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RETURN ADDRESS
Susan T. Alterman
Kell, Alterman & Runstein, L.L.P.
520 SW Yamhill, Suite 600
Portland, OR 97204

Document Title(s)

Environmental Covenant

W7212

Reference Number(s) of related documents:

None

Grantor(s)

Tetra Pak Materials LP

Grantee(s)

State of Washington, Department of Ecology

Trustee

None

Abbreviated Legal Description:

#69 and #70 David Armstrong DLC 3.14A

Assessor's Property Tax Parcel/Account Number

Tax Parcel 50000

The Auditor/Recorder will rely on the information provided on this form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.
I am requesting an emergency nonstandard recording for an additional fee as provided in RCW 36.18.010. I understand that the recording process may cover up or otherwise obscure some part of the text of the original document.

Susan T. Alterman, WSB No. 30623

Environmental Covenant

After Recording Return to:
Scott Rose
Site Manager
Department of Ecology – Southwest Regional Office
P.O. Box 47775
Olympia, WA 98504-7775

Environmental Covenant

Grantor: Tetra Pak Materials LP
Grantee: State of Washington, Department of Ecology
Legal: Brief legal description: #69 and #70 DAVID ARMSTRONG DLC 3.14A. A detailed legal description is provided in Attachment A.
Tax Parcel No.: 50000
Cross Reference: None

Grantor, Tetra Pak Materials LP, hereby binds Grantor, its successors and assigns to the land use restrictions identified herein and grants other rights as specified under this environmental covenant (hereafter "Covenant") made this 23rd day of July, 2012 in favor of the State of Washington Department of Ecology (Ecology). Ecology shall have full right of enforcement of the rights conveyed under this Covenant pursuant to the Model Toxics Control Act, RCW 70.105D.030(1)(g), and the Uniform Environmental Covenants Act, 2007 Wash. Laws ch. 104, sec. 12.

This Environmental Covenant is made pursuant to RCW 70.105D.030(1)(f) and (g) and WAC 173-340-440 by Tetra Pak Materials LP, and Ecology.

The undersigned, Tetra Pak Materials LP, is the fee owner of the real property in the County of Clark, State of Washington, that is subject to this Covenant (hereafter "Property"). A brief legal description of the Property is: #69 and #70 DAVID ARMSTRONG DLC 3.14A, Tax Parcel No. 50000. A detailed legal description of the Property is provided in Attachment A.

A remedial action (hereafter "Remedial Action") is ongoing at the Property that is the subject of this Covenant. The Remedial Action is described in the Request for a No further Action Determination and Transmittal of the Draft Environmental Covenant (Kennedy/Jenks Consultants, 2 September 2011).

Although impacted soil was removed and an engineered asphalt cap has been installed over the impacted area or is covered by the west warehouse building, this Covenant is required because residual concentrations of the contaminants of concern (COCs, pentachlorophenol [PCP] and dioxins) remain in place to a limited extent that exceed the Model Toxics Control Act Method B Cleanup Level for soil established under WAC 173-340-745. Although the land use at the Property is zoned commercial/industrial, the Property does not qualify for the use of soil cleanup levels for industrial properties under MTCA, as defined in WAC 173-340-745. In addition, long-term groundwater monitoring has been and is being implemented at the Property to ensure that the implemented Remedial Action remains protective of groundwater. Groundwater is being monitored for PCP (the COC in groundwater, which has only been detected periodically and currently only in concentrations that slightly exceed the MTCA Method B cleanup level) on a schedule consistent with the Ecology-approved Long Term Groundwater Monitoring Plan (Kennedy/Jenks, 9 January 2009), which is included as Attachment B.

Tetra Pak Materials LP makes the following declaration as to limitations, restrictions, and uses to which the Property may be put and specifies that such declarations shall constitute covenants to run with the land, as provided by law and shall be binding on all parties and all persons claiming under them, including all current and future owners of any portion of or interest in the Property (hereafter "Owner").

Section 1.

1. A portion of the Property contains COC-impacted soil located beneath the area labeled as "Former Mixing Room" on Figure 1 (Attachment C) in the west warehouse building and under an engineered asphalt cap. Figure 1 illustrates the locations of the west warehouse building and the engineered asphalt cap. The Owner shall not alter, modify, or remove the existing west warehouse building or engineered asphalt cap in any manner that may result in

the release or exposure to the environment of that contaminated soil or create an exposure pathway without prior written approval from Ecology.

a. Any activity in the area labeled as "Former Mixing Room" on Figure 1 in the west warehouse building or the engineered asphalt cap area that results in the release or exposure to the environment of the contaminated soil that remains on the Property, or creates an exposure pathway, is prohibited without prior written approval from Ecology. Some examples of activities that are prohibited include: drilling, digging, piercing the surface with a rod, spike or similar item, bulldozing or earthwork, or use of any equipment which compromises the integrity of these areas.

b. No groundwater may be taken from the Property for drinking water purposes.

