-19 (12.5-13.0')
		9/24/2019	4,400	SB-7-19 (18.0-18.5')
		9/24/2019	1,900	SB-9-19 (14.0-14.5')
		9/24/2019	2,000	SB-10-19 (15.0-15.5')
		9/24/2019	2,700	SB-12-19 (13.5-14.0')
		9/25/2019	5,200	SB-13-19 (9.5-11.0')
		9/25/2019	2,700	SB-14-19 (13.0-13.5')
		9/25/2019	2,800	SB-16-19 (7.5-8.0')
pentachlorophenol	87865	9/24/2019	2,600	SB-7-19 (18.0-18.5')
		9/25/2019	7,600	SB-16-19 (7.5-8.0')
phenanthrene	85018	9/24/2019	270,000	SB-1-19 (12.5-13.0')
		9/24/2019	4,200	SB-7-19 (18.0-18.5')
		9/24/2019	9,600	SB-9-19 (14.0-14.5')
		9/24/2019	37,000	SB-10-19 (15.0-15.5')
		9/24/2019	2,300	SB-12-19 (13.5-14.0')
		9/25/2019	87,000	SB-13-19 (9.5-11.0')
		9/25/2019	5,800	SB-14-19 (13.0-13.5')

Notes:

Generic Residential Cleanup Criteria (GRCC) as outlined in Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994, as amended.

Samples collected by Dixon Environmental Consulting, Inc.

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Baseline Environmental Assessment Table 1 - 2019 Soil Analytical Results Exceeding the GRCC, cont. 372 Morris Avenue, Muskegon, Michigan				
Hazardous Substance	CAS Number	Date Collected	Concentration exceeding the GRCC (µg/Kg)	Sample ID (Sample Interval)
benzene	71432	9/24/2019	300	SB-1-19 (12.5-13.0')
cyanide	57125	9/24/2019	3,700	SB-7-19 (18.0-18.5')
		9/25/2019	420	SB-14-19 (13.0-13.5')
		9/25/2019	110,000	SB-16-19 (7.5-8.0')

Notes:

Generic Residential Cleanup Criteria (GRCC) as outlined in Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994, as amended.

Samples collected by Dixon Environmental Consulting, Inc.

3.1.2 Groundwater Analytical Results

The chemical analysis results for the groundwater samples collected from the subject site identified concentrations of **cyanide**, the SVOCs, **2-methylnaphthalene**, **acenaphthene**, **benzo(a)anthracene**, **benzo(a)pyrene**, **benzo(b)fluoranthene**, **benzo(g,h,i)perylene**, **benzo(k)fluoranthene**, **carbazole**, **chrysene**, **dibenzofuran**, **fluoranthene**, **fluorene**, **indeno(1,2,3-cd)pyrene**, **naphthalene** and **phenanthrene**, and the VOCs, **1,2,4-trimethylbenzene**, **benzene**, **ethylbenzene** and **xylene (total)**, in excess of the GRCC. Concentrations of the SVOCs, anthracene and pyrene, and the VOCs, 1,3,5-trimethylbenzene, chloroform and toluene, were encountered above the MDL, however, were less than the GRCC. The remaining SVOCs and the remaining VOCs did not exceed the GRCC or the MDL. Table 2 below identifies the hazardous substances, CAS Numbers, sample collection dates, chemical analysis results and groundwater sample identification/depth of the 2019 samples that exceeded the GRCC.

Baseline Environmental Assessment Table 2 - 2019 Groundwater Analytical Results Exceeding the GRCC 372 Morris Avenue, Muskegon, Michigan				
Hazardous Substance	CAS Number	Date Collected	Concentration exceeding the GRCC (µg/L)	Sample ID (Sample Depth)
2-methylnaphthalene	91576	9/25/2019	39	SB-12-19 (14.1')
		9/25/2019	190	SB-14-19 (13.6')
acenaphthene	83329	9/25/2019	98	SB-14-19 (13.6')
		9/25/2019	160	SB-17-19 (5.5')
benzo(a)anthracene	56553	9/25/2019	27	SB-17-19 (5.5')

Notes:

Generic Residential Cleanup Criteria (GRCC) as outlined in Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994, as amended.

