

**STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY**

In the Matter of Remedial Action by:

PACCAR Inc, a Delaware corporation

and

**Merrill Creek Holdings, LLC, a Washington
limited liability company**

AGREED ORDER

No. 6069

RECEIVED
SEP 15 2008
DEPT. OF ECOLOGY
TCP-NWRO

TO: PACCAR Inc.
PACCAR Building
777-106th Avenue N.E.
Bellevue, Washington 98004

and

Merrill Creek Holdings, LLC
600 University Street, Suite 2820
Seattle, Washington 98101

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I. INTRODUCTION

The mutual objective of the State of Washington, Department of Ecology (“Ecology”), PACCAR Inc (“PACCAR”) and Merrill Creek Holdings, LLC (“Merrill Creek”) under this Agreed Order (“Order”) is for PACCAR and Merrill Creek to provide for remedial action at a site where there has been a release or threatened release of hazardous substances. This Order requires PACCAR to implement an interim action for cleanup at the upland portion of the site commonly known as the 8801 Site. The interim action shall be performed after Ecology approves the remedial investigation of the upland portion, approves the feasibility study of cleanup alternatives for the upland portion, and approves the work plan for the interim action. The Draft Interim Action Work Plan (“DIAWP”) that is attached to this Order summarizes the remedial investigation of the upland portion, presents the feasibility study for the upland portion, and presents the work plan for the interim action. The DIAWP is under review by Ecology at the same time with the public review and public comment period for this Order. Ecology believes the actions required by this Order are in the public interest.

II. JURISDICTION

This Agreed Order is issued pursuant to the authority of the Model Toxics Control Act (“MTCA”), and specifically RCW 70.105D.050(1).

III. PARTIES BOUND

This Agreed Order shall apply to and be binding upon the Parties to this Order, their successors and assigns. The undersigned representative of each Party hereby certifies that he or she is fully authorized to enter into this Order and to execute and legally bind such Party to comply with the Order. PACCAR and Merrill Creek agree to undertake all actions required of them by the terms and conditions of this Order. No change in ownership or corporate status shall alter PACCAR’s or Merrill Creek’s responsibility under this Order. PACCAR and Merrill Creek shall provide a copy of this Order to all agents, contractors, and subcontractors retained to perform work required by this Order, and shall ensure that all work undertaken by such agents, contractors, and subcontractors complies with this Order.

IV. DEFINITIONS

Unless otherwise specified herein, the definitions set forth in Chapter 70.105D RCW, Chapter 173-340 WAC, and Chapter 173-204 WAC shall control the meanings of the terms used in this Order.

A. Site: The Site is commonly known as the 8801 Site. The Site is defined by the extent of contamination caused by the release of hazardous substances at the real property located at 8801 East Marginal Way South, in Tukwila, King County, Washington (the “Upland Property”). The Site includes both an upland area and a sediment area. The upland area of the Site (the “Upland Area”) consists of the Upland Property and extends to and includes those portions of the metal bulkhead and the riprap at the western boundary of the Upland Property that are located above the mean high water line of the adjacent Lower Duwamish Waterway (“LDW”). The sediment area of the Site (the “Sediment Area”) consists of those portions of the bank and sediments of the LDW located between the mean high water line and the mid-channel of the LDW that are impacted by releases of hazardous substances attributable to current or former operations at the Upland Property. The Site boundaries are depicted on the Site Diagram attached hereto as Exhibit A. The Site constitutes a “facility” under RCW 70.105D.020(4). This Order and the remedial action required by this Order apply only to the Upland Area. A separate Agreed Order (No. DE 3599) between PACCAR and Ecology, dated July 2006, applies to the Sediment Area.

B. Parties: Refers to Ecology, PACCAR, and Merrill Creek.

C. PLP: Refers to PACCAR and Merrill Creek.

D. Agreed Order or Order: Refers to this Order and each of the exhibits to the Order.

All exhibits are integral and enforceable parts of this Order. The terms “Agreed Order” or “Order” shall include all exhibits to the Order.

V. FINDINGS OF FACT

Ecology makes the following findings of fact, without any express or implied admissions of such facts by the PLPs:

A. The Upland Area is located entirely within the Upland Property, which is a 25-acre industrial property located at 8801 East Marginal Way South in the City of Tukwila, King County, Washington. The Upland Area is within the City of Tukwila's Manufacturing Industrial Center/Heavy zoning district and is currently zoned for heavy industrial use. The Upland Area is surrounded by industrial facilities. The Boeing facility (formerly Boeing Thompson-Isaacson facility) is located adjacent to and north of the Upland Area. The Containers Properties LLC facility (former Rhone-Poulenc and before that Monsanto Chemical facility) is located adjacent to and south of the Upland Area. The eastern boundary of the Upland Area is bounded by East Marginal Way South and the western edge is bounded by the LDW.

B. The Upland Area was developed at different times for different companies. The northern two-thirds of the Upland Area were first developed in approximately 1929 by the Fisher Body Corporation as an automobile manufacturing facility. Boeing took control over the Fisher Body manufacturing facility during World War II. In January 1946, Kenworth Motor Truck Corporation, a PACCAR subsidiary, purchased the northern two-thirds of the Upland Area. In 1955, PACCAR dissolved Kenworth Motor Truck Corporation and acquired the assets of Kenworth, including the northern two-thirds of the Upland Area. The plant was subsequently operated by PACCAR through its Kenworth Motor Truck Company division. PACCAR purchased the southern one-third of the Upland Area in 1966 from the Monsanto Company, which owned a large parcel of property adjacent to and south of the former Fisher Body property. Prior to 1966, Monsanto operated a chemical manufacturing facility on its property, including the northern portion acquired by PACCAR. PACCAR built trucks on the Upland Area from 1946 through April 1996, when truck building activities ceased temporarily. In July 1997, PACCAR resumed building trucks at the Upland Area. In 2002, PACCAR ceased all truck building activities and decommissioned the facility. In October 2004, PACCAR sold the Upland

Area to Merrill Creek Holdings, LLC, which is the current owner. The Upland Area is currently leased to, and used by, Insurance Auto Auctions, Inc.

C. The Upland Area is currently covered with asphalt, buildings, and building foundation slabs and is fenced on all four sides with chain-link and electrified barbed wire. A metal sheet-piling bulkhead extending approximately 30 feet below ground surface is located along the northern two-thirds of the western boundary of the Upland Area, which separates that portion of the Upland Area from the LDW. The remaining southern one-third of the western boundary of the Upland Area (approximately 240 feet) is covered with rip rap and capped with asphalt, which separates that portion of the Upland Area from the LDW. See Exhibit A.

D. The Upland Area has been the subject of numerous investigations and independent cleanup actions between 1986 and the present. The results of those investigations and cleanup actions are summarized in the DIAWP. The DIAWP is part of this Order and is attached hereto as Exhibit B.

E. Investigations at the Upland Area have revealed:

1. Releases to soil of petroleum hydrocarbons, volatile organic compounds (“VOCs”), semi-volatile organic compounds (“SVOCs”), and metals;
2. Releases to groundwater of VOCs, SVOCs, petroleum hydrocarbons, PCBs, and metals; and
3. Releases to stormwater of VOCs, PCBs, metals, and poly-aromatic hydrocarbons (“PAHs”).

F. PACCAR has previously implemented voluntary remedial measures at the Upland Area, which are described in the DIAWP. These remedial measures were conducted as independent remedial actions consistent with Chapter 173-340 WAC. PACCAR has provided to Ecology all reports pertaining to the previous remedial measures and these reports are on file at Ecology’s Northwest Regional Office and are available for public review.

G. Based on the facts set forth herein, Ecology has determined that a release or threatened release of hazardous substances at the Upland Area requires remedial action to protect

human health and the environment. This Order sets forth the measures that need to be taken for the remedial action at the Upland Area. This Order does not apply to the Sediment Area. Any future remedial action required for the Sediment Area will be pursuant to one or more separate agreements with EPA and/or Ecology.

VI. ECOLOGY DETERMINATIONS

A. PACCAR is a former owner or operator, as defined in RCW 70.105D.020(17) and RCW 70.105D.040(1)(b), of a "facility" as defined in RCW 70.105D.020(5), because PACCAR owned and/or operated the Upland Area at the time of disposal or release of hazardous substances at the Upland Area.

B. Merrill Creek is an "owner or operator" as defined in RCW 70.105D.020(12) and RCW 70.105D.040(1)(b), of a "facility" as defined in RCW 70.105D.020(5) because Merrill Creek is the current owner of the Upland Area.