Section 2. Any activity in the area labeled as "Former Mixing Room" on Figure 1 in the west warehouse building or the engineered asphalt cap area that interferes with the integrity of these features and continued protection of human health and the environment is prohibited.

Section 3. The Owner of the Property must give thirty (30) day advance written notice to Ecology of the Owner's intent to convey any interest in the Property. No conveyance of title, easement, lease, or other interest in the Property shall be consummated by the Owner without adequate and complete provision for continued monitoring, operation, and maintenance of the Remedial Action.

Section 4. The Owner must restrict leases to uses and activities consistent with this Covenant and notify all lessees of the restrictions on the use of the Property.

Section 5. The Owner must notify and obtain approval from Ecology prior to any use of the Property that is inconsistent with the terms of this Covenant. Ecology may approve any inconsistent use only after public notice and comment.

Section 6. The Owner shall allow authorized representatives of Ecology the right to enter the Property at reasonable times and with reasonable advance written notice (at least seven working days) for the purpose of evaluating the Remedial Action, to take samples, to inspect remedial actions conducted at the Property, to determine compliance with this Covenant, and to inspect records that are related to the Remedial Action.

Section 7. The Owner of the Property reserves the right under WAC 173-340-440 to record an instrument that provides that this Covenant shall no longer limit use of the Property or be of

any further force or effect. However, such an instrument may be recorded only if Ecology, after public notice and opportunity for comment, concurs.

Tetra Pak Materials LP

By Tetra Pak Converting GP LLC, Its General Partner

By _____
Brian Kennell
Vice President Finance & CFO

By _____
James E. McClain
Vice President & General Counsel

STATE OF ILLINOIS)
)
COUNTY OF LAKE)

On this 13TH day of MARCH, 2012, I certify that Brian Kennell and James E. McClain personally appeared before me, acknowledged that they are the Vice President Finance & CFO and Vice President & General Counsel, respectively, of the corporation that executed the within and foregoing instrument, and signed said instrument by free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument for said corporation.

OFFICIAL SEAL
MARY ELLEN KELLY
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:06/23/12

_____
Notary Public in and for the State of Illinois, residing at INVERNESS, IL.
My appointment expires 6/23/12.

STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY

_____
Rebecca S. Lawson, P.E., LHG
Section Manager
Toxics Cleanup Program
Southwest Regional Office

Dated: 7/23/12

STATE OF WASHINGTON_____
COUNTY OF CLARK_____

Attachment A – Detailed Legal Description
Tetra Pak Materials LP

Tax Parcel 50000 (Parcel I)

A tract of land located in Section 21, Township 2 North, Range 1 East of the Willamette Meridian, Clark County, Washington.

COMMENCING at the Northwest corner of the Amos Short Donation Land Claim; thence North 0°59'45" East, along the centerline of Fruit Valley Road, a distance of 1837.44 feet; thence South 89°27'15" East 525.096 feet to a point on the Easterly right-of-way line of Thompson Avenue and the TRUE Point of Beginning of this description; thence South 89°27'15" East 272.85 feet; thence South 0°59'45" West 505.89 feet to a point on the North right-of-way line of 31st Street; thence North 89°27'15" West along said Northerly right-of-way line 272.85 feet to a point on the Easterly right-of-way line of Thompson Avenue; thence North 0°59'45" East along said Easterly right-of-way line 505.89 feet to the Point of Beginning.

Attachment B
Long Term Groundwater Monitoring Plan

Kennedy/Jenks Consultants

200 S.W. Market Street, Suite 500
Portland, Oregon 97201
503-295-4911
FAX: 503-295-4901

Long Term Groundwater Monitoring Plan Former Strebor Site

9 January 2009

Prepared for

Tetra Pak Materials, LP
1616 W. 31st Street
Vancouver, WA 98660

K/J Project No. 016066.11

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List of Acronyms and Abbreviations

bgs = below ground surface
CAS = Columbia Analytical Services,Inc.
COC = chemicals of concern
DCE = dichloroethene
Ecology = Washington State Department of Ecology
EPA = Environmental Protection Agency
FS = Feasibility Study
HVOCs = halogenated volatile organic compounds
IDW = Investigation derived waste
msl = mean sea level
MTCA = Model Toxics Control Act
MW = monitoring well
PCE = tetrachloroethene
PCP = pentachlorophenol
QA/QC = quality assurance/quality control
RA = Risk Assessment
RC = Restrictive Covenant
RI = Remedial Investigation
TCE = trichloroethene
ug/l = micrograms per liter
VCP = Voluntary Cleanup Program
VOC = volatile organic compound