Samples collected by Dixon Environmental Consulting, Inc.

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Baseline Environmental Assessment Table 2 - 2019 Groundwater Analytical Results Exceeding the GRCC, cont. 372 Morris Avenue, Muskegon, Michigan				
Hazardous Substance	CAS Number	Date Collected	Concentration exceeding the GRCC (µg/L)	Sample ID (Sample Depth)
benzo(a)pyrene	50628	9/25/2019	32	SB-17-19 (5.5')
benzo(b)fluoranthene	205992	9/25/2019	12	SB-17-19 (5.5')
benzo(g,h,i)perylene	191242	9/25/2019	16	SB-17-19 (5.5')
benzo(k)fluoranthene	205992	9/25/2019	13	SB-17-19 (5.5')
carbazole	86748	9/25/2019	2,900	SB-12-19 (14.1')
		9/25/2019	56	SB-13-19 (15.5')
		9/25/2019	910	SB-14-19 (13.6')
		9/25/2019	510	SB-15-19 (13.9')
		9/25/2019	190	SB-17-19 (5.5')
chrysene	218019	9/25/2019	24	SB-17-19 (5.5')
dibenzofuran	132649	9/25/2019	21	SB-17-19 (5.5')
fluoranthene	206440	9/25/2019	86	SB-17-19 (5.5')
fluorene	86737	9/25/2019	27	SB-14-19 (13.6')
		9/25/2019	63	SB-17-19 (5.5')
indeno(1,2,3-cd)pyrene	193395	9/25/2019	12	SB-17-19 (5.5')
naphthalene	91203	9/25/2019	260	SB-12-19 (14.1')
		9/25/2019	66	SB-13-19 (15.5')
		9/25/2019	2,000	SB-14-19 (13.6')
		9/25/2019	530	SB-15-19 (13.9')
		9/25/2019	100	SB-17-19 (5.5')
phenanthrene	85018	9/25/2019	45	SB-14-19 (13.6')
		9/25/2019	140	SB-17-19 (5.5')
1,2,4-trimethylbenzene	95636	9/25/2019	98	SB-14-19 (13.6')
		9/25/2019	30	SB-15-19 (13.9')
benzene	71432	9/25/2019	580	SB-14-19 (13.6')
		9/25/2019	180	SB-15-19 (13.9')
		9/25/2019	99	SB-17-19 (5.5')
ethylbenzene	100414	9/25/2019	150	SB-12-19 (14.1')
		9/25/2019	1,700	SB-14-19 (13.6')
		9/25/2019	1,000	SB-15-19 (13.9')
xylenes (total)	1330207	9/25/2019	470	SB-14-19 (13.6')
		9/25/2019	570	SB-15-19 (13.9')

Notes:

Generic Residential Cleanup Criteria (GRCC) as outlined in Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994, as amended.

Samples collected by Dixon Environmental Consulting, Inc.

**Baseline Environmental Assessment
Conducted Pursuant to Section 20126(1)(c)
of 1994 PA 451, Part 201, as amended,
and the Rules promulgated thereunder**

Baseline Environmental Assessment Table 2 - 2019 Groundwater Analytical Results Exceeding the GRCC, cont. 372 Morris Avenue, Muskegon, Michigan				
Hazardous Substance	CAS Number	Date Collected	Concentration exceeding the GRCC (µg/L)	Sample ID (Sample Depth)
cyanide	57125	9/24/2019	37	SB-4-19 (17.1')
		9/25/2019	78	SB-6-19 (16.5')
		9/25/2019	34	SB-9-19 (15.5')
		9/25/2019	23	SB-10-19 (16.1')
		9/25/2019	43	SB-11-19 (14.5')
		9/25/2019	27	SB-12-19 (14.1')
		9/25/2019	290	SB-13-19 (15.5')
		9/25/2019	890	SB-14-19 (13.6')
		9/25/2019	1,400	SB-15-19 (13.9')
		9/25/2019	500	SB-16-19 (12.6')
		9/25/2019	340	SB-17-19 (5.5')

Notes:

Generic Residential Cleanup Criteria (GRCC) as outlined in Part 201 of the Natural Resources and Environmental Protection Act, Michigan Public Act 451 of 1994, as amended.

