STATE OF NORTH CAROLINA	IN THE GENERAL COURT OF JUSTICE SUPERIOR COURT DIVISION
COUNTY OF BLADEN	17 CVS 580

STATE OF NORTH CAROLINA, *ex rel.*, MICHAEL S. REGAN, SECRETARY, NORTH CAROLINA DEPARTMENT OF ENVIRONMENTAL QUALITY, Plaintiff, v. THE CHEMOURS COMPANY FC, LLC, Defendant.	)	**AMENDED COMPLAINT AND MOTION FOR PRELIMINARY INJUNCTIVE RELIEF**

The State of North Carolina, complaining of the Defendant, alleges and says:

INTRODUCTION

1. This Amended Complaint represents the culmination of a months-long investigation by the North Carolina Department of Environmental Quality's ("DEQ's") Division of Water Resources ("DWR"), Division of Waste Management ("DWM"), and Division of Air Quality ("DAQ"), into Defendant The Chemours Company FC, LLC's ("Chemours'") unlawful release of chemical products, intermediaries, and byproducts from its manufacturing processes into the environment. Chemours has contaminated and continues to contaminate North Carolina's air, surface water, and groundwater through the release of "GenX" or "C3 Dimer Acid," which the U.S. Environmental Protection Agency ("EPA") and the North Carolina Department of Health and Human Services ("DHHS") have recognized may present an unreasonable risk of injury to human health and the environment.

2. For decades Chemours and/or its predecessor E. I. DuPont de Nemours & Company, Inc. ("DuPont") have been discharging GenX into the Cape Fear River. Despite knowledge of health risks associated with GenX, Chemours failed to disclose the presence of GenX in its process wastewater, and even made statements that misled DEQ as to the presence of GenX in its process wastewater. While DEQ has partially suspended Chemours' discharge permit to prevent the discharge of process wastewater from Chemours' manufacturing processes, DEQ continues to detect concentrations of GenX in the effluent being discharged from the Fayetteville Works facility's outfall into the Cape Fear River.

3. Chemours has also caused significant and widespread groundwater contamination. DEQ has detected levels of GenX in groundwater that exceed by orders of magnitude the regulatory limit set forth in North Carolina's groundwater rules as well as the provisional health goal set by the DHHS. GenX has been measured in concentrations as high as 640,000 ng/L in the groundwater beneath the Fayetteville Works facility and 4,000 ng/L in private drinking water wells. Elevated concentrations of GenX have been found in private drinking water wells over three miles from the Fayetteville Works facility.

4. DEQ has also determined that Chemours has emitted and continues to emit GenX and related compounds into the air at levels that far exceed emission rates previously reported to DEQ. GenX emissions from the Fayetteville Works facility, which are deposited on the land surface in rainwater, constitute a significant source of Chemours' ongoing violations of North Carolina's groundwater rules. In fact, GenX has been detected in rainwater in concentrations as high as 810 ng/L at a distance of five miles from the Facility. GenX has been detected in rainwater as far as seven miles from the Fayetteville Works facility.

5. The State filed its original Complaint in this matter on September 7, 2017 based on the information available to the State at the time. As detailed in this Amended Complaint, the State now has additional evidence regarding the extent of contamination caused by Chemours' release of GenX into the environment. It is now evident that a primary source of surface water and groundwater contamination in and around the Fayetteville Works facility is Chemours' ongoing emissions of GenX and related compounds into the atmosphere and the deposition of those compounds onto the land and waters of the State.

6. The State is entitled to injunctive relief to prevent and abate Chemours' ongoing degradation of North Carolina's natural resources.

PARTIES

7. Plaintiff is the sovereign State of North Carolina. This action is being brought on the relation of Michael S. Regan, Secretary of DEQ, the State agency established pursuant to N.C. Gen. Stat. § 143B-279.1 *et seq.*, and vested with the statutory authority to enforce the State's environmental protection laws, including laws enacted to protect the water quality of the State. DWR, DWM, and DAQ are divisions within DEQ and all actions taken by DWR, DWM, or DAQ are actions of the Plaintiff.

8. Defendant Chemours is a Delaware limited liability company registered and doing business in North Carolina. Defendant owns and operates a facility known as the Fayetteville Works ("Facility") located at 22828 NC Highway 87 W, Fayetteville, Bladen County, North Carolina, which is the subject of this action.

JURISDICTION

9. The Superior Court has jurisdiction over this action for injunctive relief for existing

or threatened violations of various laws and rules governing the protection of water quality pursuant to N.C. Gen. Stat. § 143-215.6C and air quality pursuant to N.C. Gen. Stat. § 143-114C. Furthermore, jurisdiction for injunctive relief sought to compel enforcement of a statute or regulation rests in the Superior Court pursuant to N.C. Gen. Stat. § 7A-245(a)(2) and N.C. Gen. Stat. § 1-493.

VENUE

10. Bladen County, North Carolina is a proper venue for this action because a significant portion of the violations or threatened violations that are the subject of this action for injunctive relief have occurred, are occurring, and may continue to occur at Chemours' Fayetteville Works facility in Bladen County. N.C. Gen. Stat. § 143-215.6C; N.C. Gen. Stat. § 143-114C.

LEGAL BACKGROUND

I. The Clean Water Act and North Carolina's NPDES Program

11. The Federal Clean Water Act prohibits any person from discharging pollutants into surface waters without first obtaining an appropriate permit. 33 U.S.C. § 1311. All persons are therefore required to obtain a National Pollution Discharge Elimination System ("NDPES") permit prior to the discharge of pollutants into surface waters through a point source. 33 U.S.C. § 1342.

12. Like other federal environmental programs, the Clean Water Act was designed to incorporate principles of cooperative federalism, authorizing individual states to assume responsibility for implementation of an NPDES Program upon statutory authorization and application to the United States Environmental Protection Agency ("EPA"). 33 U.S.C. § 1342(b).

13. EPA approved North Carolina's NPDES program in 1975. North Carolina's NPDES program is carried out in part pursuant to a Memorandum of Agreement between the State

and EPA. *See National Pollution Discharge Elimination System Memorandum of Agreement Between the State of NC and the US EPA Region 4* (October 15, 2007) ("MOA"), *available at* https://www.epa.gov/sites/production/files/2013-09/documents/nc-moa-npdes.pdf.

14. As recognized in the MOA, North Carolina has authority to take action to enforce violations of 33 U.S.C. § 1311 of the Clean Water Act, which prohibits the unpermitted discharge of pollutants into surface waters. MOA § VI.A.2.a; N.C. Gen. Stat. § 143-215.1.

15. North Carolina's statutes implementing the NPDES program are set forth in Article 21 of Chapter 143 of the North Carolina General Statutes.

16. North Carolina's water quality statutes and the rules adopted under them are designed to further the public policy of the State, as stated in N.C. Gen. Stat. § 143-211, "to provide for the conservation of its water and air resources . . . [and], within the context of this Article [21] and Articles 21A and 21B of this Chapter [143], to achieve and to maintain for the citizens of the State a total environment of superior quality."