Section 1: Introduction

This document presents the Long Term Groundwater Monitoring Plan (Monitoring Plan) for the former Strebor property (Site) located at 3125 Thompson Avenue in Vancouver, Washington. Investigation and cleanup activities have been conducted at the Site under the Voluntary Cleanup Program (VCP) (VCP No. SW0377) of the Washington State Department of Ecology (Ecology). The Monitoring Plan is required as part of the Restrictive Covenant (RC) proposed for soil and groundwater at the Site, which will be developed after the Monitoring Plan is approved by Ecology.

1.1 Purpose and Objectives

The purpose of long term groundwater monitoring at the Site is to ensure that the implemented remedy (impacted soil removal) remains protective of groundwater. Ecology requires that four quarters of groundwater monitoring be conducted to show that the concentrations of chemicals of concern are below the MTCA Method A (chromium) or B (pentachlorophenol [PCP]) cleanup levels. The first long term groundwater monitoring event will coincide with the third quarter 2008 groundwater monitoring event. Subsequent long term monitoring events will be conducted once every 18 months.

Section 2: Background

The Site is located on approximately 3.7 acres in the lowland valley of the Columbia River at an elevation of approximately 50 feet above mean sea level (msl). A vicinity map is included as Figure 1 and the general Site layout is shown on Figure 2. The Site is located in the SW ¼, of the NE ¼ of Section 21, Township 2 North, Range 1 East in Vancouver. There is one structure on the property, a 14,000-square foot (approximate) building constructed in 1974. Land use in the vicinity of the Site is commercial, industrial, and residential.

Prior to 1974, the Site was undeveloped rural land. The Site facility was developed in 1974 to formulate and store wood treatment products. The wood treatment formulating facility was closed in 1986 and the property was transferred between 1987 and 1989, when Tetra Pak purchased the property.

The Site is zoned commercial/industrial. Tetra Pak uses the existing building for office space, maintenance activities, storage of parts and equipment, and certain photolithographic (label making) processes. A former tank farm area, located on the north side of the existing building, is paved and used as a temporary storage area for pallets and miscellaneous equipment and employee parking.

2.1 Investigation, Remediation, and Monitoring History

Kennedy/Jenks Consultants performed a Remedial Investigation, Risk Assessment, and Feasibility Study (RI/RA/FS) from 2002 to 2004. These investigations identified (PCP) and dioxin and furan congeners (dioxin) as chemicals of concern (COC) in soil at certain locations at the Site, and PCP as a COC in groundwater at the Site (Kennedy/Jenks 2004).

In September 2006, Tetra Pak undertook a Remedial Action to remove surface and subsurface soils identified during the RI process to contain elevated concentrations of PCP and dioxin (Kennedy/Jenks 2007). Approximately 320 lineal feet of rail spur was removed to accommodate soil removal activities. In the area beneath and around the rail spur, excavations continued below ground surface (bgs) to depths ranging from approximately 2 to 6 bgs. Excavation depths were established based on results of Geoprobe® soil samples collected in April 2002. A total of 104 tons of PCP and dioxin-impacted soil was removed from the Site during the Remedial Action. The results of the remedial action described above are summarized in the *Remedial Action Report, Former Strebor Site* (Kennedy/Jenks, 2007).

Ecology requested that further information be gathered to more completely characterize dioxin in the soil and pentachlorophenol (PCP) and halogenated volatile organic compounds (HVOCs) in the groundwater. In May 2008, six soil borings were advanced, using direct-push drilling equipment for collection of soil samples to further characterize the horizontal and lateral extent of dioxin in soil. This plan addresses the groundwater monitoring component to Ecology's request. The results of the supplemental subsurface investigation are summarized in the *Additional Investigation Report, Former Strebor Site* (Kennedy/Jenks, 2008)

Kennedy/Jenks has conducted groundwater monitoring and sampling at the Site in 2002, 2003, and 2006. The results of the 2002/2003 monitoring and sampling are summarized in the RI/FS/RA (Kennedy/Jenks, 2004). The results of the groundwater monitoring and sampling conducted in 2006 are summarized in the *Remedial Action Report* (Kennedy/Jenks, 2007).