Samples collected by Dixon Environmental Consulting, Inc.

3.2 Analytical Results Documentation

The laboratory analytical data sheets and chain-of-custody documentation for the August 1984 through July 1993 subsurface investigations were presented in various reports completed to support the Remedial Action Plan (RAP) for the MichCon-Lakey Foundry State Hazardous Waste Site prepared by Earth Tech on June 9, 1995 and supporting information provided on November 22, 1996.

The laboratory analytical data sheets and chain-of-custody documentation for the December 1996 and March 1997 subsurface investigations were presented in the Area-Wide Assessment of Historic Fill of Muskegon Lake Shoreline Summary Report completed by Superior Environmental Corp. in September 23, 2008.

The laboratory analytical data sheets and chain-of-custody documentation for the September 2019 subsurface investigation were presented in the 2019 Phase II ESA included as Appendix D.

**Baseline Environmental Assessment
Conducted Pursuant to Section 20126(1)(c)
of 1994 PA 451, Part 201, as amended,
and the Rules promulgated thereunder**

4.0 Identification of the Author of the BEA

Ms. Jennifer L. Knuth is a Project Scientist at Dixon Environmental Consulting, Inc. (DEC). DEC is located at 1560 North Taylor Avenue, Grand Rapids, Michigan 49505. The phone number is (616) 742-5511. Ms. Knuth has 17 years of experience as an environmental professional, consultant and project manager. Ms. Knuth received a Bachelor of Applied Science in Industrial Design from ITT Technical Institute.

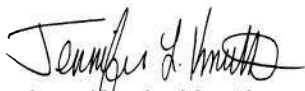
Ms. Knuth's Project Management experience includes conducting Phase I Environmental Site Assessments under the latest ASTM International Standard Practice 1527 and latest Federal All Appropriate Inquiry scoped assessments and Phase II ESAs. In addition, Ms. Knuth has conducted numerous Baseline Environmental Assessments and Due Care Analysis and Plan reports.

Ms. Knuth declares that, to the best of her professional knowledge and belief, she meets the definition of Environmental Professional as defined in §312.10 of 40 CFR Part 312 and she has the specific qualifications based on education, training and experience to assess a property of the nature, history and setting of the subject property. She has developed and performed the all appropriate inquiries in conformance with the standards and practices set forth in 40 CFR Part 312.

This Baseline Environmental Assessment (BEA) for the Commercial Property located at 372 Morris Avenue, Muskegon, Muskegon County, Michigan (Tax Parcel Identification Number: 61-24-205-563-0008-10) was prepared by Ms. Jennifer L. Knuth, Project Scientist at Dixon Environmental Consulting, Inc. and completed on October 24, 2019.

Foundry Square, LLC and Great Lakes Development Group, LLC may use and rely on the results and conclusions of this BEA. No other parties may use or rely on the information without client approval and written permission from Dixon Environmental Consulting, Inc.

**REPORT PREPARED BY:
DIXON ENVIRONMENTAL CONSULTING, INC.**


Jennifer L. Knuth
Project Scientist

**Baseline Environmental Assessment
Conducted Pursuant to Section 20126(1)(c)
of 1994 PA 451, Part 201, as amended,
and the Rules promulgated thereunder**

5.0 All Appropriate Inquiry/ASTM Phase I Environmental Site Assessment

The purpose of conducting an environmental assessment of a parcel of commercial real estate is to permit a user to satisfy one of the requirements to qualify for the innocent landowner, contiguous property owner, or bona fide prospective purchaser limitations within the scope of the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA). This practice constitutes all appropriate inquiry into the previous ownership and uses of the property consistent with good commercial or customary practice as defined at 42 U.S.C. §9601(35)(B).