C. Pursuant to RCW 70.105.040(2) both PACCAR and Merrill Creek are jointly and severally liable for all remedial action costs at the Site.

D. Based upon all factors known to Ecology, a "release" or "threatened release" of "hazardous substance(s)" as defined in RCW 70.105D.020(25) and RCW 70.105D.020(10), respectively, has occurred at the Upland Area.

E. Based upon credible evidence and pursuant to RCW 70.105D.040, -.020(17) and WAC 173-340-500, Ecology issued letters to PACCAR and Merrill Creek dated October 31, 2007, stating that Ecology was proposing to find both PACCAR and Merrill Creek potentially liable for releases of hazardous substances at the Site. After providing for notice and opportunity for comment, reviewing any comments submitted, and concluding that credible evidence supported a finding of potential liability, Ecology issued a determination that PACCAR and Merrill Creek are potentially liable persons ("PLPs") under RCW 70.105D.040 and notified PACCAR and Merrill Creek of this determination by letter dated January 24, 2008.

F. The LDW has been designated by EPA as a federal Superfund site under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"). The Lower Duwamish Waterway Superfund Site is being managed cooperatively by EPA and Ecology. Ecology has primary responsibility for managing source control at the Lower Duwamish Waterway Superfund Site under a cooperative agreement between Ecology and EPA signed April 16, 2004. EPA retains primary responsibility for investigation and cleanup of sediments at the Lower Duwamish Waterway Superfund Site.

G. The remedial action required by this Agreed Order applies to the Upland Area and does not apply to the LDW. Any future remedial action required for the LDW will be pursuant to one or more separate agreements with EPA and/or Ecology.

H. Pursuant to RCW 70.105D.030(1) and -.050(1), Ecology may require PLPs to investigate or conduct other remedial actions with respect to any release or threatened release of hazardous substances, whenever it believes such action to be in the public interest. Based on the foregoing facts, Ecology believes the remedial action required by this Order is in the public interest.

I. Under WAC 173-340-430, an interim action is a remedial action that is technically necessary to reduce a threat to human health or the environment by eliminating or substantially reducing one or more pathways for exposure to a hazardous substance, that corrects a problem that may become substantially worse or cost substantially more to address if the remedial action is delayed, or that is needed to provide for completion of a remedial investigation/feasibility study or design of a cleanup action.

VII. WORK TO BE PERFORMED

Based on the Findings of Fact and Ecology Determinations, it is hereby ordered that PACCAR shall take the following action at the Upland Area in accordance with Chapter 173-340 WAC unless otherwise specifically provided for herein:

A. Implement the remedial action selected in a Final Interim Action Work Plan (“FIAWP”) after it has been approved by Ecology. Before Ecology approves the FIAWP, the following must occur:

1. Ecology must review and approve the remedial investigation (“RI”) conducted for the Upland Area. The RI is set forth in the DIAWP. Ecology is reviewing the RI concurrently with the public comment period for this Order.

2. Ecology must review and approve the feasibility study (“FS”) prepared for the Upland Area. The FS is set forth in the DIAWP. Ecology is reviewing the FS concurrently with the public comment period for this Order.

3. Ecology must review and approve the work plan (“Work Plan”) for the proposed interim action to be conducted at the Upland Area. The Work Plan is set forth in the DIAWP. Ecology is reviewing the Work Plan concurrently with the public comment period for this Order.

4. After Ecology approves the RI, the FS, and the Work Plan, PACCAR shall prepare and submit the FIAWP to Ecology. The FIAWP shall be subject to Ecology review and approval. Ecology will approve any submittals required by this Order only upon its determination that a submittal is sufficient for the purpose for which it is intended.

B. Implement the work set forth in a final engineering design report (“Final EDR”) that has been approved by Ecology. Before Ecology approves the Final EDR, the following must occur:

1. PACCAR shall prepare and submit to Ecology an initial draft of the engineering design report (“Initial Draft EDR”) that is consistent with the approved FIAWP and that presents the engineering design for the interim action selected in the FIAWP. PACCAR shall submit the Initial Draft EDR when the engineering design for the interim action is at the fifty percent (50%) completion stage. The Initial Draft EDR shall comply with WAC 173-340-400 and include the following information:

- Detailed construction documentation.
- Protection, performance and confirmation monitoring for the Compliance Monitoring Plan.
- Permit requirements and schedules.
- Operation and maintenance plan.
- Proposed construction schedule and sequence.
- Contractor staging areas and other work areas.

2. After Ecology approves the Initial Draft EDR, PACCAR shall prepare and submit a pre-final engineering design report ("Pre-Final EDR") that is consistent with the approved Initial Draft EDR. The Pre-Final EDR shall set forth the engineering design for the interim action when such design is at the one hundred percent (100%) completion stage.

3. After Ecology approves the Pre-Final EDR, PACCAR shall prepare and submit the Final EDR to Ecology. The Final EDR shall be subject to Ecology review and approval.

C. Implement the work set forth in a Compliance Monitoring Plan that has been approved by Ecology. The Compliance Monitoring Plan shall set forth the confirmational monitoring that shall be performed to confirm that the interim action implemented pursuant to the FIAWP has achieved cleanup levels at the points of compliance for the Upland Area. The Compliance Monitoring Plan shall comply with WAC 173-340-410.

D. The list of deliverables required by this Order and the schedule for submittal, review, and approval of them is attached hereto as Exhibit C. Any deliverable, once approved by Ecology, becomes an integral and enforceable part of this Order.

E. If, at any time after the first exchange of comments on a draft deliverable required by this Order, Ecology determines that insufficient progress is being made in preparation of the deliverable, Ecology may complete and issue the final deliverable, subject to the following conditions. Ecology shall notify the PLPs in writing of its intention to complete and issue a final deliverable, which notice shall state Ecology's basis for taking over completion of the

deliverable, and which notice shall constitute a written decision subject to dispute resolution pursuant to Section VIII.J. of this Order (Dispute Resolution). Any substantial change to the scope of work shall require a formal amendment of this Order or a new agreed order or enforcement order. To ensure consistency with the decision making process for the Lower Duwamish Waterway Superfund Site, Ecology will seek written comments from EPA Region 10's project manager or designee for the Lower Duwamish Waterway Superfund Site. As appropriate, Ecology will incorporate EPA's comments in response to the deliverables the PLPS submit under this Order. PACCAR shall cooperate with Ecology to incorporate EPA's comments in response to the deliverables required by this Order.

F. Merrill Creek shall execute and record an Environmental Covenant in the property records of King County. A copy of Ecology's Model Environmental Covenant is attached hereto as Exhibit D, which will be modified as appropriate in accordance with the condition of the site after the remedial action. The Environmental Covenant will include necessary institutional controls consistent with WAC 173-340-440, including as it may be amended, and chapter 64.70 RCW. The Environmental Covenant shall be recorded in accordance with the schedule set forth in Exhibit C. Merrill Creek shall provide Ecology with a copy of the recorded Environmental Covenant within thirty (30) days after the recording date.

VIII. TERMS AND CONDITIONS OF ORDER

A. Public Notice

RCW 70.105D.030(2)(a) requires that, at a minimum, this Order be subject to concurrent public notice. Ecology shall be responsible for providing such public notice and reserves the right to modify or withdraw any provisions of this Order should public comment disclose facts or considerations which indicate to Ecology that this Order is inadequate or improper in any respect.

B. Remedial Action Costs

1. The PLPs shall pay to Ecology costs incurred by Ecology pursuant to this Order and consistent with WAC 173-340-550(2). These costs shall include work performed by Ecology or its contractors for, or on, the Upland Area under Chapter 70.105D RCW, including remedial actions and Order preparation, negotiation, oversight, and administration. These costs shall include work performed both prior to and subsequent to the issuance of the Order. Ecology's costs shall include costs of direct activities and support costs of direct activities as defined in WAC 173-340-550(2). Ecology shall notify the PLPs in writing prior to using technical staff outside of Ecology. The PLPs shall pay the required amount within ninety (90) days of receiving from Ecology an itemized statement of costs that includes a summary of costs incurred, an identification of involved staff, and the amount of time spent by involved staff members on the project. A general description statement of work performed will be provided upon request. Itemized statements shall be prepared quarterly. Pursuant to WAC 173-340-550(4), failure to pay Ecology's costs within ninety (90) days of receipt of the itemized statement of costs will result in interest charges at the rate of twelve percent (12%) per annum, compounded monthly. Pursuant to RCW 70.105D.055, Ecology has authority to recover unreimbursed remedial action costs by filing a lien against real property subject to the remedial actions.