17. North Carolina's primary statute for implementing its NPDES permitting program is N.C. Gen. Stat. § 143-215.1, which requires a permit from the Environmental Management Commission ("EMC") before any person can "make any outlet into waters of the state," or

> [c]ause or permit any waste, directly or indirectly, to be discharged to or in any manner intermixed with the waters of the State in violation of the water quality standards applicable to the assigned classifications or in violation of any effluent standards or limitations established for any point source, unless allowed as a condition of any permit . . . .

18. The EMC has the power to issue permits with such conditions as the EMC believes are necessary to achieve the purposes of Article 21 of Chapter 143 of the General Statutes, including NPDES permits. N.C. Gen. Stat. § 143-215.1(b). The EMC also has the power "[t]o

make rules implementing Article[] 21" including standards and procedures to implement North Carolina's NPDES program. N.C. Gen. Stat. § 143B-282 *et seq.*

19. The EMC has adopted rules that delegate the authority to issue NPDES permits to DWR.

20. The regulations implementing the State's NPDES permitting process are set forth in Subchapter 2H of Title 15A of the North Carolina Administrative Code. Under these rules, the permit applicant has "the burden of providing sufficient evidence to reasonably ensure that the proposed system will comply with all applicable water quality standards." 15A N.C.A.C. 2H .0112(c). These rules further provide that "no permit may be issued when the imposition of conditions cannot reasonably ensure compliance with applicable water quality standards." *Id.*

21. Part of the permit applicant's burden in this regard is to disclose all relevant information, such as the presence of known constituents in a discharge that pose a potential risk to human health. The permit applicant is required to disclose "all known toxic components that can be reasonably expected to be in the discharge, including *but not limited to* those contained in a priority pollutant analysis." 15A N.C.A.C. 2H .0105(j) (emphasis added).

22. While the North Carolina Administrative Code does not contain a definition of "toxic component," North Carolina water quality regulations define "toxic substance" to include:

> any substance or combination of substances (including disease-causing agents), which after discharge and upon exposure, ingestion, inhalation, or assimilation into any organism, either directly from the environment or indirectly by ingestion through food chains, has the potential to cause death, disease, behavioral abnormalities, cancer, genetic mutations, physiological malfunctions (including malfunctions or suppression in reproduction or growth) or physical deformities in such organisms or their offspring.

15A N.C.A.C. 2B .0202(64).

23. These disclosure obligations do not cease upon issuance of a permit. Rather, they

are ongoing. Pursuant to NPDES Standard Permit Condition II.E.8, "Where the Permittee becomes aware that it failed to submit any relevant facts in a permit application . . . or in any report to the Director, it shall promptly submit such facts or information." *See* NPDES Standard Permit Conditions, attached hereto and incorporated herein as Exhibit 1; *see also* 40 C.F.R. 122.41(1)(8).

24. These disclosure obligations are critical, in part, because they define the scope of the Clean Water Act's "permit shield." While compliance with the express terms of an NPDES permit generally "shields" the permittee from liability for violations of 33 U.S.C. § 1311, the permit does not shield the permittee from liability where the pollutant being discharged was not within the "reasonable contemplation" of the permitting agency when it issued the permit due to nondisclosure by the permittee. 33 U.S.C. § 1342(k); *see also Piney Run Pres. Ass'n v. Cty. Comm'rs of Carroll Cty., MD*, 268 F.3d 255, 265 (4th Cir. 2001). Indeed, EPA's guidance regarding the permit shield provides that a permit only "provides authorization and therefore a shield for . . . pollutants resulting from facility processes, waste streams and operations that have been *clearly identified* in the permit application process when discharged from specified outfalls." *EPA, Revised Policy Statement on Scope of Discharge Authorization and Shield Associated with NPDES Permits, available at* https://www3.epa.gov/npdes/pubs/owm0131.pdf (emphasis added).

25. The importance and accuracy of disclosures to the agency is underscored by the signatory requirements set forth in NPDES Permit Standard Conditions and 40 CFR 122.22, which require all "applications, reports or information submitted to [DEQ]" to be signed by a responsible official and accompanied by the following certification:

> I certify, under penalty of law, that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those

> persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, *true, accurate and complete*. I am aware that there are significant penalties for submitting false information, including the possibility of fines and imprisonment for knowing violations.

See Exhibit A § II.B.11.d (emphasis added).

26. The NPDES Standard Permit Conditions also impose a duty on permittees to take "all reasonable steps to minimize or prevent any discharge . . . in violation of this permit with a reasonable likelihood of adversely affecting human health or the environment." Exhibit A § II.B.2.

II. Surface Water Classifications and Standards

27. North Carolina's water quality program takes a three-pronged approach to protecting North Carolina's surface waters. First, it establishes surface water classifications based on the "best uses" of surface waters. *See* 15A N.C.A.C. 2B .0101; N.C. Gen. Stat. § 143-214.1(b). Second, it establishes water quality standards for each classification in Subchapter 2B of Title 15A of the North Carolina Administrative Code ("2B Rules") to protect the assigned uses of each classification. *See, e.g.*, 15A N.C.A.C. 2B .0216(1), 15A N.C.A.C. 2B .0211. And third, it assigns these classifications to individual segments of surface waters throughout the State. *See* 15A N.C.A.C. 2B .0201.

28. The relevant segment of the Cape Fear River into which the Facility's discharge flows is classified as "Class WS-IV." The best usage of WS-IV waters is defined as "a source of water supply for drinking, culinary, or food-processing purposes . . . and any other best usage specified for Class C waters." 15A N.C.A.C. 2B .0216(1). Best usage for Class C waters includes "aquatic life propagation and maintenance of biological integrity (including fishing and fish), wildlife, secondary recreation, [and] agriculture." 15A N.C.A.C. 2B .0211(1). "Sources of water pollution that preclude any of these uses on either a short term or long term basis shall be

considered to be violating a water quality standard." 15A N.C.A.C. 2B .0211(2), 2B .0216(2).

29. Class C and WS-IV Waters are also subject to "Water Quality Standards for Toxic Substances." 15A N.C.A.C. 2B .0208. Pursuant to 15A N.C.A.C. 2B .0208, "the concentration of toxic substances, either alone or in combination with other wastes, in surface waters shall not render waters injurious to aquatic life or wildlife, recreational activities, public health, or impair the waters for any designated uses." Specifically, "the concentration of toxic substances shall not exceed the level necessary to protect human health through exposure routes of fish tissue consumption, water consumption, or other route identified as appropriate for the water body." 15A N.C.A.C. 2B .0208(a)(2).

III. North Carolina's Groundwater Rules

30. In addition to regulating surface waters, the EMC has promulgated rules in 15A N.C.A.C. Subchapter 2L (the "2L Rules" or "groundwater rules") that "establish a series of classifications and water quality standards applicable to the groundwaters of the State." 15A N.C.A.C. 2L .0101(a). "Groundwaters" are defined in the 2L Rules as "those waters occurring in the subsurface under saturated conditions," 15A N.C.A.C. 2L .0102(11), and "groundwater" is included in the statutory definition of "waters," N.C. Gen. Stat. § 143-212.

31. The 2L Rules "are applicable to all activities or actions, intentional or accidental, which contribute to the degradation of groundwater quality, regardless of any permit issued by a governmental agency authorizing such action or activity," except in certain situations not applicable here. 15A N.C.A.C. 2L .0101(b).