In defining a standard of good commercial and customary practice for conducting an environmental site assessment of a parcel of property, the goal of the processes established by this practice is to identify recognized environmental conditions. The term recognized environmental conditions means the presence or likely presence of any hazardous substances or petroleum products on a property under conditions that indicate an existing release, a past release, or a material threat of a release of any hazardous substances or petroleum products into structures on the property or into the ground, ground water, or surface water of the property. The term includes hazardous substances or petroleum products even under conditions in compliance with laws. The term is not intended to include de minimis conditions that generally do not present a threat to human health or the environment and that generally would not be the subject of an enforcement action if brought to the attention of appropriate governmental agencies. Conditions determined to be de minimis are not recognized environmental conditions.

A hazardous substance as defined by the MDEQ means one or more of the following, but does not include fruit, vegetable, or field crop residuals or processing by-products, or aquatic plants, that are applied to the land for an agricultural use or for use as an animal feed, if the use is consistent with generally accepted agricultural management practices developed pursuant to the Michigan right to farm act, 1981 PA 93, MCL 286.471 to 286.474:

- (i) Any substance that the department demonstrates, on a case by case basis, poses an unacceptable risk to the public health, safety, or welfare, or the environment, considering the fate of the material, dose-response, toxicity, or adverse impact on natural resources.
- (ii) Hazardous substance as defined in the comprehensive environmental response, compensation, and liability act, 42 USC 9601 to 9675.
- (iii) Hazardous waste as defined in part 111.

**Baseline Environmental Assessment
Conducted Pursuant to Section 20126(1)(c)
of 1994 PA 451, Part 201, as amended,
and the Rules promulgated thereunder**

(iv) Petroleum as described in part 213.

As part of the Phase I ESA, Nederveld, Inc. conducted a historical investigation and a reconnaissance walkover concentrating primarily on the site conditions and activities performed at the subject site. In addition, Nederveld, Inc. interviewed former owners of the subject Property to identify if any hazardous substances or petroleum products may have been utilized. The Phase I ESA was performed utilizing methodology of the ASTM International Standard E 1527-13, All Appropriate Inquiry standard. A summary of the site features identified during the site walkover are included in Section 5.2 of the Phase I ESA. The Phase I ESA is included as Appendix B.

**Baseline Environmental Assessment
Conducted Pursuant to Section 20126(1)(c)
of 1994 PA 451, Part 201, as amended,
and the Rules promulgated thereunder**

6.0 References

Information available from the Department of Environment, Great Lakes and Energy (Formerly Michigan Department of Environmental Quality [MDEQ]), Remediation and Redevelopment Division Freedom of Information Act Request.

Commitment for Title Insurance issued by Transnation Title Agency on December 28, 2018 (Commitment Number: 263607LKS).

Phase I Environmental Site Assessment, Commercial Property, 372 Morris Avenue, Muskegon, Muskegon County, Michigan, completed by Dixon Environmental Consulting, Inc. on March 18, 2019.

Phase II Environmental Site Assessment, Commercial Property, 372 Morris Avenue, Muskegon, Muskegon County, Michigan, completed by Dixon Environmental Consulting, Inc. on October 8, 2019.

Phase I Environmental Site Assessment, Commercial Property, 372 Morris Avenue, Muskegon, Muskegon County, Michigan, completed by Dixon Environmental Consulting, Inc. on October 23, 2019.

Review of United States Geological Survey (USGS), 7.5-Minute Quadrangle Maps titled Dalton, Michigan; Muskegon East, Michigan; Muskegon West, Michigan and Twin Lake, Michigan (attained from DeLorme 3-D Quads™ Copyright © 1999);