2. In order to assure these payments get to the proper staff as soon as possible, the address for mailing via the post office is:

Cashiering Section
P.O. Box 5128
Lacey, WA 98509-5128

If you choose to send a check by a messenger/overnight delivery service, the address to use is:

Cashiering Section
300 Desmond Drive
Lacey, WA 98503

In order to ensure that your payment is properly credited, please enclose the bottom portion of Ecology's invoice and indicate that the check is for cost recovery on the Site.

C. Implementation of Remedial Action

1. If Ecology determines that the PLPs have failed without good cause to implement the remedial action required by this Order, in whole or in part, Ecology may perform any or all portions of the remedial action that remain incomplete, subject to the following conditions. Ecology shall notify the PLPs in writing of its intention to perform the incomplete remedial action, which notice shall state Ecology's basis for taking over performance of the remedial action, and which notice shall constitute a written decision subject to dispute resolution pursuant to Section VIII.J. of this Order (Dispute Resolution). If Ecology performs all or portions of the remedial action because of the PLPs' failure to comply with their obligations under this Order, then the PLPs shall reimburse Ecology for the costs of doing such work in accordance with Section VIII.B. of this Order (Remedial Action Costs), provided that the PLPs are not obligated under this Section to reimburse Ecology for costs incurred for work inconsistent with or beyond the scope of this Order.

2. Except where necessary to abate an emergency situation, the PLPs shall not perform any remedial actions at the Upland Area outside those remedial actions required by this Order, unless Ecology concurs, in writing, with such additional remedial actions.

D. Designated Project Coordinators

The project coordinator for Ecology is:

Maura S. O'Brien, PG/HG #869
Professional Geologist/Hydrogeologist and Site Manager
Washington State Department of Ecology
3190 – 160th Avenue SE
Bellevue, Washington 98008-5452
Phone (425) 649-7249
E-Mail mobr461@ecy.wa.gov

The project coordinator for PACCAR is:

Eric Buckler, PE
Environmental Engineer
PACCAR Inc
P.O. Box 1518
Bellevue, Washington 98009
Phone (425) 468-7928
E-Mail eric.buckler@paccar.com

The project coordinator for Merrill Creek is:

Mark Barbieri, Executive Vice President
Merrill Creek Holdings, LLC
600 University Street, Suite 2820
Seattle, Washington 98101
Phone (206) 613-5316
E-Mail mbarbieri@waholdings.com

Each project coordinator shall be responsible for overseeing the implementation of this Order. Ecology's project coordinator will be Ecology's designated representative for the Upland Area. To the maximum extent possible, communications between Ecology and PACCAR and Merrill Creek, and all documents, including reports, approvals, and other correspondence concerning the activities performed pursuant to the terms and conditions of this Order shall be directed through the project coordinators. The project coordinators may designate, in writing, working level staff contacts for all or portions of the work to be performed pursuant to this Order. Any party may change its respective project coordinator. Written notification shall be given to the other Parties at least ten (10) calendar days prior to the change.

E. Performance

1. All geologic and hydrogeologic work performed pursuant to this Order shall be under the supervision and direction of a geologist licensed in the State of Washington or under the direct supervision of an engineer registered in the State of Washington, except as otherwise provided for by Chapters 18.220 and 18.43 RCW.

2. All engineering work performed pursuant to this Order shall be under the direct supervision of a professional engineer registered in the State of Washington, except as otherwise provided for by RCW 18.43.130.

3. All construction work performed pursuant to this Order shall be under the direct supervision of a professional engineer or a qualified technician under the direct supervision of a professional engineer. The professional engineer must be registered in the State of Washington, except as otherwise provided for by RCW 18.43.130.

4. Any documents submitted containing geologic, hydrologic or engineering work shall be under the seal of an appropriately licensed professional as required by Chapter 18.220 RCW or RCW 18.43.130.

5. The PLPs shall notify Ecology in writing of the identity of any engineer(s) and geologist(s), contractor(s) and subcontractor(s), and others to be used in carrying out the terms of this Order, in advance of their involvement at the Upland Area.

F. Access

Ecology or any Ecology authorized representative shall have the full authority to enter and freely move about all portions of the Site, including the Upland Area, that Merrill Creek owns, controls, or has access rights to at all reasonable times for the purposes of, *inter alia*: inspecting records, operation logs, and contracts related to the work being performed pursuant to this Order; reviewing the PLPs' progress in carrying out the terms of this Order; conducting such tests or collecting such samples as Ecology may deem necessary; using a camera, sound recording, or other documentary type equipment to record work done pursuant to this Order; and verifying the data submitted to Ecology by the PLPs. The PLPs shall make all reasonable efforts to secure access rights for those areas within the Upland Area not owned or controlled by the PLPs where remedial activities or investigations will be performed pursuant to this Order. Ecology or any Ecology authorized representative shall give reasonable notice to the PLPs before entering the Upland Area unless an emergency prevents such notice. All persons who access the Upland Area pursuant to this Section shall comply with the approved health and safety

plan, if any. Ecology employees and their representatives shall not be required to sign any release or waiver as a condition of access to the Upland Area.

G. Sampling, Data Reporting, and Availability

1. With respect to the implementation of this Order, the PLPs shall make the results of all sampling, laboratory reports, and/or test results generated by them or on their behalf available to Ecology. Pursuant to WAC 173-340-840(5), all sampling data shall be submitted to Ecology in both printed and electronic formats in accordance with Section VII of this Order (Work to be Performed), Ecology's Toxics Cleanup Program Policy 840 (Data Submittal Requirements), and/or any subsequent procedures specified by Ecology for data submittal.

2. All sampling data shall be submitted to Ecology according to the requirements of WAC 173-340-840(5). These submittals shall be provided to Ecology in accordance with Section VII of this Order (Work to be Performed) both in electronic and printed formats.

3. If requested by Ecology, the PLPs shall allow Ecology and/or its authorized representative to take split or duplicate samples of any samples collected by the PLPs pursuant to implementation of this Order. The PLPs shall notify Ecology seven (7) days in advance of any sample collection or work activity at the Upland Area. Ecology shall, upon request, allow the PLPs and/or their authorized representative to take split or duplicate samples of any samples collected by Ecology pursuant to the implementation of this Order provided it does not interfere with Ecology's sampling. Without limitation on Ecology's rights under Section VIII.F. of this Order (Access), Ecology shall notify the PLPs prior to any sample collection activity unless an emergency prevents such notice.

4. In accordance with WAC 173-340-830(2)(a), all hazardous substance analyses shall be conducted by a laboratory accredited under Chapter 173-50 WAC for the specific analyses to be conducted, unless otherwise approved by Ecology.

H. Public Participation

1. A Public Participation Plan is required for this Site. Ecology shall review any existing Public Participation Plan to determine its continued appropriateness and whether it requires amendment, or if no plan exists, Ecology shall develop a Public Participation Plan alone or in conjunction with the PLPs.

2. Ecology shall maintain the responsibility for public participation for the Upland Area. However, the PLPs shall cooperate with Ecology, and shall:

3. If agreed to by Ecology, develop appropriate mailing lists, prepare drafts of public notices and fact sheets at important stages of the remedial action for the Upland Area, such as the submission of remedial investigation/feasibility study reports, interim action work plans, engineering design reports, periodic progress reports, and compliance monitoring plans and reports. As appropriate, Ecology will edit, finalize, and distribute such fact sheets and prepare and distribute public notices of Ecology's presentations and meetings.

4. Notify Ecology's project coordinator prior to the preparation of all press releases and fact sheets, and before major meetings with the interested public and local governments. Likewise, Ecology shall notify the PLPs prior to the issuance of all press releases and fact sheets, and before major meetings with the interested public and local governments. For all press releases, fact sheets, meetings, and other outreach efforts by the PLPs that do not receive prior Ecology approval, the PLPs shall clearly indicate to their audience that the press release, fact sheet, meeting, or other outreach effort was not sponsored or endorsed by Ecology.

5. When requested by Ecology, participate in public presentations on the progress of the remedial action for the Upland Area. Participation may be through attendance at public meetings to assist in answering questions or as a presenter.