32. The 2L Rules "are intended to maintain and preserve the quality of the groundwaters, prevent and abate pollution and contamination of the waters of the state, protect

public health, and permit management of the groundwaters for their best usage by the citizens of North Carolina." 15A N.C.A.C. 2L .0103(a). The policy section of the 2L Rules provides further that

> [i]t is the policy of the Commission that the best usage of the groundwaters of the state is as a source of drinking water. These groundwaters generally are a potable source of drinking water without the necessity of significant treatment. It is the intent of these Rules to protect the overall high quality of North Carolina's groundwaters to the level established by the standards and to enhance and restore the quality of degraded groundwaters where feasible and necessary to protect human health and the environment, or to ensure their suitability as a future source of drinking water.

Id.

33. The policy section of the 2L Rules provides further that "[n]o person shall conduct or cause to be conducted, any activity which causes the concentration of any substance to exceed that specified in Rule .0202 of this Subchapter, except as authorized by the rules of this Subchapter." 15A N.C.A.C. 2L .0103(d).

34. "Contaminant" is defined in the 2L Rules as "any substance occurring in groundwater in concentrations which exceed the groundwater quality standards specified in Rule .0202 of the Subchapter." 15A N.C.A.C. 2L .0102(4).

35. "Natural conditions" are defined in the 2L Rules as "the physical, biological, chemical and radiological conditions which occur naturally." 15A N.C.A.C. 2L .0102(16).

36. The 2L Rules establish "the maximum allowable concentrations resulting from any discharge of contaminants to the land or waters of the state, which may be tolerated without creating a threat to human health or which would otherwise render the groundwater unsuitable for its intended best usage." 15A N.C.A.C. 2L .0202(a).

37. With certain exceptions not relevant here, "substances which are not naturally

occurring and for which no standard is specified shall not be permitted in concentrations at or above the practical quantitation limit" in groundwaters. 15A N.C.A.C. 2L .0202(c).

38. The "practical quantitation limit" or "PQL" is defined as "the lowest concentration of a given material that can be reliably achieved among laboratories within specified limits of precision and accuracy by a given analytical method during routine laboratory analysis." 15A N.C.A.C. 2L .0102(15).

39. "Any person conducting or controlling an activity that results in the discharge of a waste or hazardous substance or oil to the groundwaters of the State, or in proximity thereto, shall take action upon discovery to terminate and control the discharge, mitigate any hazards resulting from exposure to the pollutants and notify the Department." 15A N.C.A.C. 2L .0106(b).

40. Pursuant to the 2L Rules, "[i]nitial response required to be conducted prior to or concurrent with the assessment required" as set forth above "shall include" among other things,

> (2) abatement, containment, or control of the migration of contaminants; (3) removal, treatment, or control of any primary pollution source such as buried waste, waste stockpiles, or surficial accumulations of free products; (4) removal, treatment, or control of secondary pollution sources that would be potential continuing sources of pollutants to the groundwaters, such as contaminated soils and non-aqueous phase liquids.

15A N.C.A.C. 2L .0106(f).

IV. Air Quality Laws

41. Title V of the Federal Clean Air Act, 42 U.S.C. § 7661 *et seq*. requires major sources of air pollutants to obtain and operate in compliance with an operating permit. A Title V operating permit generally incorporates all applicable state and federal air quality requirements into a single permit, including emissions standards, monitoring requirements, record keeping requirements, and reporting requirements.

42. North Carolina has received approval from EPA to operate a Title V program and the General Assembly has delegated authority to the EMC to promulgate rules for that purpose. N.C. Gen. Stat. §§ 143-215.107(a)(10), 143-215.3(c); 40 CFR Part 70, Appendix A ("Approval Status of State and Local Operating Permit Programs").

43. Each major source subject to Title V is required to submit annual emissions inventories to DEQ detailing the facility's actual emissions of various air pollutants into the environment for the previous calendar year. 15A NCAC 2Q .0207. The accuracy of these reports is required to be certified by a responsible official from the facility. *Id.*

44. The purposes of North Carolina's air quality program are set forth in N.C. Gen. Stat. § 143-215.105, which incorporates by reference the policy goals set forth in Article 21 of Chapter 143 of the North Carolina General Statutes ("Water and Air Resources"). As described in Article 21, the General Assembly intended for North Carolina's water quality and air quality programs to provide an integrated scheme for ensuring protection of public health and natural resources. The statute provides that "water and air resources of the State belong to the people, [and] the General Assembly affirms the State's ultimate responsibility for the preservation and development of these resources in the best interest of all its citizens and declares the prudent utilization of these resources to be essential to the general welfare." N.C. Gen. Stat. § 143-211(a). The statute further requires that "[s]tandards of water and air purity shall," among other things, "be designed to protect human health, to prevent injury to plant and animal life, to prevent damage to public and private property." N.C. Gen. Stat. § 143-211(c).

45. The EMC has delegated authority to the Director of the DAQ to terminate, modify or revoke any Title V permit if necessary to carry out these purposes. 15A NCAC

2Q .0519.

V. Standard for Injunctive Relief Under N.C. Gen. Stat. § 143-215.6C and N.C. Gen. Stat. § 143-215.114C

46. Whenever DEQ has reasonable cause to believe that any person has violated or is threatening to violate any of the provisions of the State's water quality laws or administrative rules, DEQ is authorized to "request the Attorney General to institute a civil action in the name of the State upon the relation of [DEQ] for injunctive relief to restrain the violation or threatened violation." N.C. Gen. Stat. § 143-215.6C. That section further provides that "[u]pon a determination by the court that the alleged violation of the provisions of this Part or the regulations of the [EMC] has occurred or is threatened, the court shall grant the relief necessary to prevent or abate the violation or threatened violation." *Id.*

47. The same standards apply to an action brought by the State to address a violation or threatened violation of North Carolina's air quality laws. N.C. Gen. Stat. § 143-215.114C.

48. When the State brings an action to vindicate the public interest pursuant to a statute which provides for injunctive relief to abate violations of law, the usual test for issuance of injunctions need not be met. *See State ex rel. Morgan v. Dare To Be Great, Inc.*, 15 N.C. App. 275, 189 S.E.2d 802 (1972) (negating the general rule that there will be no equitable relief if there is an adequate remedy at law when the statutory scheme provided the State with injunctive relief under the circumstances presented). For example, the State is not required to show actual injury, such as irreparable harm, in order to obtain injunctive relief, including a preliminary injunction. *State ex rel. Edmisten v. Challenge, Inc.*, 54 N.C. App. 513, 521-22, 284 S.E.2d 333, 338-39 (1981) (explaining that irreparable harm need not be established by the State as long as the statutory conditions for issuance of a preliminary injunction exist). Rather, it must show only that the acts

or practices complained of adversely affect the public interest. *See id*. An adverse effect on the public interest exists as a matter of law where the statutory conditions for issuance of injunctive relief are present, i.e., where a violation of the applicable statute or regulations exists or is threatened. *Id.* at 522, 284 S.E.2d at 339.

FACTUAL ALLEGATIONS

I. The Fayetteville Works Facility

49. The Facility is a chemical manufacturing facility with manufacturing areas operated by three separate companies, including Chemours.

50. Upon information and belief, DuPont began its Nafion® manufacturing process at the Facility in the 1970s. Since that time, the Facility's business has expanded to include other chemical manufacturing processes.