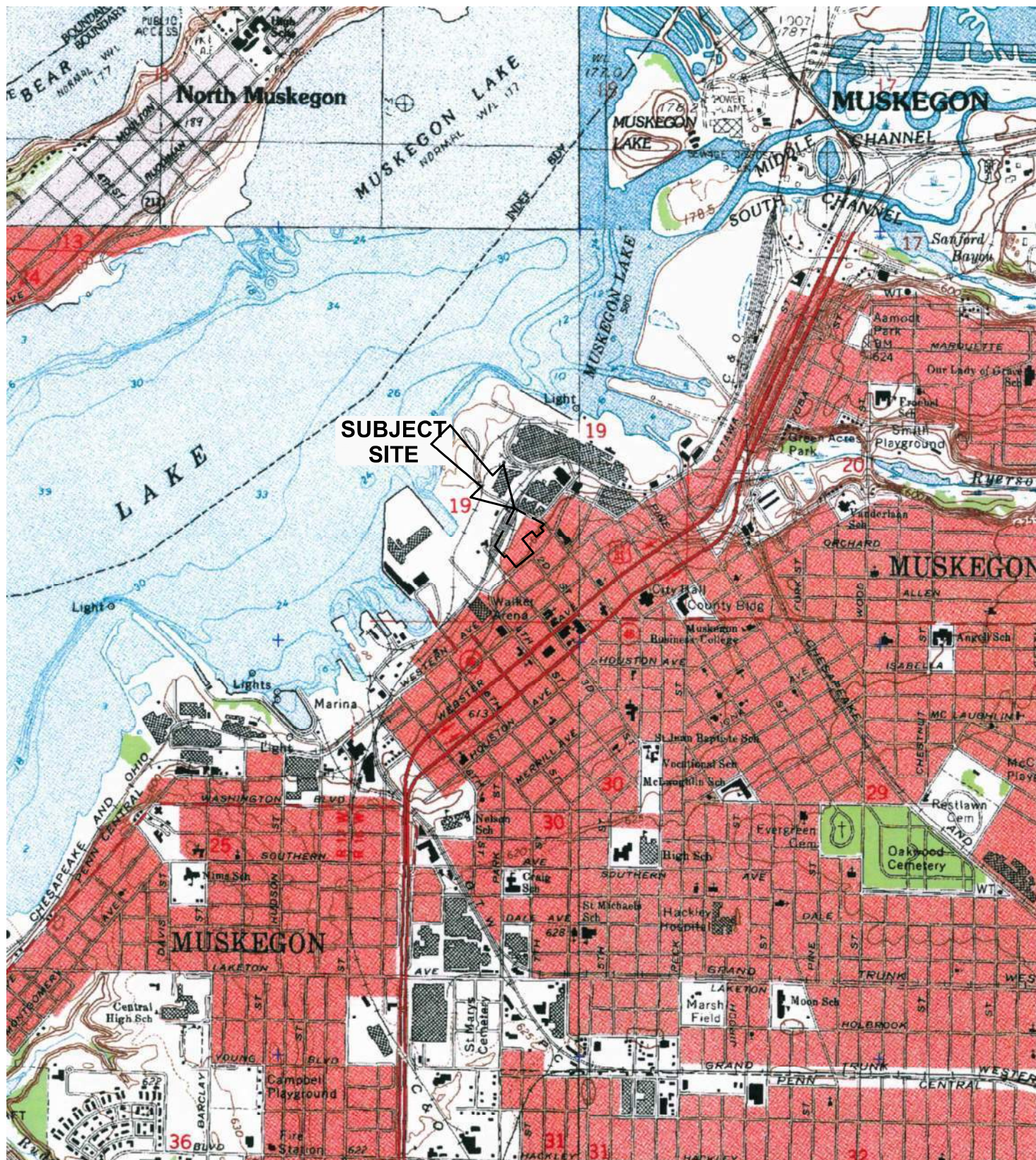
Administrative Rules for Part 201 of the Natural Resources and Environmental Protection Act 1994 PA 451, as amended.

Michigan Department of Environmental Quality, Remediation and Redevelopment Division Baseline Environmental Assessment Submittal Form EQP 4025 and Contents of BEA Report, as amended;

Michigan Department of Environmental Quality, Remediation and Redevelopment Division Cleanup Criteria Requirements for Response Activity, as amended;

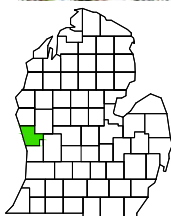
Michigan Department of Environmental Quality, Remediation and Redevelopment Division Operational Memorandum No. 2: Sampling and Analysis dated October 22, 2004;

Michigan Department of Environmental Quality, Remediation and Redevelopment Division Instructions for Preparing and Disclosing Baseline Environmental Assessments and Section 7A Compliance Analyses to the Michigan Department of Natural Resources and Environment and for Request for Optional Determinations dated March 11, 1999.