Section 3: Constituents of Concern and Compliance

This section presents a summary of the constituents of concern (COC) in groundwater, cleanup levels, and conditional points of compliance.

3.1 Constituents of Concern

Pentachlorophenol (PCP) is identified as the COC at the site. Low levels (near the laboratory detection limit) of volatile organic compounds (VOCs), including tetrachloroethene (PCE), trichloroethene (TCE), and 1,2-dichloroethene (1,2-DCE) were detected in groundwater samples collected at the Site. These compounds are part of a regional groundwater contamination plume and are not Site COCs.

3.2 Groundwater Cleanup Levels

MTCA Method B cleanup levels for groundwater are appropriate comparison standards for the Site and will be used as the compliance concentrations for the long term groundwater monitoring. The MTCA Method B groundwater cleanup level for PCP is 0.73 micrograms per liter (ug/L) (Ecology 2007). A MTCA Method A cleanup value is established for chromium (50 ug/l) and will be used for comparison for the quarterly monitoring events.

PCP has been occasionally detected in three monitoring wells (MW-1, MW-3, and MW-7) above laboratory detection levels. On three occasions, the PCP concentration was detected in groundwater samples collected from these wells above the cleanup level. Active remediation of PCP in groundwater is impractical since PCP has not been consistently detected and active remedial technologies cannot be effectively employed to remove PCP at sporadic trace concentrations. Therefore, since it is impractical to actively treat groundwater, a combination groundwater use restrictions and monitoring will be employed to address PCP in groundwater. These measures will be described in the restrictive covenant or the Site.

This approach is consistent with MTCA in that the point of compliance with cleanup levels can be established at the site boundary when groundwater remediation is impractical. Since consistent detections of PCP have not been found to date, it is not expected that PCP would migrate beyond the site boundary at detectable concentrations, especially following source control. Ongoing monitoring at the site boundary will provide a mechanism to evaluate whether PCP might migrate offsite above cleanup levels.

3.3 Conditional Points of Compliance

The conditional point of compliance is the point where cleanup levels established for the site are to be achieved. The conditional point of compliance for this Site is the site boundary. The groundwater monitoring wells that are nearest the Site boundary will be used as the conditional points of compliance and include MW-1, MW-2, MW-3, MW-5, MW-6, and MW-8.

3.4 Contingency

Upon receipt of analytical data for each long term groundwater monitoring event, the data will be evaluated against the cleanup level. If the PCP concentration exceeds the cleanup level, the monitoring well from which that sample was collected will be re-sampled for analysis of PCP. If the result of the sample collected during the re-sample event indicate that the PCP concentration exceeds the cleanup level, an evaluation of further action will be conducted. Further action may include collection of reconnaissance level groundwater samples in the downgradient direction from the compliance point. Prior to initiating any additional action, Ecology will be contacted to ensure that the additional action is in compliance with MTCA requirements.

Section 4: Groundwater Monitoring Activities

Groundwater samples will be collected as part of the quarterly and long term groundwater monitoring program described in this section. The groundwater monitoring sampling requirements are included as Table 1 of this Work Plan.

4.1 Field Methods

This section presents the methods for obtaining depth-to-water measurements and for obtaining groundwater samples for laboratory analysis.

4.1.1 Water Level Measurement

Prior to groundwater sample collection activities, the depth to water will be measured in each of the groundwater monitoring wells to evaluate the groundwater flow direction and gradient.

4.1.2 Groundwater Sample Collection Methods

Groundwater samples will be collected using a peristaltic pump applying low-flow sampling techniques to reduce the turbidity in the groundwater samples as much as possible. Groundwater field parameters of pH, electrical conductivity, temperature, dissolved oxygen, and redox potential will be measured with a flow-through cell and documented in Kennedy/Jenks field notes. The groundwater sample from each well will be collected after these field parameters have stabilized. Non-dedicated field equipment will be decontaminated prior to sampling each monitoring well. Upon collection, the groundwater samples will be labeled and placed in an insulated cooler chilled with ice for transport to an EPA accredited laboratory under proper chain-of-custody procedures for analysis.

4.2 Groundwater Laboratory Analytical

As requested by Ecology, Table 1 presents a groundwater sampling and analytical method schedule for the short term (quarterly) and long term (18 Month) monitoring. Short term quarterly groundwater sample analysis will include PCP and associated compounds (monitoring well MW-1), total chromium (monitoring well MW-1), halogenated volatile organic compounds (HVOCs), monitoring wells MW-3, MW-5, and MW-6). Analysis for PCP will be conducted using Environmental Protection Agency (EPA) Method 8270C. Total chromium will be analyzed using EPA Method 6020. HVOC analysis will be conducted using EPA Method 8260D.