51. The Facility has discharged wastewater pursuant to National Pollutant Discharge Elimination System Permit No. NC003573 ("NPDES Permit"), the most recent version of which was issued by DWR on October 28, 2015. The NPDES Permit is attached hereto and incorporated herein as Exhibit 2.

52. Chemours took ownership of the Facility and the NPDES Permit in 2015.

53. The Chemours' Fluoromonomers/Nafion® Membrane Manufacturing Area produces, among other products, Chemours Nafion® Membrane and Polymer Dispersions, HFPO monomers and vinyl ether monomers. *See* NPDES Permit Application dated April 27, 2016, Supplemental Information at 3, attached hereto and incorporated herein as Exhibit 3; *see also* Facility Map, attached hereto and incorporated herein as Exhibit 4.

54. The Chemours Polymer Processing Aid ("PPA") Manufacturing Area produces a

polymer processing aid known as GenX.

55. GenX is the trade name for a chemical known as C3 Dimer Acid (also known as HFPO Dimer Acid), which has a "Chemical Abstracts Registry" or "CAS" number of 13252-13-6. CAS numbers are universally used to provide a unique identifier for chemical substances.

56. C3 Dimer Acid Fluoride (also known as HFPO Dimer Acid Fluoride), CAS No. 2062-98-8, and C3 Dimer Acid Ammonium Salt (also known as HFPO Dimer Acid Ammonium Salt), CAS No. 62037-80-3, convert to GenX in the presence of water. GenX, C3 Dimer Acid Fluoride, and C3 Dimer Acid Ammonium Salt are collectively referred to herein as "GenX Compounds."

57. GenX Compounds fall within a family of chemicals known as per- and polyfluoroalkyl substances or "PFAS," which are commonly used in the manufacture of nonstick coatings and for other purposes.

58. The Facility also houses areas leased by Kuraray America Inc. for the manufacture of Butacite® and SentryGlas®. Another area is leased by DuPont for the manufacture of Polyvinyl Fluoride.

59. The NPDES Permit authorizes discharge of wastewater and stormwater from the Facility through Outfalls 001 and 002. Outfall 001 is an internal outfall from the Facility's wastewater treatment plant. Outfall 002 discharges the Facility's treated wastewater as well as non-contact cooling water and stormwater into the Cape Fear River.

60. The Permit does not authorize any process wastewater to be discharged through Outfall 002 that has not been discharged through Outfall 001 and been treated by the wastewater treatment plant.

61. The segment of the Cape Fear River into which the Facility's wastewater is discharged is upstream of various drinking water intakes and is classified as a WS-IV water.

62. The surface water into which the Facility's wastewater is discharged is used as a public water source that serves residents and businesses in several counties.

63. Upon information and belief, the Facility began producing GenX commercially in 2009 or 2010.

64. Chemours has represented to DEQ that wastewater from the GenX production process occurring in the PPA Manufacturing Area has been collected and shipped offsite for disposal since that time.

65. GenX Compounds are also generated during other manufacturing processes occurring at the Facility in other manufacturing areas.

66. Upon information and belief, GenX Compounds and other PFAS have been discharged by the Facility into the Cape Fear River since the early 1980s.

67. The onsite wastewater treatment plant at the Facility has been ineffective at removing GenX Compounds and other PFAS from the process wastewater discharged into the Cape Fear River through Outfall 002. Non-contact cooling water used by the various manufacturing areas also contains GenX Compounds and other PFAS from contaminated groundwater and surface water, residual contamination of soils and from air deposition at the Facility. This non-contact cooling water also discharges through Outfall 002.

68. GenX Compounds and other PFAS discharged by the Facility have been and continue to be present in public drinking water supplied to residents and businesses in several counties.

69. Chemours and DuPont have known for years that GenX and other PFAS were being discharged into surface waters of the State.

II. DEQ's Investigation of GenX Contamination in the Cape Fear River

70. DEQ, in consultation with the DHHS and EPA, has been leading a State investigation into the presence of GenX Compounds and other PFAS in the Cape Fear River since June 2017.

71. DHHS set a provisional health goal for exposure to GenX in drinking water of 140 ng/L (also referred to as parts per trillion or "ppt"). The DHHS Risk Assessment for GenX is attached hereto and incorporated herein as Exhibit 5.

72. On June 19, 2017, DEQ began collecting water samples from twelve sites along the Cape Fear River.

73. Samples collected at various locations along the Cape Fear River in June of 2017 showed that concentrations of GenX were present in the Cape Fear River at levels that were well above the DHHS provisional health goal of 140 ng/L.

74. On August 31, 2017 EPA reported to DEQ that additional PFAS were detected in samples collected at Outfall 002. EPA's report is attached hereto and incorporated herein as Exhibit 6.

III. Chemours' Nondisclosure and Misrepresentations Relating to Its Discharge of GenX Compounds and Other PFAS Into the Cape Fear River

75. DuPont and Chemours failed to timely disclose to DWR the discharge of GenX Compounds and other PFAS into the Cape Fear River.

76. In particular, none of the DuPont or Chemours NPDES permit applications referenced "GenX," "GenX Compounds," "C3 Dimer Acid," "C3 Dimer Acid Fluoride," "C3

Dimer Acid Ammonium Salt" or any chemical name, formula, or CAS number that would identify any GenX or related compounds in the Facility's discharge, instead disclosing without explanation only that "[t]he HFPO monomer and the Vinyl Ether monomers are used to manufacture various fluorochemical products such as ChemoursTM Teflon."

77. In fact, information provided by DuPont and Chemours led DWR staff to reasonably believe that GenX was not being discharged into the Cape Fear.

78. On August 26, 2010, representatives of DuPont, including environmental manager Michael Johnson, met with DEQ staff regarding DuPont's anticipated use of GenX technology at the Fayetteville Works as a replacement for the compound perfluorooctanoic acid ("PFOA"), also known as "C8."

79. The information DuPont provided indicated that the GenX would be produced in a closed-loop system that would not result in the discharge of GenX into the Cape Fear River.

80. DuPont and Chemours did not notify DWR of an actual ongoing discharge of GenX at this meeting or in any information subsequently provided to DWR prior to 2017.

81. Prior to 2017, DuPont and Chemours did not notify DWR that C3 Dimer Acid Fluoride reacts with water to generate GenX or that any discharge of C3 Dimer Acid Fluoride is likely to result in the release of GenX into the environment.

82. While DuPont and Chemours no longer produces C8 or PFOA, its manufacturing history is telling.

83. On May 3, 2001, DuPont submitted an NPDES renewal application to DWR stating that it intended to begin manufacturing PFOA. The 2001 Application and the 2004 Fact Sheet for NPDES Permit Development are attached hereto and incorporated herein as Exhibits 7 and 8.

84. During the application process, DuPont represented to DWR that:

a. PFOA does not pose a health concern to humans or animals at levels present in the workplace or environment;

b. DuPont had used PFOA for forty years with no observed health effects on workers;

c. PFOA is neither a known developmental toxin nor a known carcinogen.

85. Upon information and belief, EPA launched a "PFOA Stewardship Program" in January 2006 because of concerns about the impact of PFOA and long-chain PFAS on human health and the environment, including concerns about their persistence, presence in the environment and in the blood of the general U.S. population, long half-life in people, and developmental and other adverse effects in laboratory animals.