**SUBJECT
SITE**

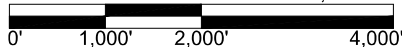
USGS 7.5 MINUTE QUADRANGLE MAPS: DALTON, MICHIGAN; MUSKEGON EAST, MICHIGAN; MUSKEGON WEST, MICHIGAN AND TWIN LAKE, MICHIGAN



MUSKEGON COUNTY, MICHIGAN

PROJECT NUMBER: 19-10-007 | DATE: 10/23/2019

APPROXIMATE SCALE: 1" = 2,000'



PHASE I ENVIRONMENTAL SITE ASSESSMENT

FIGURE 1 - PROJECT LOCATION MAP



COMMERCIAL PROPERTY
372 MORRIS AVENUE
MUSKEGON, MICHIGAN

FORMER LAKEY FOUNDRY
[SHWS, CERCLA - NFRAP, BF AND BEA]

FORMER LAKEY FOUNDRY
HWS, CERCLA - NFRAP, BF AND BEA]

LEGEND

- | | |
|-----------------|---|
| --- | SUBJECT SITE BOUNDARY |
| --- | BUILDING STRUCTURE |
| UP* | UTILITY POLE |
| CB* | STORMWATER CATCHBASIN |
| FH* | FIRE HYDRANT |
| 'M | MANHOLE |
| SHWS | STATE HAZARDOUS WASTE SITE |
| CHCCA-
NFRAP | COMPREHENSIVE ENVIRONMENTAL RESPONSE COMPENSATION AND LIABILITY
ACT - NO FURTHER REMEDIAL ACTION PLANNED SITE |
| BF* | BROWNFIELD SITE |
| BEA | BASELINE ENVIRONMENTAL ASSESSMENT SITE |
| UST | UNDERGROUND STORAGE TANK SITE |
| --- | HISTORICAL MUSKIEGON LAKE SHORELINE |
| --- | FILL MATERIAL LIMITS |
| --- | RESTRICTIVE COVENANT AREA (RESTRICTIVE COVENANTS ARE INCLUDED IN
APPENDIX B OF THE PHASE I ENVIRONMENTAL SITE ASSESSMENT.) |

SEE APPENDIX B OF THE PHASE I ENVIRONMENTAL SITE ASSESSMENT FOR STANDARD RESOURCES, HISTORICAL RESOURCES AND PREVIOUS ENVIRONMENTAL INVESTIGATIONS FOR ADDITIONAL SITE DETAILS. SOIL/GROUNDWATER SAMPLE LOCATIONS AND ANALYTICAL RESULTS.

THE DETAILS DEPICTED ON THIS DIAGRAM ARE APPROXIMATE LOCATIONS BASED ON THE AVAILABLE AERIAL PHOTOGRAPHS. STANDARD HISTORICAL RESOURCES AND/OR FIELD OBSERVATIONS.