Analysis conducted on groundwater samples collected in long term sampling events will include PCP. In addition, a groundwater sample will be collected from monitoring well MW-7 for analysis of PCP and dioxins during the initial long term groundwater monitoring event and again in five years. Analysis for dioxins will be conducted using EPA Method 8290.

For quality assurance/quality control (QA/QC) purposes, a field duplicate sample will be collected during each long term groundwater monitoring event. The duplicate will be submitted to the analytical laboratory for analysis of PCP and associated compounds.

4.3 Investigation-Derived Waste

Purge water and decontamination fluids from each monitoring event will be temporarily placed in 55-gallon drums pending analytical results. Each drum will be labeled with the project name, contents, date, and sampling location and stored at a secured area at the Site. The groundwater sample analyses from the monitoring wells will be used to characterize the drummed wastes. The Investigation Derived Waste (IDW) will be disposed of at a licensed treatment/disposal facility.

Section 5: Reporting

Following completion of the fieldwork and receipt of laboratory analytical data for each monitoring event, Kennedy/Jenks will prepare a groundwater monitoring report for submittal to Ecology. The report will include a summary of field activities, tabulated results, and a Site map showing the locations of each monitoring well. Each report will be submitted to Tetra Pak in draft format for review. The final reports will be submitted to Ecology with incorporated comments from Tetra Pak.

References

Kennedy/Jenks Consultants (Kennedy/Jenks). 2004. Remedial Investigation, Risk Assessment, and Feasibility Study Report, Former Strebor Facility, Tetra Pak Materials. August 2004.

Kennedy/Jenks. 2006. Additional Investigation Work Plan, Former Strebor Site. 1 February 2006.

Kennedy/Jenks. 2007. Remedial Action Report, Former Strebor Site. 9 March 2007.

Kennedy/Jenks. 2008. Additional Investigation Report, Former Strebor Site. December 2008

Van den Berg et al. 2006. The 2005 World Health Organization Re-evaluation of Human and Mammalian Toxic Equivalency Factors for Dioxins and Dioxin-like Compounds. Toxicological Sciences 93(2), 223-241, 20 May 2006.

Washington Department of Ecology (Ecology). 2007a. Model Toxics Control Act Statute and Regulation, Publication No. 94-06. Revised November 2007.

Ecology. 2007b. Opinion Pursuant to WAC 173-340-515(5) on Proposed Remedial Action. 27 March 2007.

Ecology. 2007c. Opinion under WAC 173-340-515(5) on Remedial Action. 5 April 2007.