6. When requested by Ecology, arrange and/or continue information repositories to be located at the following locations:

- a. **South Park Branch of Seattle Public Library**
8604 Eighth Avenue South at Cloverdale Street
Seattle, WA 98108
Tele 206-615-1688
- b. **Ecology's Northwest Regional Office Central Files**
3190 – 160th Avenue South
Bellevue, WA 98008
Tele 425-649-7190

At a minimum, copies of all public notices, fact sheets, and press releases; all quality assured monitoring data; remedial action plans and reports; supplemental remedial planning documents; and all other similar documents relating to performance of the remedial action required by this Order shall be promptly placed in these repositories.

I. Retention of Records

During the pendency of this Order and for ten (10) years from the date of completion of work performed pursuant to this Order, the PLPs shall preserve all records, reports, documents, and underlying data in their possession relevant to the implementation of this Order and shall insert a similar record retention requirement into all contracts with project contractors and subcontractors that perform work pursuant to this Order. Upon request of Ecology, the PLPs shall make all records available to Ecology and allow access for review within a reasonable time.

J. Resolution of Disputes

1. In the event a dispute arises as to an approval, disapproval, proposed change, or other decision or action by Ecology's project coordinator, or an itemized billing statement under Section VIII.B. of this Order (Remedial Action Costs), the Parties shall utilize the dispute resolution procedure set forth below.

a. Upon receipt of Ecology's project coordinator's written decision or the itemized billing statement, the PLPs shall have fourteen (14) days within which to notify Ecology's project coordinator in writing of its objection to the decision or itemized statement.

i. The PLPs shall include in the written objection sufficient detail to allow Ecology to evaluate the merits of the dispute.

ii. Such detail shall include the specific Ecology determination or direction or itemized statement in dispute and shall include specific argument(s) documenting the basis for invoking the dispute resolution procedure.

iii. Clarification of Ecology directions or determinations shall not be handled through the dispute resolution procedure. Ecology's project coordinator shall make such clarifications in a manner and time he or she deems appropriate to expedite to the maximum extent practicable the work to be performed under this Order.

b. The Parties' project coordinators shall then confer in good faith in an effort to resolve the dispute. If the project coordinators cannot resolve the dispute within fourteen (14) days, then Ecology's project coordinator shall issue a written decision.

c. The PLPs may then request regional management review of the decision. This request shall be submitted in writing to the Northwest Region Toxics Cleanup Section Manager within seven (7) days after receipt of Ecology's project coordinator's written decision.

d. The Section Manager shall conduct a review of the dispute and shall endeavor to issue a written decision regarding the dispute within thirty (30) days after the PLPs' request for review. The Section Manager's decision shall be Ecology's final decision on the disputed matter.

2. The Parties agree to only utilize the dispute resolution process in good faith and agree to expedite, to the extent possible, the dispute resolution process whenever it is used.

3. Implementation of these dispute resolution procedures shall not provide a basis for delay of any activities required in this Order, unless Ecology agrees in writing to a schedule extension.

K. Extension of Schedule

1. An extension of schedule shall be granted only when a request for an extension is submitted in a timely fashion, generally at least thirty (30) days prior to expiration of the deadline for which the extension is requested, and good cause exists for granting the extension. All extensions shall be requested in writing. The request shall specify the reason(s) the extension is needed. The request shall specify:

- a. The deadline that is sought to be extended;
- b. The length of the extension sought;
- c. The reason(s) for the extension; and
- d. Any related deadline or schedule that would be affected if the extension were granted.

2. The burden shall be on the PLPs to demonstrate to the satisfaction of Ecology that the request for such extension has been submitted in a timely fashion and that good cause exists for granting the extension. Good cause includes, but is not limited to:

- a. Circumstances beyond the reasonable control and despite the due diligence of the PLPs including delays caused by unrelated third parties or Ecology, such as (but not limited to) delays by EPA or Ecology in reviewing, approving, or modifying documents submitted by the PLPs; or

- b. Acts of God, including fire, flood, blizzard, extreme temperatures, storm, or other unavoidable casualty; or

- c. Endangerment as described in Section VIII.M. of this Order (Endangerment).

However, neither increased costs of performance of the terms of this Order nor changed economic circumstances shall be considered circumstances beyond the reasonable control of the PLPs.

3. Ecology shall act upon any written request for extension in a timely fashion. Ecology shall give the PLPs written notification in a timely fashion of any extensions granted pursuant to this Order. A requested extension shall not be effective until approved by Ecology. Unless the extension is a substantial change, it shall not be necessary to amend this Order pursuant to Section VIII.L. of this Order (Amendment of Order) when a schedule extension is granted.

4. An extension shall only be granted for such period of time as Ecology determines is reasonable under the circumstances. Ecology may grant schedule extensions exceeding ninety (90) days only as a result of:

- a. Delays in the issuance of a necessary permit which was applied for in a timely manner;
- b. Other circumstances deemed exceptional or extraordinary by Ecology; or
- c. Endangerment as described in Section VIII.M. of this Order (Endangerment).

L. Amendment of Order

1. The project coordinators may verbally agree to minor changes to the work to be performed without formally amending this Order. Minor changes will be documented in writing by Ecology within seven (7) days of verbal agreement.

2. Except as provided in Section VIII.N. of this Order (Reservation of Rights), substantial changes to the work to be performed shall require formal amendment of this Order. This Order may only be formally amended by the written consent of Ecology and the PLPs. The PLPs shall submit a written request for amendment to Ecology for approval. Ecology shall indicate its approval or disapproval in writing and in a timely manner after the written

request for amendment is received. If the amendment to the Order represents a substantial change, Ecology will provide additional public notice and opportunity to comment. If Ecology does not agree to a proposed amendment, the disagreement may be addressed through the dispute resolution procedures described in Section VIII.J. of this Order (Resolution of Disputes).

M. Endangerment

1. In the event Ecology determines that any activity being performed at the Upland Area is creating or has the potential to create a danger to human health or the environment on or surrounding the Upland Area, Ecology may direct the PLPs to cease such activities for such period of time as it deems necessary to abate the danger. The PLPs shall immediately comply with such direction.

2. In the event the PLPs determine that any activity being performed at the Upland Area is creating or has the potential to create a danger to human health or the environment, the PLPs may cease such activities. The PLPs shall notify Ecology's project coordinator as soon as possible, but no later than twenty-four (24) hours after making such determination or ceasing such activities. Upon Ecology's direction the PLPs shall provide Ecology with documentation of the basis for the determination or cessation of such activities. If Ecology disagrees with the PLPs' cessation of activities, Ecology may direct the PLPs to resume such activities.

3. If Ecology concurs with or orders a work stoppage pursuant to this Section, the PLPs' obligations with respect to the ceased activities shall be suspended until Ecology determines the danger is abated, and the time for performance of such activities, as well as the time for any other work dependent upon such activities, shall be extended in accordance with Section VIII. of this Order (Extension of Schedule) for such period of time as Ecology determines is reasonable under the circumstances.

4. Nothing in this Order shall limit the authority of Ecology, its employees, agents, or contractors to take or require appropriate action in the event of an emergency.

N. Reservation of Rights

1. This Order is not a settlement under Chapter 70.105D RCW. Ecology's signature on this Order in no way constitutes a covenant not to sue or a compromise of any Ecology rights or authority. Ecology will not, however, bring an action against the PLPs to recover remedial action costs paid to and received by Ecology under this Order. In addition, Ecology will not take enforcement actions against the PLPs regarding remedial action required by this Order, provided the PLPs comply with this Order.

2. Ecology nevertheless reserves its rights under Chapter 70.105D RCW, including the right to require additional or different remedial actions at the Upland Area should it deem such actions necessary to protect human health and the environment, and to issue orders requiring such remedial actions. Ecology and the PLPs also reserve all of their respective rights and defenses regarding the injury to, destruction of, or loss of natural resources resulting from the release or threatened release of hazardous substances at the Upland Area.

O. Transfer of Interest in Property

1. No voluntary conveyance or relinquishment of title, easement, leasehold, or other interest in any portion of the Upland Area shall be consummated by Merrill Creek without provision for continued implementation of all requirements of this Order and implementation of any remedial actions found to be necessary as a result of this Order.

2. Prior to Merrill Creek's transfer of any interest in all or any portion of the Upland Area, and during the effective period of this Order, Merrill Creek shall serve a copy of this Order upon any prospective purchaser, lessee, transferee, assignee, or other successor in said interest; and, at least thirty (30) days prior to any transfer, Merrill Creek shall notify Ecology of said transfer. Upon transfer of any interest, Merrill Creek shall restrict uses and activities to those consistent with this Order and notify all transferees of the restrictions on the use of the property.