86. In 2006, DuPont began to phase out its use of PFOA as part of the PFOA Stewardship Program, aiming to completely eliminate the use and production of PFOA.

87. Upon information and belief, in 2008 DuPont submitted to EPA notices of its intent to manufacture GenX pursuant to the Toxic Substances Control Act ("TSCA").

88. On January 28, 2009, EPA and DuPont entered into a Consent Order governing the manufacture of GenX. A publicly-available redacted version of the Consent Order is attached hereto and incorporated herein as Exhibit 9.

89. The Consent Order provides that "EPA has concerns that [GenX] will persist in the environment, could bioaccumulate, and be toxic . . . to people, wild animals, and birds." Exhibit 9, at vii.

90. The Consent Order also stated that EPA had "human health concerns" regarding

GenX. Exhibit I, at vii. The Consent Order recognized that "uncontrolled . . . disposal of [GenX] may present an unreasonable risk of injury to human health and the environment." Exhibit 9, at xv.

91. The Consent Order required DuPont to "recover and capture (destroy) or recycle [GenX] at an overall efficiency of 99% from all the effluent process streams and the air emissions (point source and fugitive)." Exhibit 9, at 36.

92. At DuPont's 2010 meeting with DEQ regarding its transition from PFOA to GenX, DuPont explained that GenX would be produced in a closed-loop system that would not result in the discharge of GenX into the Cape Fear River.

93. DuPont represented that the wastewater generated from the manufacture of GenX would be collected and shipped offsite for disposal and therefore this wastewater would not be discharged into the Facility's wastewater treatment plant or into the Cape Fear River.

94. At no time during this meeting did DuPont notify DWR of an actual discharge of GenX Compounds into the Cape Fear River.

95. On April 29, 2011, DuPont submitted an NDPES permit renewal application, which is attached hereto and incorporated herein as Exhibit 10, confirming that "all process wastewater generated from [the PPA Manufacturing Area] is collected and shipped offsite for disposal" and "no process wastewater from this manufacturing facility is discharged to the site's biological [waste water treatment plant] or to the Cape Fear River." The application made no mention of GenX Compounds being discharged into the Cape Fear River.

96. On February 6, 2012, DWR issued a renewal permit with an effective date of March 1, 2012 ("2012 Permit"). The 2012 Permit is attached hereto and incorporated herein as Exhibit

11. The 2012 Permit makes no mention of GenX Compounds as part of the authorized discharge from the Facility.

97. On or around November 10, 2016, the EPA and Dr. Detlef Knappe, professor of Civil, Construction and Environmental Engineering at N.C. State University, published a study that identified the presence of GenX and other PFAS in the Cape Fear River. This publication is attached hereto and incorporated herein as Exhibit 12. The study indicated that levels of GenX in one sample area in the Cape Fear River were as high as approximately 4500 ng/L, which is more than thirty times higher than the provisional health goal set by DHHS.

98. On June 12, 2017, after substantial media coverage regarding the presence of GenX in the Cape Fear River, Chemours informed DEQ in a meeting that for several decades, GenX and other PFAS had been produced as byproducts at the Facility and routinely discharged into the Cape Fear River.

99. In late August 2017, Chemours provided to DEQ—and only after DEQ's request—internal health studies on GenX Compounds that had been conducted previously by DuPont or Chemours.

100. DuPont and Chemours' misrepresentations and inadequate disclosures shielded important information from DEQ and the public, and they deterred DEQ staff from inquiring further into the nature of GenX discharges and other related activities at the Facility.

101. Had the appropriate disclosures been made, they would have justified the application of one or more different permit conditions at the time the Permit was issued, such as monitoring and reporting requirements, appropriate health-based water quality standards, effluent limits, or evaluation of alternatives to discharging GenX Compounds and other PFAS in the

process wastewater at the Facility.

IV. DEQ's Suspension of Chemours' NPDES Permit

102. On September 5, 2017, DEQ sent Chemours a letter providing 60 days notice of DEQ's intent to partially suspend the NPDES Permit. DEQ's September 5, 2017 letter is attached hereto and incorporated herein as Exhibit 13.

103. Despite Chemours diversion of additional process wastewater for offsite disposal, DEQ continues to detect elevated levels of GenX at Outfall 002 and in the Cape Fear River.

104. On November 3, 2017, DWR staff conducted an inspection of the Facility. Based on this inspection, DWR determined that on October 6, 2017, the Facility released GenX Compounds from the Vinyl Ethers South stack. Subsequent rain events carried the GenX Compounds to Outfall 002 and ultimately into the Cape Fear River. The spill resulted in elevated concentrations of GenX at Outfall 002 and in the Cape Fear River. Chemours failed to report this spill to DEQ in violation of the Permit.

105. On November 13, 2017, DEQ issued a Notice of Violation and Intent to Assess Civil Penalties to Chemours for this violation. DEQ's November 13, 2017 NOV is attached hereto and incorporated herein as Exhibit 14.

106. On November 16, 2017, DEQ sent Chemours a letter partially suspending the Permit provisions that authorized Chemours to discharge any process wastewater from Chemours' manufacturing processes. DEQ's November 16, 2017 letter is attached hereto and incorporated herein as Exhibit 15.

107. Since the end of November 2017, upon information and belief, Chemours has ceased its discharge of wastewater from its manufacturing processes and shipped this wastewater

offsite for disposal.

108. Concentrations of GenX in effluent being released from Outfall 002 continue, with higher levels occurring during or after rain events.

109. Chemours subsequently reported that prior to the end of November, 2017, for an unknown period of time, Chemours had been discharging process wastewater containing PFAS at unknown concentrations and in unknown quantities into an open ditch, known as the "Nafion Ditch." Such discharges bypassed the wastewater treatment plant and discharged directly into Outfall 002 and ultimately into the Cape Fear River. On March 23, 2018, DEQ sent a letter to Chemours requesting detailed information regarding these discharges. DEQ's March 23, 2018 letter is attached hereto and incorporated herein at Exhibit 16.

V. Chemours' Contamination of Groundwater

110. In 2003, DuPont began a groundwater monitoring program at the Facility, testing for various constituents including PFOA.

111. The requirement to conduct this groundwater monitoring was incorporated into the Resource Conservation and Recovery Act Facility Investigation Workplan Outline, which is a part of the facility's Hazardous Waste Management Permit, No. NCD047368642-R2-M3 ("DWM Permit").

112. The DWM Permit was first issued in February of 1984 by DEQ's Division of Waste Management ("DWM") with the most recent version issued on June 23, 2015. The most recent version of the DWM Permit is attached hereto and incorporated herein as Exhibit 17. The DWM Permit allows the Facility to store and treat hazardous waste, including waste from the Fluoromonomers/Nafion® Membrane Manufacturing Area.

113. In 2015, following the detection of certain PFAS (in addition to PFOA) in the Cape Fear River, DEQ instructed Chemours to conduct supplemental groundwater sampling to determine whether groundwater flowing from the site was causing these concentrations in the river. The groundwater sampling results showed an elevated concentration of one of these PFAS in the groundwater sample from an onsite monitoring well. Chemours provided DEQ only with the PFOA groundwater sampling results, and, until July 2017, failed to share the results showing the elevated concentration of the additional PFAS.