Table

Table 1. Groundwater Sample Schedule and Analytical Parameters

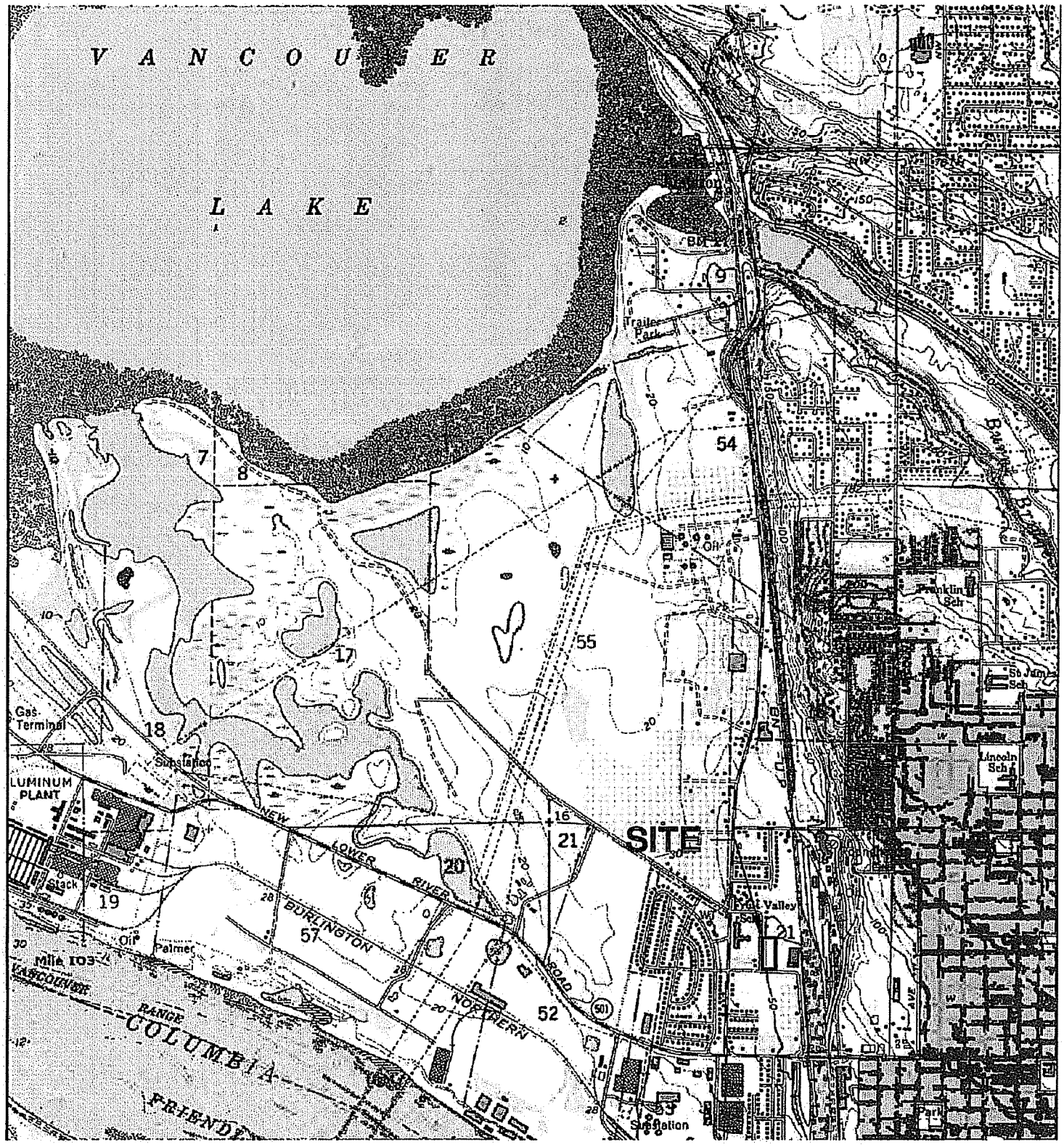
	Laboratory Analysis						
Monitoring Event	Pentachlorophenol[a]	Tetrachlorophenol (2,3,4,6 and 2,3,5,6)[a]	Trichlorophenol (2,4,5 and 2,4,6)[a]	Dioxins/Furans[b]	Total Chromium[c]	Tetrachloroethene[d]	Trichloroethene[d]
Third Quarter 2008 and 1st Long Term Monitoring							
MW-1	X[e]	X	X		X		
MW-2	X	X	X				
MW-3	X	X	X				
MW-5	X	X	X				
MW-6	X	X	X				
MW-7	X	X	X	X			
MW-8	X	X	X				
4th Quarter 2008							
MW-1	X	X	X		X		
MW-2							
MW-3							
MW-5							
MW-6							
MW-7							
MW-8							
1st Quarter 2009							
MW-1	X	X	X		X		
MW-2							
MW-3						X	X
MW-5						X	X
MW-6						X	X
MW-7							
MW-8							
2nd Quarter 2009							
MW-1					X		
MW-2							
MW-3							
MW-5							
MW-6							
MW-7							
MW-8							

Table 1. Groundwater Sample Schedule and Analytical Parameters

	Laboratory Analysis						
Monitoring Event	Pentachlorophenol[a]	Tetrachlorophenol (2,3,4,6 and 2,3,5,6)[a]	Trichlorophenol (2,4,5 and 2,4,6)[a]	Dioxins/Furans[b]	Total Chromium[c]	Tetrachloroethene[d]	Trichloroethene[d]
Subsequent Long Term Monitoring Events							
MW-1	X	X	X				
MW-2	X	X	X				
MW-3	X	X	X				
MW-5	X	X	X				
MW-6	X	X	X				
MW-7[f]							
MW-8	X	X	X				

(a) Pentachlorophenol, Trichlorophenol, and tetrachlorophenol will be analyzed using Envirinmental Protection Agency (EPA) Method 8270C.
(b) Dioxins/Furans will be analyzed using EPA Method 8290.
(c) Total chromium will be anlayzed using EPA Method 6020.
(d) Tetrachloroethene and trichloroethene will be analyzed using EPA Method 8260D.
(e) "X" = Collected sample will be analyzed for the indicated constituent.
(f) Groundwater samples will be collected from monitoring well MW-7 for analysis for PCP and dioxins/furans once every five years.