P. Compliance with Applicable Laws

1. All actions carried out by the PLPs pursuant to this Order shall be done in accordance with all applicable federal, state, and local requirements, including requirements to obtain necessary permits, except as provided in RCW 70.105D.090. The permits and specific federal, state and local requirements that Ecology has determined are applicable and that are known at the time of entry of this Order are set forth in the DIAWP.

2. Pursuant to RCW 70.105D.090(1), PLPs are exempt from the procedural requirements of Chapters 70.94, 70.95, 70.105, 77.55, 90.48, and 90.58 RCW and of any laws requiring or authorizing local government permits or approvals. However, the PLPs shall comply with the substantive requirements of such permits or approvals. The exempt permits or approvals and the applicable substantive requirements of those permits or approvals, as they are known at the time of entry of this Order, are set forth in the DIAWP.

3. The PLPs have a continuing obligation to determine whether additional permits or approvals addressed in RCW 70.105D.090(1) would otherwise be required for the remedial action under this Order. In the event either Ecology or the PLPs determine that additional permits or approvals addressed in RCW 70.105D.090(1) would otherwise be required for the remedial action under this Order, Ecology or the PLPs shall promptly notify the other Parties of their determination. Ecology shall determine whether Ecology or the PLPs shall be responsible to contact the appropriate state and/or local agencies. If Ecology so requires, the PLPs shall promptly consult with the appropriate state and/or local agencies and provide Ecology with written documentation from those agencies of the substantive requirements those agencies believe are applicable to the remedial action. Ecology shall make the final determination on the additional substantive requirements that must be met by the PLPs and on how the PLPs must meet those requirements. Ecology shall inform the PLPs in writing of these requirements. Once established by Ecology, the additional requirements shall be enforceable requirements of this Order. The PLPs shall not begin or continue the remedial action potentially subject to the additional requirements until Ecology makes its final determination

4. Pursuant to RCW 70.105D.090(2) in the event Ecology determines that the exemption from complying with the procedural requirements of the laws referenced in RCW 70.105D.090(1) would result in the loss of approval from a federal agency which is necessary for the state to administer any federal law, the exemption shall not apply and the PLPs shall comply with both the procedural and substantive requirements of the laws referenced in RCW 70.105D.090(1), including any requirements to obtain permits.

Q. Indemnification

The PLPs agree to indemnify and save and hold the State of Washington, its employees, and agents harmless from any and all claims or causes of action for death or injuries to persons or for loss or damage to property to the extent arising from or on account of the negligent acts or omissions of the PLPs, or their officers, employees, agents, or contractors in entering into and implementing this Order. However, the PLPs shall not indemnify the State of Washington nor save nor hold its employees and agents harmless from any claims or causes of action arising out of the negligent acts or omissions of the State of Washington, or the employees or agents of the State, in entering into or implementing this Order.

IX. SATISFACTION OF ORDER

The provisions of this Order shall be deemed satisfied upon the PLPs' receipt of written notification from Ecology that the PLPs have completed the remedial action required by this Order, as amended by any modifications, and that the PLPs have complied with all other provisions of this Order.

X. ENFORCEMENT

Pursuant to RCW 70.105D.050, this Order may be enforced as follows:

1. The Attorney General may bring an action to enforce this Order in a state or federal court.
2. The Attorney General may seek, by filing an action, if necessary, to recover amounts spent by Ecology for remedial actions and orders related to the Upland Area.

3. In the event the PLPs refuse, without sufficient cause, to comply with any term of this Order, the PLPs will be liable for:

a. Up to three (3) times the amount of any costs incurred by the State of Washington as a result of its refusal to comply; and

b. Civil penalties of up to \$25,000 per day for each day it refuses to comply.

4. This Order is not appealable to the Washington Pollution Control Hearings Board. This Order may be reviewed only as provided under RCW 70.105D.060.

Effective Date of this Order: _____

[Signatures Follow on Subsequent Page]

PACCAR INC



Richard E. Bangert, II
Vice President

MERRILL CREEK HOLDINGS LLC,

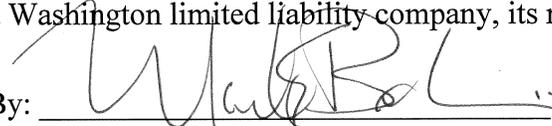
a Washington limited liability company

By: Merrill Creek Management LLC,

a Delaware limited liability company, its managing member

By: Washington Real Estate Holdings, LLC,

a Washington limited liability company, its managing member

By: 

Mark Barbieri,
Executive Vice President

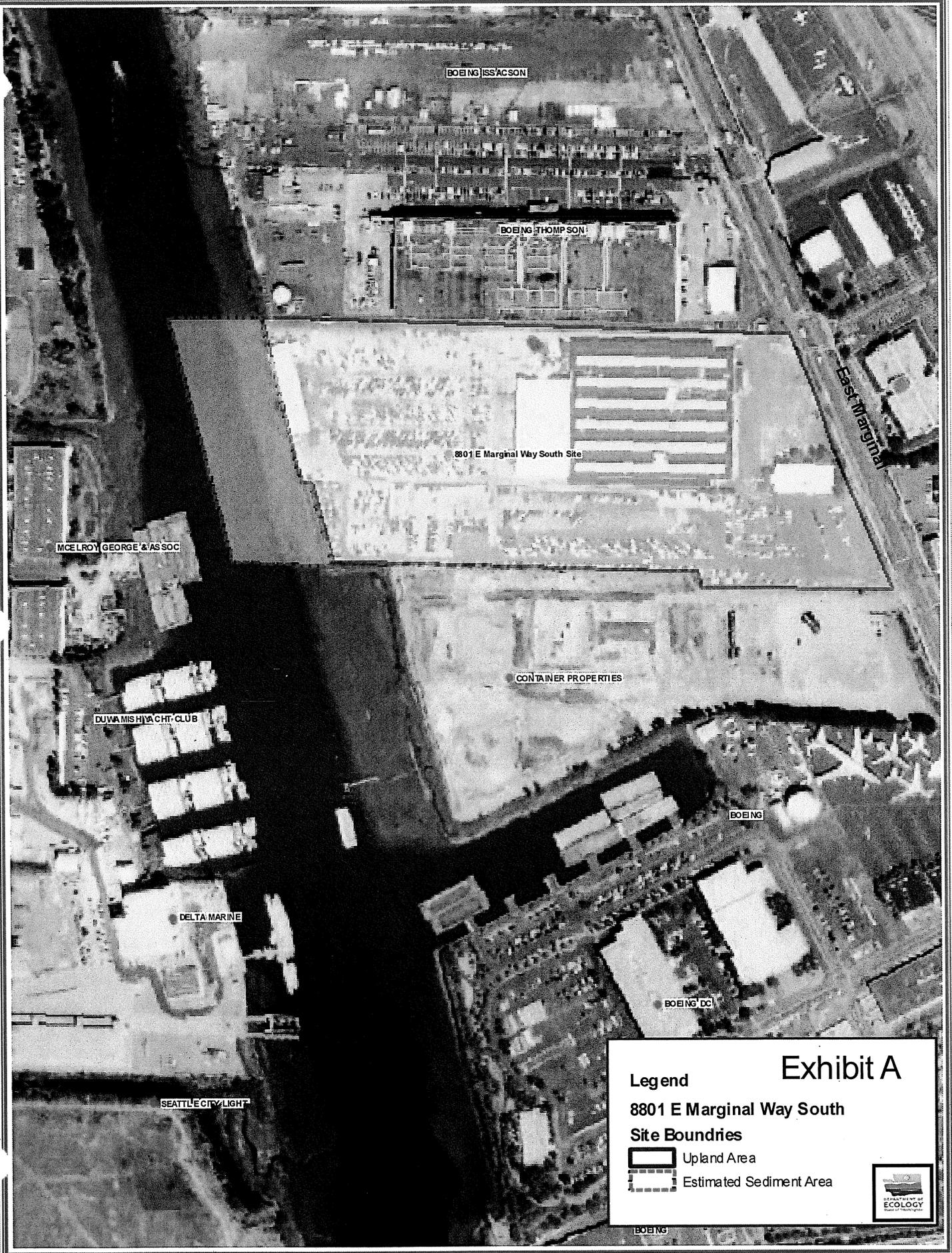
**STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY**

Robert W. Warren, P. Hg., MBA
Toxics Cleanup Program Section Manager
Northwest Regional Office