114. In August 2017, DWM directed Chemours to conduct additional groundwater sampling at the Facility, including sampling for GenX.

115. Because GenX is not naturally occurring in groundwater and no numerical groundwater standard has been established for GenX, GenX is not permitted in groundwater at concentrations at or above the PQL. The PQL for GenX is currently at or below 10 ng/L. *See* 15A N.C.A.C. 2L .0202(c). A memorandum dated July 13, 2017 from the EPA to Linda Culpepper, Deputy Director of DWR, documenting the PQL for GenX at EPA's Laboratory is attached hereto and incorporated herein as Exhibit 18.

116. Samples were gathered in August 2017 from fourteen groundwater monitoring wells and shared with three laboratories, including the National Exposure Research Laboratory of the EPA ("EPA Lab"), GEL Laboratories in Charleston, SC ("GEL"), and Test America, a private lab contracted by Chemours. The data received from GEL show GenX in samples taken from thirteen of the fourteen onsite monitoring wells at levels greater than the PQL, and therefore in violation of the groundwater standard set forth in the 2L Rules.

117. GenX was detected in these thirteen wells at levels ranging from 519 to 61,300 ng/L

– far greater than the PQL. A map generated by DEQ illustrating these well locations and measured concentrations of GenX in groundwater is attached hereto and incorporated herein as Exhibit 19. All five wells located adjacent to the Cape Fear River have GenX levels greater than 11,800 ng/L.

118. On September 6, 2017, DWR and DWM jointly issued Chemours a Notice of Violation and Notice of Intent to enforce for Chemours' violation of groundwater rules at the Facility ("September 6, 2017 NOV"). The September 6, 2017 NOV is attached hereto and incorporated herein as Exhibit 20.

119. On January 31, 2018, Chemours submitted an Additional Site Investigation Report, which was prepared in response to the September 6, 2017 NOV. This Additional Site Investigation Report is attached hereto and incorporated herein as Exhibit 21. In this Additional Site Investigation Report, Chemours reported the results of additional onsite groundwater sampling. These results showed concentrations of GenX in one well at 640,000 ng/L, more than 64,000 times greater than the PQL.

120. Other onsite wells had concentrations of GenX at 170,000 ng/L; 160,000 ng/L; 140,000 ng/L; 130,000 ng/L; 110,000 ng/L; 63,000 ng/L; 59,000 ng/L; 51,000 ng/L; 45,000 ng/L; and 42,000 ng/L.

121. Numerous additional PFAS were found at elevated concentrations at onsite wells. For example,

a. the highest concentrations for PFMOAA, CAS No. 674-13-5, were 8,174,250 ng/L; 6,662,860 ng/L; 1,726,095 ng/L; and 1,715,830 ng/L;

b. the highest concentrations for PFO2HxA, CAS No. 39492-88-1, were 1,935,440 ng/L; 1,610,185 ng/L; 912,105 ng/L; and 898,740 ng/L;

c. the highest concentrations for "PFESA Byproduct 1," CAS No. 29311-67-9 were 260,295 ng/L; 144,625 ng/L; 129,815 ng/L; and 71,915 ng/L; and

d. the highest concentrations for "PFESA Byproduct 2," CAS No. 749836-20-2 were 76,230 ng/L; 76,125 ng/L; 22,743 ng/L; and 22,374 ng/L.

122. DEQ continues to investigate the extent of, and environmental risks associated with these contaminants.

123. On February 28, 2018, Chemours submitted a Focused Feasibility Study Report – PFAS Remediation ("Feasibility Study") to DEQ, which provides additional information regarding PFAS contamination in surface waters and groundwaters. That report is attached hereto and incorporated herein as Exhibit 22.

124. The Feasibility Study indicates that concentrations of PFAS beneath the Facility are contributing to contamination of offsite groundwater and of adjacent surface water bodies.

125. Contaminated groundwater is discharging north of the Facility into Willis Creek, where GenX was detected at 230 ng/L to 450 ng/L. It is also discharging south of the Facility into the Georgia Branch, where GenX was detected at 540 ng/L and 690 ng/L. Both Willis Creek and the Georgia Branch discharge into the Cape Fear River, adding to the contaminant loading in the River.

126. Chemours has identified the flow of onsite groundwater directly to the Cape Fear River as the most significant current source of contaminant loading in the River.

127. Chemours has represented to DEQ that a primary source of the site-wide groundwater contamination appears to be past releases of process wastewater from unlined ditches. Chemours has identified air deposition as another source.

128. In addition to evaluating onsite groundwater contamination, from September 2017 through the present, DEQ has overseen extensive sampling of offsite groundwater. To date, 866 offsite wells have been tested in four phases.

129. Of these 866 wells, 190 wells have concentrations of GenX above the DHHS provisional health goal of 140 ng/L. Additionally, 486 wells have detectable concentrations of GenX at a level lower than 140 ng/L. In total, 639 wells have detectable concentrations of GenX. The highest detected concentration of GenX in private drinking water wells is 4,000 ng/L. Concentrations above the DHHS provisional health goal of 140 ng/L were detected in private drinking water wells over 3 miles from the Facility.

130. A map illustrating the offsite sampling results is attached hereto and incorporated as Exhibit 23. In accord with prevailing winds, and as will be discussed more fully below, this map illustrates that the impacts of GenX contamination extend furthest to the areas northeast and southwest of the Facility.

VI. DEQ's Investigation of Chemours' Air Emissions of GenX and Other PFAS

131. DEQ has conducted an extensive investigation into air emissions from the Chemours Fayetteville Works and the impacts of those air emissions on the surrounding environment.

132. DEQ has discovered that a major source of groundwater contamination, both onsite and offsite, is Chemours' air emissions of GenX Compounds.

133. On December 14, 2016, DAQ issued Chemours Air Quality Permit NO. 03735T43. The Permit requires Chemours to submit an annual inventory of its emissions to DAQ.

134. Chemours submitted an air emissions inventory to DAQ on June 24, 2017. The air emissions inventory reported that the Facility emitted approximately 66.6 pounds of GenX

Compounds in 2016.