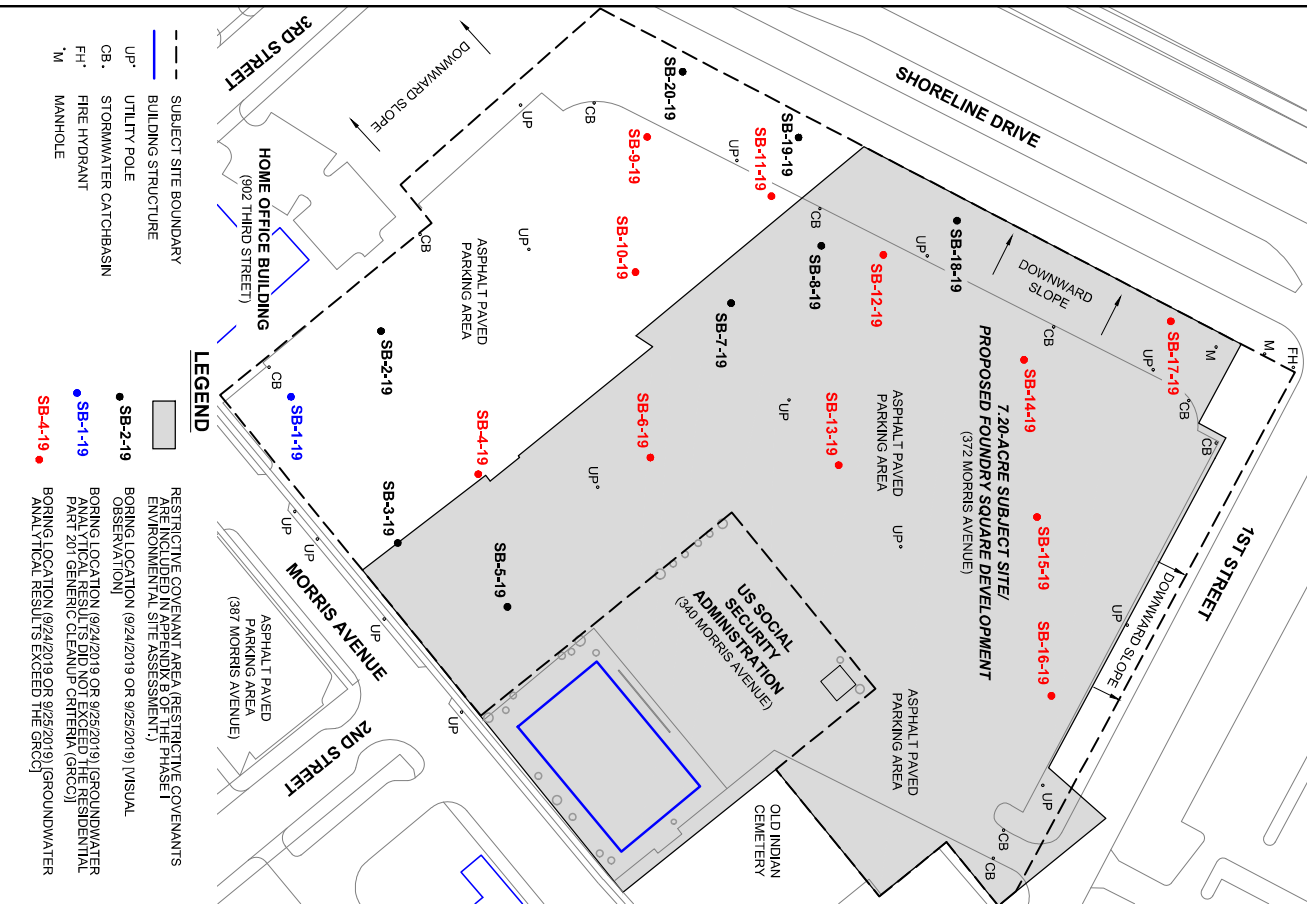
FEATURES IN RED DENOTE RECOGNIZED ENVIRONMENTAL CONDITIONS.