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Exhibit A

Site Map with Upland Area



BOEING ISSACSON

BOEING THOMPSON

801 E Marginal Way South Site

East Marginal

MCELROY GEORGE & ASSOC

CONTAINER PROPERTIES

DUWA MISH YACHT CLUB

BOEING

DELTA MARINE

BOEING DC

SEATTLE CITY LIGHT

Legend

Exhibit A

8801 E Marginal Way South

Site Boundaries

 Upland Area

 Estimated Sediment Area



BOEING

Exhibit B

DRAFT INTERIM ACTION WORK PLAN

With Remedial Investigation and Feasibility Study

For Upland Area at

8801 East Marginal Way South Site

[See Attached]

Agreed Order # 6069
Exhibit B

RECEIVED
SEP 15 2008
DEPT. OF ECOLOGY
TCP-NWRO

**DRAFT INTERIM ACTION WORK PLAN WITH REMEDIAL
INVESTIGATION AND FEASIBILITY STUDY
FOR THE UPLAND PORTION FOR
SOIL AND GROUNDWATER CLEANUP AT
8801 EAST MARGINAL WAY SOUTH SITE AND
FORMER PACCAR KENWORTH TRUCK COMPANY SITE
TUKWILA, WASHINGTON**

Prepared for:

PACCAR Inc
777-106th Avenue N.E.
Bellevue, Washington 98004

Submitted by:

AMEC Earth & Environmental, Inc.
11335 NE 122nd Way, Suite 100
Kirkland, Washington 98034

May 16, 2008

7-915-14995-D

The information and alternatives listed in this document are currently under review by Ecology at the same time as this public comment period. Once the public comment period ends and Ecology completes its review, Ecology will review all comments that have been received. Ecology may change the documents based on your comments and the agency's review.

If significant changes are made, then a second public comment period would be held. You may visit Ecology's Website for this Site at

http://www.ecy.wa.gov/programs/tcp/sites/8801/8801_hp.html

EXECUTIVE SUMMARY

for the Proposed Draft Interim Action Work Plan with Remedial Investigation and Feasibility Study for the Upland Portion for Soil and Groundwater Cleanup at the 8801 East Marginal Way South Site and former PACCAR Kenworth Truck Company Site Tukwila, Washington

**Prepared for PACCAR INC
Prepared by AMEC Earth & Environmental, Inc.
May 16, 2008**

**Comments from Washington Department of Ecology
Toxics Cleanup Program – Northwest Regional Office
August 15, 1008**

AMEC Earth & Environmental, Inc. (AMEC) has prepared this Draft Interim Action Work Plan, formerly called a Cleanup Action Plan, which incorporates a Remedial Investigation and Feasibility Study, on behalf of PACCAR INC for the 8801 East Marginal Way South property (Site) located in Tukwila, Washington and dated May 16, 2008.

Washington Department of Ecology (Ecology) recommends using the title *Draft Interim Action Work Plan* because the state cleanup regulations specify that the term Cleanup Action Plan applies to the cleanup of an entire site. This proposed *Draft Interim Action Work Plan* is to address cleanup tasks for the upland portion of the site for soil and groundwater cleanup. It does not address cleanup tasks for the sediment portion of this site and the sediment portion will be addressed at a later date and in coordination with the US Environmental Protection Agency (EPA) and/or Ecology. The EPA has designated the Lower Duwamish Waterway, including the near shore portion of this site, as a Superfund site in 2001 and will be issuing their Record of Decision for proposed cleanup in 2010.

For ease in reference, this executive summary gives you a short overview of the proposed *Draft Interim Action Work Plan* (IAWP) and this document is currently under review by Ecology at the same time as this public comment period. The four attached figures highlight the significant locations at the upland portion of the site. These figures show the Site Key Features (Figure 2), Areas of Potential Concern in Soil and Groundwater Draft (Figure 27), Proposed Locations of Data Gaps Closure Actions Draft (Figure 28), and Areas of Concern in Soil and Groundwater Draft (Figure 29). For review of the complete proposed Draft IAWP, use the attached CD to view the document or visit one of the Information Repositories locations at the South Park Public Library and at Ecology's Northwest Regional Office in Bellevue.

The proposed Draft IAWP describes the site setting and background (section 2) and previous environmental investigations and cleanup actions (section 3). The document presents a site conceptual model and describes pathways where chemicals of concern may migrate and come into contact with humans and/or the environment (section 4). The chemicals of concern are called potential contaminants of concern and are listed and described using a fate and transport model evaluation (section 5 and 6). To review the remedial investigation sections of this document, check sections, 2, 3, 4, 5, and 6. For the feasibility study, also called the feasible

cleanup alternatives, check sections 4, 7, 8, and 9 where proposed cleanup levels and points of compliance are described along with cleanup alternatives and their evaluation.

This plan was prepared in accordance with the Washington State Department of Ecology (Ecology) Model Toxics Control Act Cleanup regulations (Chapter 173-340 WAC). Evaluations in this plan are based on investigations performed at the Site by various consultants and AMEC since 1986.

The Site is located in an industrial area and is bordered by Container Properties, LLC., to the south, East Marginal Way South and King County Airport to the east, Boeing Issacson to the north, and the Lower Duwamish Waterway (LDW) to the west. The LDW is designated as a Superfund site by the United States Environmental Protection Agency for sediments contamination.

In 1929, the property was developed by the Fisher Body Corporation (Fisher), a General Motors Corporation subsidiary. The Fisher development excluded the southern third of the current Site. The Boeing Corporation operated the facility during World War II. The Pacific Car and Foundry Corporation (PACCAR) purchased the Kenworth Motor Truck Company in 1945 and the Fisher facility in 1946. In 1966, PACCAR acquired the southern third of the property (approximately 8.7 acres) from the former Monsanto Industrial Chemical Company.

Since 1946, PACCAR used the Site for the manufacture of heavy trucks. The truck manufacturing operations included fabricating fiberglass-reinforced plastic truck parts, truck component assembling, machining, fueling, lubricating, and painting. The Site was sold by PACCAR in 2004 to Merrill Creek Holdings LLC who leased the land to Insurance Auto Auctions Inc., (IAAI). IAAI uses the property to store and auction damaged and wrecked vehicles.

Extensive investigation and remedial activities have been undertaken at the Site since 1986. These activities include two site-wide investigations and numerous focused investigations. Remedial activities include the removal of all underground storage tanks (USTs) and above-ground storage tanks at the Site, excavation and removal of impacted soil associated with USTs, operation of a groundwater extraction system to remove impacted groundwater, and installation and operation of an air sparge/vapor extraction system. In addition, work has been undertaken to repair and upgrade the storm water drainage system infrastructure.

In conjunction with Ecology, AMEC developed Site-specific screening criteria. The screening criteria were applied to data from previously undertaken investigations to evaluate the distribution of impacted media on the Site. The most stringent applicable screening criteria were selected and any analytes that were above criteria were designated as potential contaminants of concern (PCOCs). The lateral and vertical delineation of the PCOCs was assessed to determine the extent of the mass and the occurrence of multiple chemicals in discrete locations. Pathway and receptors were determined and used to evaluate the fate and transport pathways of the PCOCs.

In total, 38 PCOCs were evaluated. The resultant chemicals of concern (COCs) were isolated to eight areas of potential concern (AOPCs). The COCs identified within soil at the Site were lead, copper, bis(2-ethylhexyl)phthalate, dibenzofuran, polychlorinated biphenyl's, polycyclic aromatic hydrocarbons, diesel and gasoline total petroleum hydrocarbons (TPH), and vinyl chloride. Groundwater COCs were TPH related constituents (diesel and gasoline TPH, benzene, toluene,

ethylbenzene) and, tetrachloroethene, trichloroethene, cis-1,2-dichloroethene, and vinyl chloride (collectively referred to as halogenated volatile organic compounds [HVOCs]).

Remedial options were evaluated for the COCs at the Site. The objective of the evaluation was to protect ambient air, the surface water and sediments of the LDW and the health of construction workers at the Site. The options for soil remediation were no action, monitored natural attenuation, institutional controls, containment, in-situ treatment, removal, ex-situ treatment, and disposal. The treatment selection was determined by practicability and protection of potential receptors. The remedy selected maintains and re-enforces the existing asphalt cap on the Site, implements institutional controls, and undertakes compliance monitoring to demonstrate that COCs do not migrate to the LDW.