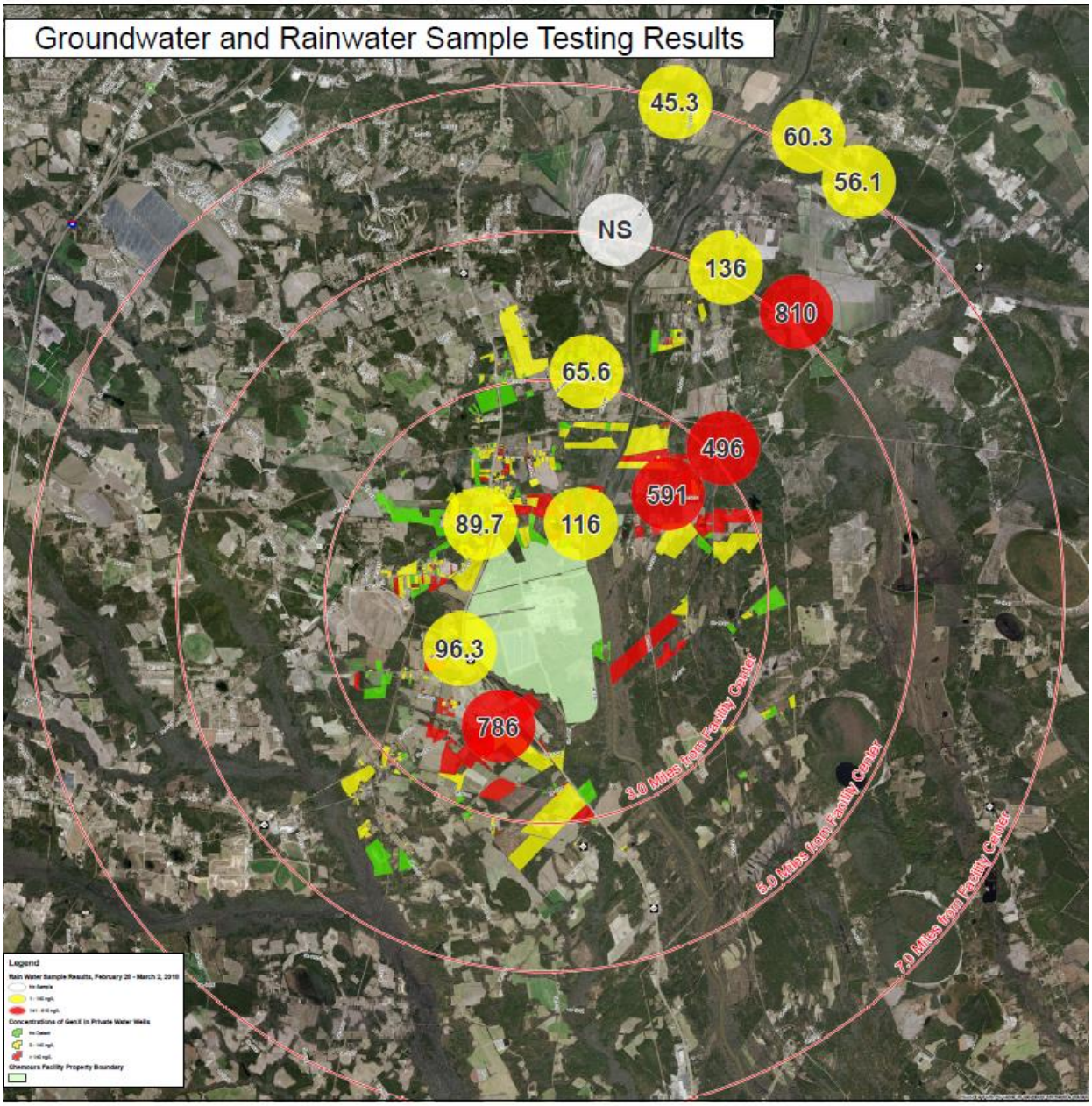
135. On September 20, 2017, DAQ sent a letter to Chemours requesting additional information regarding Chemours' emission of GenX Compounds and other PFAS. A copy of this September 20, 2017 letter is attached hereto and incorporated herein as Exhibit 24.

136. On October 20, 2017, Chemours submitted a revised assessment of emissions of GenX Compounds. Specifically, Chemours stated that in 2016 the Facility emitted 594 pounds of GenX Compounds. This revised assessment is attached hereto as Exhibit 25. This figure is nearly nine times higher than the quantity of emissions of GenX Compounds reported in June 2017.

137. Since October 18, 2017, DAQ directed Chemours to conduct testing of its process operations to quantify the level of GenX Compounds and other PFAS in its emissions. DAQ also directed Chemours to evaluate its Leak Detection and Repair ("LDAR") program to determine current outdoor fugitive emissions from connectors, valves and pumps at the Facility. Chemours LDAR Report is attached hereto and incorporated herein as Exhibit 26.

138. Based on the results of the stack testing that Chemours performed and Chemours LDAR report submitted on January 31, 2018, Chemours has reported to DAQ that it currently emits GenX Compounds at a rate of 2,241 pounds per year. This figure is approximately 33.6 times higher than the quantity of emissions of GenX Compounds reported in June 2017 and approximately 3.7 times higher than in the quantity of emissions of GenX Compounds reported in October 2017. DEQ's own calculations indicate that Chemours' emissions of GenX compounds could exceed 2,700 pounds per year. The cover letters for Chemours stack tests reports representing Chemours' calculations of annual emissions rates are attached hereto as Exhibits 27 and 28.

139. In conjunction with its efforts to quantify emission rates, DEQ has undertaken measures to determine the fate of GenX Compounds emitted from the Chemours facility in the environment. Rainwater sampling was conducted on January 28-29, February 4-5, and February 28-March 2, 2018. Each of these sampling events showed that GenX was present in rainwater at levels exceeding the PQL. The sampling included measurements of 810 ng/L five miles to the northeast of the facility and three samples measuring between 40 and 60 ng/L seven miles to the northeast of the Facility. A combined rainwater sampling map and offsite groundwater contamination map is attached hereto and incorporated herein as Exhibit 29 and reproduced below:



Groundwater and Rainwater Sample Testing Results: Rainwater results are shown using white, yellow and red circles. A white circle means "no sample"; a yellow circle means "1-140 ng/L"; and a red circle means "141-810 ng/L." Property parcels with concentrations of GenX in private wells are shaded in green, yellow, and red. Green means "no detect"; yellow means "0-140 ng/L" and red means "greater than 140 ng/L."

140. A Wind Rose is a diagram showing the relative frequency of wind directions at a particular location. A Wind Rose plotting meteorological data from the nearby Fayetteville Airport is attached hereto and incorporated herein as Exhibit 30.

141. A comparison between (a) the combined rainwater and offsite groundwater contamination map and (b) the Wind Rose shows the correlation between the pattern of offsite groundwater contamination and the pattern of air deposition.

142. Upon information and belief, there are no other facilities in North Carolina which produce or use GenX Compounds.

143. These data indicate that Chemours emissions of GenX Compounds are a primary source of groundwater contamination in private drinking water wells and these emissions cause or contribute to violations of groundwater rules occurring beyond the Facility's property line. These emissions are also a source of onsite groundwater contamination, especially areas not in close proximity to ditches and surface water conveyances.

144. On April 6, 2018, DAQ sent Chemours a letter providing Chemours sixty days notice of its intent to modify Chemours' air quality permit in order to ensure that Chemours' air emissions will no longer cause or contribute to violations of North Carolina's groundwater rules. The April 6, 2018 letter is attached hereto and incorporated herein as Exhibit 31.

VIOLATIONS OF NORTH CAROLINA'S WATER QUALITY LAWS

Claim I: Violation of Groundwater rules

145. The allegations contained in Paragraphs 1 through 144 are incorporated into this claim as if fully set forth herein.

146. Under North Carolina groundwater rules, detection of GenX at or above the PQL constitutes a violation of North Carolina's groundwater rules.

147. Concentrations of GenX in groundwater samples taken from monitoring wells at the Facility drastically exceed allowable concentrations under North Carolina's groundwater rules.

148. Concentrations of GenX in groundwater samples taken from private drinking water wells in the vicinity of the Facility also exceed allowable concentrations under North Carolina's groundwater rules.

149. Air deposition of GenX Compounds from the Facility is an ongoing source of both onsite and offsite groundwater contamination, which Chemours has failed to adequately remove, treat, or control in violation of North Carolina's groundwater rules.