Figures



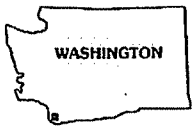
Kennedy/Jenks Consultants

TETRA PAK
FORMER STREBOR SITE

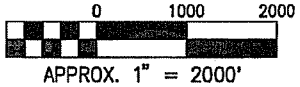
VICINITY MAP

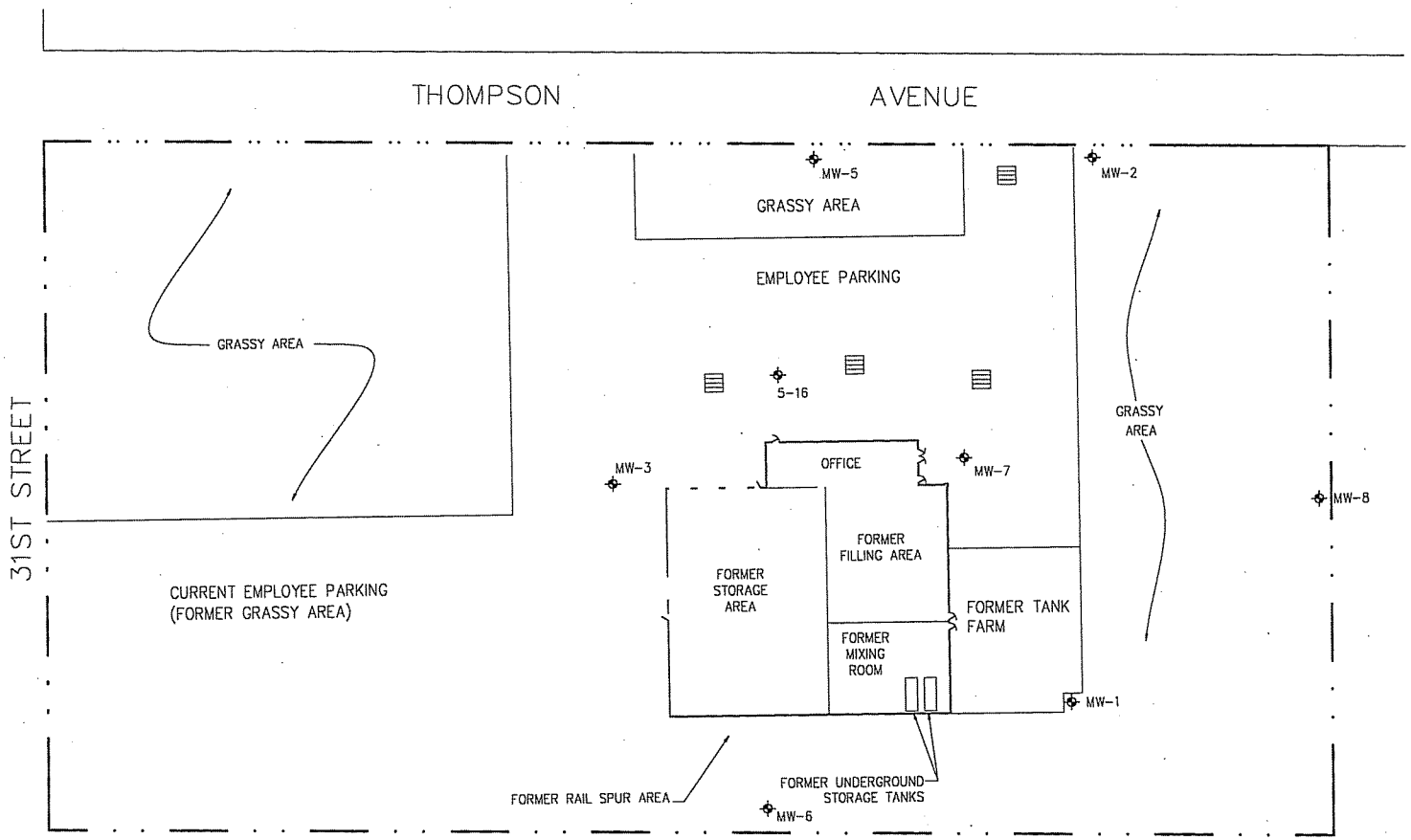
K/J 016066.11/P01SK001

FIGURE 1



QUADRANGLE LOCATION





LEGEND

MW-1 MONITORING WELL LOCATION

STORMWATER CATCH BASIN

APPROXIMATE SITE BOUNDARY

NOTE:
ALL LOCATIONS APPROXIMATE.