Groundwater remedial technologies were evaluated either as a single remediation alternative or as a combination and included:

- Excavation and disposal.
- Monitored natural attenuation (MNA). MNA reduces COC concentrations through natural processes such as biodegradation, diffusion, dispersion, hydrolysis, and sorption.
- Dual phase extraction (DPE). DPE employs applications of high vacuum to remove volatile constituents in vapor and entrained liquids
- Air sparge and soil vapor extraction (AS/SVE).
- Enhanced aerobic biodegradation. Adding oxygen to groundwater by sparging or the addition of chemicals to enhance aerobic biodegradation.
- Enhanced reduction de-chlorination (ERD). ERD augments naturally occurring biodegradation by supplying additional degradable carbon sources to groundwater to support reductive (anaerobic) conditions and biomass (population) of anaerobic bacteria.
- ERD using zero valence iron (ZVI) and carbon. Small ZVI particles (<100 microns) provide a reactive surface area that stimulates direct chemical de-chlorination.
- In-situ Chemical Oxidation (ISCO). Oxidants are injected into the groundwater to destroy dissolved-phase and product-phase COCs.

Remedies selected for the AOPCs are dependant on the COC present and the characteristics of each AOPC and were determined after evaluation of the remediation alternatives. AOPCs requiring remedial action were designated as areas of concern (AOC). All options considered were determined to be permanent and therefore selection was driven by timeframe, cost, and risk of implementation. The selected remedies are listed below by AOC:

- AOCs 1 and 2 – (COCs in soil only). Implement protective asphalt cover with IC.
- AOC 3 – (TPH). DPE with monitoring to demonstrate attainment of remediation levels (RELs).
- AOC 4 – (HVOCs). ERD using carbon with monitoring to demonstrate attainment of RELs.

- AOC 5 – (HVOCs and TPH). DPE for potential TPH LNAPL concerns. ERD using carbon for the HVOCs. Further evaluation of the remedial technology for the TPH is proposed after the data gaps investigation establishes the groundwater concentrations of TPH at AOC 5. Candidate remediation alternative include enhanced aerobic biodegradation and ISCO. Monitoring will demonstrate attainment of remediation levels (RELS).
- AOC 6 SE – (TPH). DPE with monitoring to demonstrate attainment of RELs.
- AOC 6 – (HVOCs). ERD using carbon with monitoring to demonstrate attainment of RELs.
- AOC 7 – (HVOCs and TPH). DPE followed by ERD using carbon, if necessary. Monitoring will demonstrate attainment of RELs.
- AOC 8 – (TPH). DPE with monitoring to demonstrate attainment of RELs.

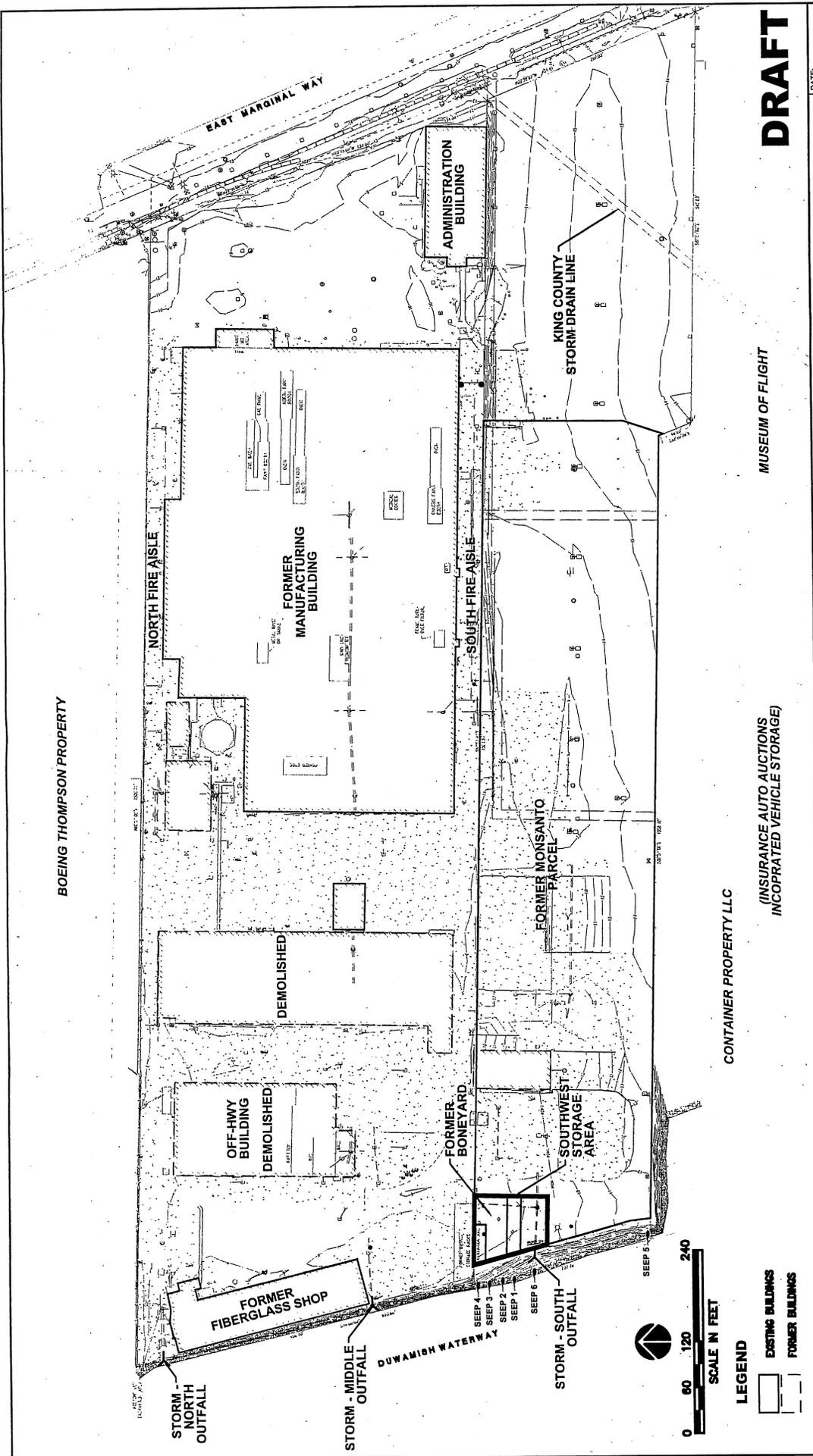
Institutional controls are proposed to be implemented at the Site to maintain the prescribed asphalt cap to prohibit direct contact, inhalation, or ingestions of impacted soils during potential construction activities and to prevent potential leaching of impacted soils. Institutional controls are also proposed to be implemented at the Site to install vapor barriers for future buildings and structures to protect occupants.

The effectiveness of the proposed groundwater and soil remedies will be evaluated by monitoring. The point of compliance for the Site in groundwater is dependant on protection of surface water and sediment in the adjacent LDW because the Site groundwater is non-potable. Compliance monitoring will use existing and newly installed wells located along the western property boundary. The monitoring will assess and demonstrate that groundwater remediation is effectively preventing groundwater COCs in excess of protective levels from entering the LDW.

Implementation of Site remediation will commence with the closure of data gaps after submission of a work plan to Ecology. The work plan for the DPE and ERD technologies will be submitted to Ecology shortly after the data gaps work plan. Data gap investigation work is proposed to commence within four months of submission of the CAP and remediation one month later. On completion of remedial activities, compliance monitoring is proposed to be undertaken on a quarterly basis for six months and then the frequency assessed. Monitoring activities will cease after compliance levels have been achieved for four consecutive quarters.

All activities undertaken in assessing screening criteria; PCOCs, COCs, AOPCs, AOCs, and remedial approaches to the Site were based on the most conservative approach. The most stringent applicable cleanup criteria were selected to be protective of potential receptors in the adjacent waters and sediments of the LDW.

The preceding summary is intended for introduction and reference only.