PHASE I ENVIRONMENTAL SITE ASSESSMENT

FIGURE 2 - SITE VICINITY DIAGRAM



COMMERCIAL PROPERTY
372 MORRIS AVENUE
MUSKEGON, MICHIGAN



GROUNDWATER ANALYTICAL RESULTS TABLE													
CONSTITUENT	CAS NUMBER	SB-1-19 (15.7)	SB-4-19 (17.1)	SB-6-19 (16.5)	SB-9-19 (15.5)	SB-10-19 (16.1)	SB-11-19 (14.5)	SB-12-19 (14.1)	SB-13-19 (15.5)	SB-14-19 (13.6)+	SB-15-19 (13.9)+	SB-16-19 (12.6)	SB-17-19 (5.5)
DATE SAMPLED		9/24/19	9/24/19	9/25/19	9/25/19	9/25/19	9/25/19	9/25/19	9/25/19	9/25/19	9/25/19	9/25/19	9/25/19
SEMI-VOLATILE ORGANIC COMPOUNDS (SVOCs) (µg/L)													
2-METHYLNAPHTHALENE	91576	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	190	<5.0	<5.0	13
ACENAPHTHENE	83329	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	98	<5.0	<5.0	100
ANTHRACENE	120127	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	38.5
BENZOPHANTHRENE	96553	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	4.3
BENZOPHANTHRENE	50328	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	2.1
BENZOPHANTHRENE	205992	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	32
BENZOPHANTHRENE	191242	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	16
BENZOPHANTHRENE	207089	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	12
BENZOPHANTHRENE	86748	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	2,900	56	910	190
CHRYSENE	218019	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	4.0
DIBENZOFURAN	132649	<4.0	<4.0	<4.0	<4.0	<4.0	<4.0	<4.0	<4.0	<4.0	<4.0	<4.0	1.6
FLUORANTHENE	206440	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	24
FLUORANTHENE	86737	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	27	<5.0	<5.0	86
INDENOT 2,3-DIOPYRENE	193395	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	12
NAPHTHALENE	91203	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	260	66	2,000	530
PHENANTHRENE	85018	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	<2.0	45
PYRENE	129000	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	<5.0	140
REMAINING SVOCs	-	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	<5.0	<5.0	<5.0	95
VOLATILE ORGANIC COMPOUNDS (VOCs) (µg/L)													
1,2,4-TRIMETHYLBENZENE	95535	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	17	7.1	98	30
1,3,5-TRIMETHYLBENZENE	108678	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	1.7	2.4	<20	<10
BENZENE	71432	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	1.7	580	180	99
CHLOROFORM	67663	3.1	1.5	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	80.4
ETHYLBENZENE	100414	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	150	2.5	1,700	1,000
TOLUENE	108883	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	<1.0	13
XYLENES (TOTAL)	1330207	<3.0	<3.0	<3.0	<3.0	<3.0	<3.0	<3.0	<3.0	31.4	16.9	470	570
REMAINING VOCs	-	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL
CYANIDE (µg/L)	57125	<5.0	37	78	34	23	43	27	290	890	1,400	500	340
													5.2

TABLE NOTES:

GRCC - RESIDENTIAL PART 201 GENERIC CLEANUP CRITERIA AS OUTLINED IN THE REMEDIATION AND REDEVELOPMENT DIVISION CLEANUP CRITERIA REQUIREMENTS FOR RESPONSE ACTIVITY TABLES EFFECTIVE JUNE 25, 2018.

SAMPLE DATA IN RED EXCEEDS THE CURRENT GRCC.

(µg/L) - MICROGRAMS PER LITER.

BDL - BELOW LABORATORY METHOD DETECTION LIMITS.

A - DRINKING WATER CRITERIA.

B - GROUNDWATER SURFACE WATER INTERFACE CRITERIA.

C - WATER SOLUBILITY.

++ DUE TO MATRIX INTERFERENCE, THE LABORATORY DILUTED THE SAMPLE WHICH ELEVATED THE METHOD DETECTION LIMIT.

DIAGRAM NOTES:

THIS DIAGRAM IS NOT A LEGAL SURVEY.

THE DETAIL IS DEPICTED ON THIS DIAGRAM ARE APPROXIMATE LOCATIONS BASED ON THE AVAILABLE AERIAL PHOTOGRAPHS, STANDARD HISTORICAL RECORDS AND/OR FIELD OBSERVATIONS.

HISTORICAL MUSKEGON LAKE SHORELINE AND FILL MATERIAL LIMITS OBTAINED FROM THE SEPTEMBER 2018 MUSKEGON LAKE SHORELINE AND FILL MATERIAL ASSESSMENT OF HISTORIC FILL OF MUSKEGON LAKE SHORELINE COMPLETED BY SUPERIOR REGIONAL ENVIRONMENTAL AND ENVIRONMENTAL RESOURCE MANAGEMENT.

PROJECT NUMBER: 19-01-0088 | DATE: 10/8/2019

APPROXIMATE SCALE: 1" = 100'

PHASE II ENVIRONMENTAL SITE ASSESSMENT

FIGURE 4 - GROUNDWATER SAMPLE DETAIL DIAGRAM

COMMERCIAL PROPERTY
372 MORRIS AVENUE
MUSKEGON, MICHIGAN

ATTACHMENT B
Brownfield Plan Amendment Resolution

ATTACHMENT C
Development and/or Reimbursement Agreement