N

0 25 50

APPROX. 1" = 50'

REFERENCE: SITE PLAN PROVIDED BY TETRA PAK

Kennedy/Jenks Consultants

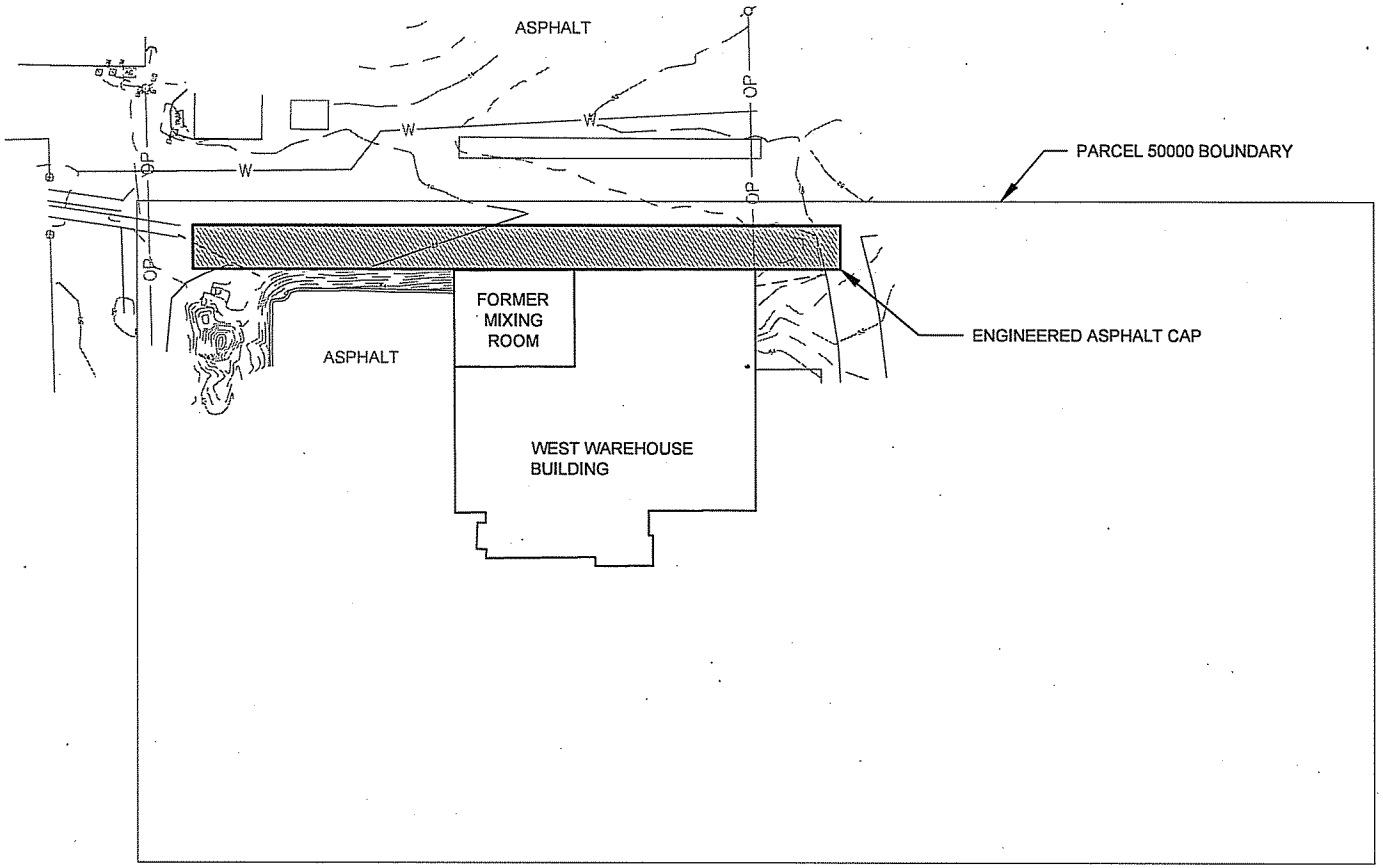
TETRA PAK
FORMER STREBOR SITE

MONITORING WELL LOCATIONS

K/J 016066.11/P02SK003

FIGURE 2

Attachment C
Figure 1



0 25 50
APPROXIMATE SCALE IN FEET

Kennedy/Jenks Consultants

TETRA PAK MATERIALS LI
VANCOUVER, WASHINGTOI

PROPERTY MAP SHOWING
WEST WAREHOUSE AND CAPPED AREA

016066.1
SEPTEMBER 201

FIGURE

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