150. Chemours' failure to correct these violations constitutes a continuing violation of the State's groundwater rules that, as a matter of law, adversely affects the public interest. *See Challenge*, 54 N.C. App. at 522, 284 S.E.2d at 339. Pursuant to N.C. Gen. Stat. § 143-215.6C and N.C. Gen. Stat. § 143-114C, the State is therefore entitled to preliminary and permanent injunctive relief against Chemours to prevent and abate Chemours' violation of groundwater rules, including control of the GenX Compounds emitted by Chemours into the atmosphere.

Claim II: Misrepresentation and Violation of NPDES Disclosure Requirements

151. The allegations contained in Paragraphs 1 through 150 are incorporated into this claim for relief as if fully set forth herein.

152. Upon information and belief, the process wastewater from the Fluoromonomers/Nafion® Membrane Manufacturing Area contains and has contained substances or combinations of substances which meet the definition of "toxic substance" set forth in 15A N.C.A.C. 2B .0202.

153. Upon information and belief, DuPont was aware that these substances had potential toxic effects prior to submitting its 2012 Permit Application to DWR.

154. Upon information and belief, Chemours was aware that these substances had

potential toxic effects when it was spun off as an independent business from DuPont.

155. Upon information and belief, by representing to DWR that its GenX manufacturing process would be a closed loop system and, therefore, that GenX Compounds would not be discharged into surface waters, and withholding information regarding its discharge of GenX Compounds, DuPont and Chemours knowingly misled DWR into believing that GenX Compounds were not being discharged from the Facility into surface waters.

156. Upon information and belief, Chemours violated 15A N.C.A.C. 2H .0105(j) by failing to fully disclose all known toxic components reasonably expected to be in the discharge.

157. Upon information and belief, Chemours violated NPDES Permit Standard Condition II.E.8, by failing to disclose all known toxic components reasonably expected to be in the discharge after it became aware that such facts were not disclosed in the 2012 Permit Application.

158. Chemours' failure to correct these violations constitutes a continuing violation of the NPDES Permit and the State's water quality laws that, as a matter of law, adversely affects the public interest. *See Challenge*, 54 N.C. App. at 522, 284 S.E.2d at 339. The State is entitled to preliminary and permanent injunctive relief against Chemours to address Chemours' misrepresentations and violations of NPDES disclosure requirements pursuant to N.C. Gen. Stat. § 143-215.6C.

Claim III: Unpermitted Discharge

159. The allegations contained in Paragraphs 1 through 158 are incorporated into this claim for relief as if fully set forth herein.

160. The presence of various toxic substances, including GenX and related compounds,

were not in the reasonable contemplation of DWR when it issued the 2012 Permit.

161. Chemours has discharged these substances into the Cape Fear River in violation of N.C. Gen. Stat. § 143-215.1.

162. Upon information and belief, for an unknown period of time Chemours also discharged process wastewater containing PFAS of currently unknown concentrations and in currently unknown quantities into an open ditch, commonly called the Nafion Ditch, thereby bypassing the wastewater treatment plant and discharging directly into Outfall 002 and the Cape Fear River in violation of N.C. Gen. Stat. § 143-215.1 and the NPDES Permit.

163. Upon information and belief, following partial suspension of its NPDES Permit, Chemours has ceased its discharge of process wastewater from the Facility and shipped this wastewater offsite for disposal.

164. Pursuant to N.C. Gen. Stat. § 143-215.6C, the State is entitled to preliminary and permanent injunctive relief against Chemours, ordering it to continue to ship its process wastewater offsite for disposal and to provide a full accounting of its discharge of process wastewater to the Nafion Ditch.

PRAYER FOR RELIEF

WHEREFORE, the Plaintiff, State of North Carolina, prays that the Court grant the following relief:

1. That this verified Complaint be used as an affidavit upon which to base all orders of the Court.

2. That the Court preliminarily, and upon final judgment permanently, enter a prohibitory and/or mandatory injunction requiring Chemours to:

a. Remove, treat or control air emissions of GenX Compounds such that they no longer cause or contribute to any violation of North Carolina's groundwater rules;

b. Remove, treat, or control all other sources of GenX Compounds such that they no longer cause or contribute to any violation of North Carolina's groundwater rules;

c. Prohibit the discharge of Chemours' process wastewater until such time as DEQ issues a NPDES permit with appropriate limits authorizing such discharge or otherwise authorizes such activities;

d. Provide a full accounting of the discharge of process wastewater to the Nafion Ditch and any other unpermitted discharges; and

e. Cease and abate all ongoing violations of North Carolina's water and air quality laws.

3. That the cost of this action, including attorneys' fees, if allowable, be taxed against Chemours.

4. That this Court grant such other and further relief as the Court shall deem to be just and proper.

Respectfully submitted this the 9th day of April, 2018.

JOSH STEIN
Attorney General

By: _____

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STATE OF NORTH CAROLINA

COUNTY OF WAKE

VERIFICATION

Linda Culpepper, being duly sworn, deposes and says that she is the Interim Director of the Division of Water Resources of the North Carolina Department of Environmental Quality, that she has read the foregoing AMENDED COMPLAINT AND MOTION FOR PRELIMINARY INJUNCTIVE RELIEF and that she is acquainted with all of the facts and circumstances stated in paragraphs 49-109, that the same is true of her own knowledge, except as to those matters and things stated and alleged upon information and belief, and as to those matters and things she believes them to be true.

Linda Culpepper

Subscribed and sworn to before me

This the 9th day of April, 2018.

ANNA V. SMITH NOTARY PUBLIC WAKE COUNTY, NC

Anna V. Smith
Notary Public

My Commission Expires: 10/22/2021

STATE OF NORTH CAROLINA

COUNTY OF WAKE

VERIFICATION

Michael Scott, being duly sworn, deposes and says that he is the Director of the Division of Waste Management of the North Carolina Department of Environmental Quality, that he has read the foregoing AMENDED COMPLAINT AND MOTION FOR PRELIMINARY INJUNCTIVE RELIEF and that he is acquainted with all of the facts and circumstances stated in paragraphs 110-130; that the same is true of his own knowledge, except as to those matters and things stated and alleged upon information and belief, and as to those matters and things he believes them to be true.

Michael Scott

Subscribed and sworn to before me

This the 9th day of April, 2018.

Anna V. Smith
Notary Public

My Commission Expires: 10/22/2021

STATE OF NORTH CAROLINA

COUNTY OF WAKE

VERIFICATION

Michael Abraczinskas, being duly sworn, deposes and says that he is the Director of the Division of Air Quality of the North Carolina Department of Environmental Quality, that he has read the foregoing AMENDED COMPLAINT AND MOTION FOR PRELIMINARY INJUNCTIVE RELIEF and that he is acquainted with all of the facts and circumstances stated in paragraphs 131-144; that the same is true of his own knowledge, except as to those matters and things stated and alleged upon information and belief, and as to those matters and things he believes them to be true.

Michael Abraczinskas

Subscribed and sworn to before me

This the 9th day of April, 2018.

Anna V. Smith
Notary Public

ANNA V. SMITH NOTARY PUBLIC WAKE COUNTY, NC

My Commission Expires: 10/22/2021