BOEING THOMPSON PROPERTY

CONTAINER PROPERTY LLC

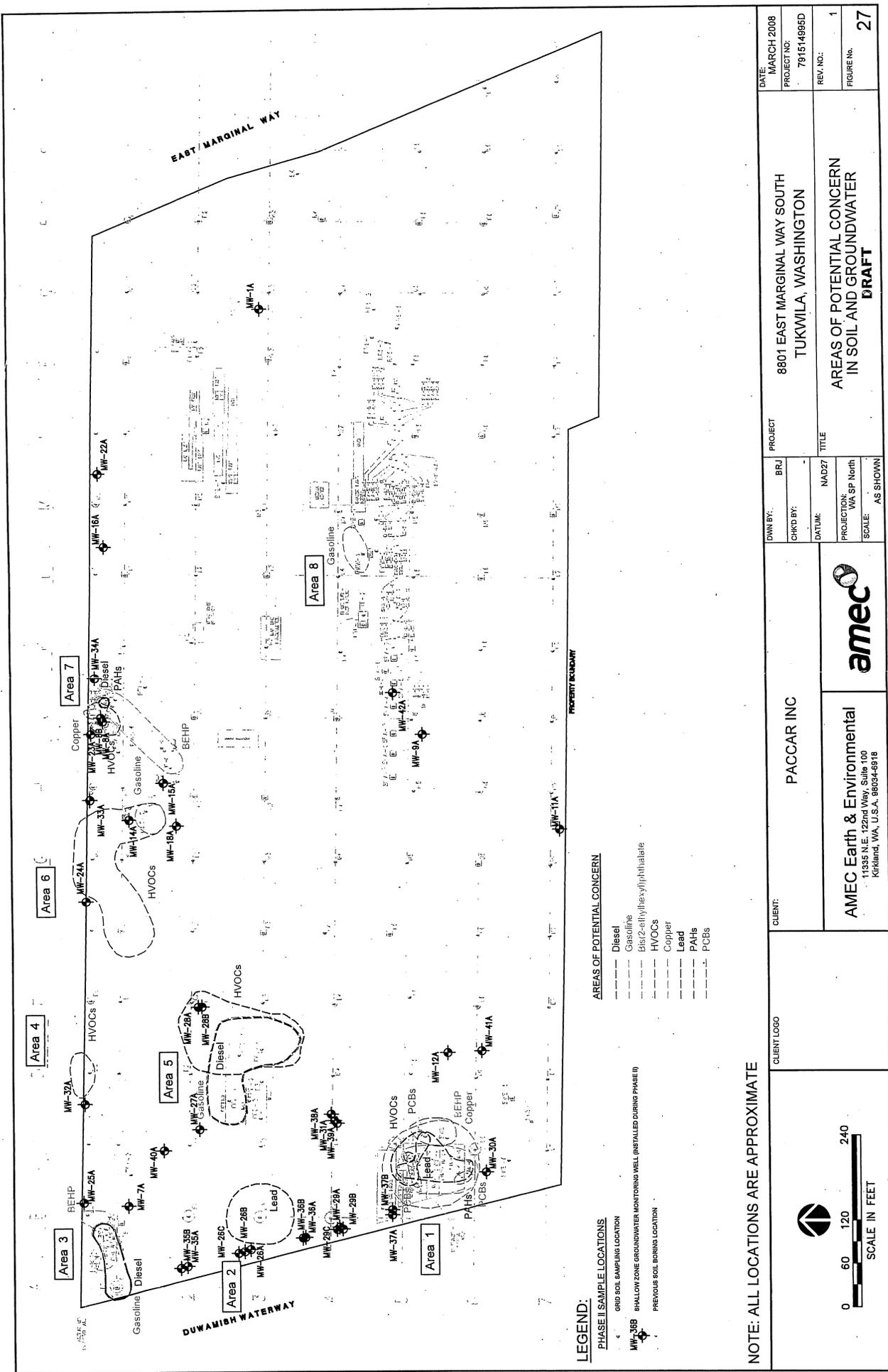
(INSURANCE AUTO AUCTIONS
INCORPORATED VEHICLE STORAGE)

MUSEUM OF FLIGHT

DRAFT

CLIENT LOGO	CLIENT:	PACCAR INC	PROJECT:	8801 EAST MARGINAL WAY SOUTH Tukwila, Washington	DATE:	MARCH 2008
	CLIENT LOGO	AMEC Earth & Environmental 11335 N.E. 122nd Way, Suite 100 Kirkland, WA, U.S.A. 98034-6918	DWN BY:	JRS	PROJECT NO.:	7-915-14995-D
CLIENT LOGO		AMEC	CHKD BY:	AS	REV. NO.:	
CLIENT LOGO		AMEC	DATUM:		FIGURE NO.:	2
CLIENT LOGO		AMEC	PROJECTION:			
CLIENT LOGO		AMEC	SCALE:	AS SHOWN		
CLIENT LOGO		AMEC	TITLE:	KEY SITE FEATURES		

C:\A\1\4620\14995-F - PACCAR\1995-F-08.dwg - Layout1 - May 13, 2008 11:05am - jrfry@andaz



LEGEND:

PHASE II SAMPLE LOCATIONS

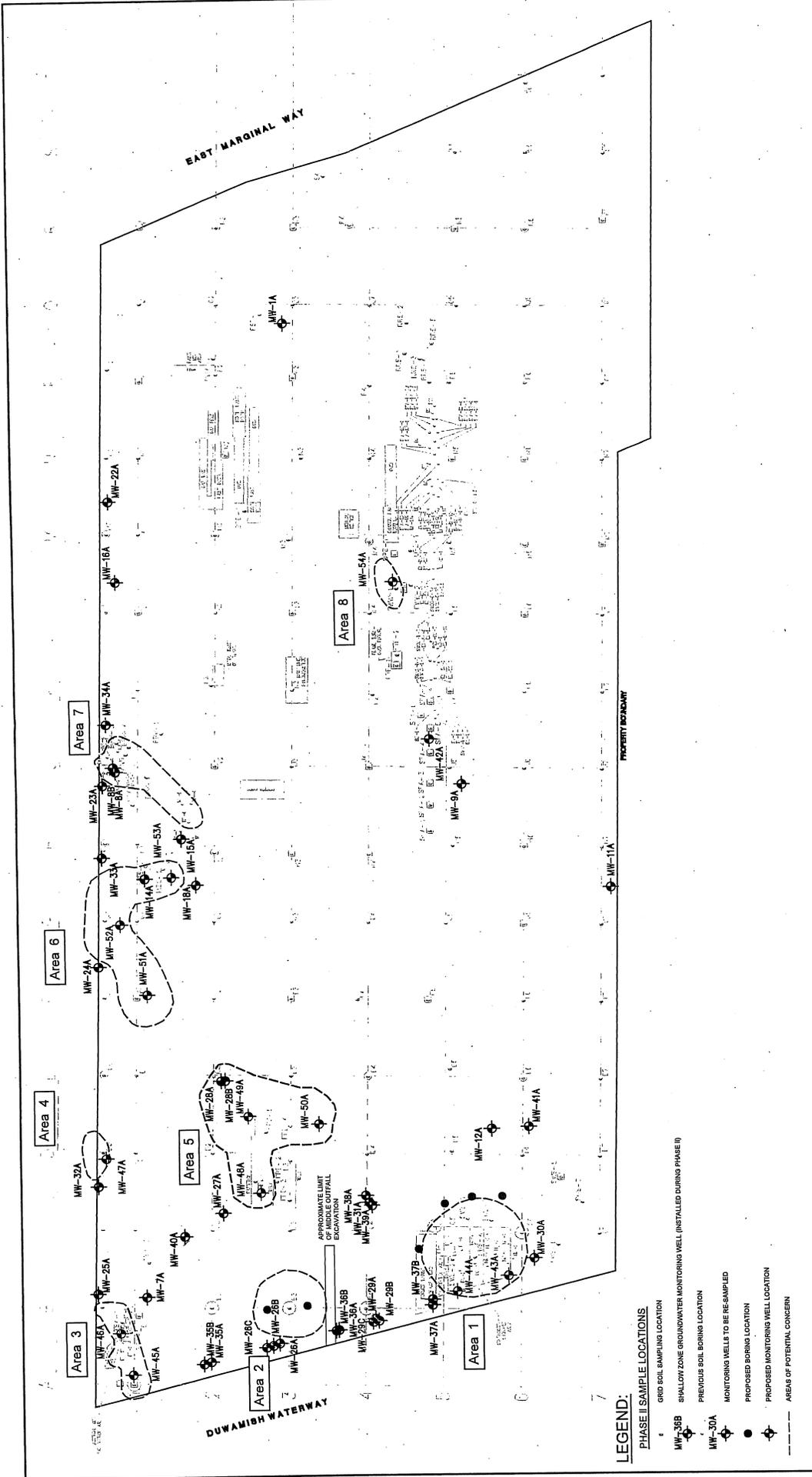
- GRID SOIL SAMPLING LOCATION
- SHALLOW ZONE GROUNDWATER MONITORING WELL (INSTALLED DURING PHASE II)
- PREVIOUS SOIL BORING LOCATION

AREAS OF POTENTIAL CONCERN

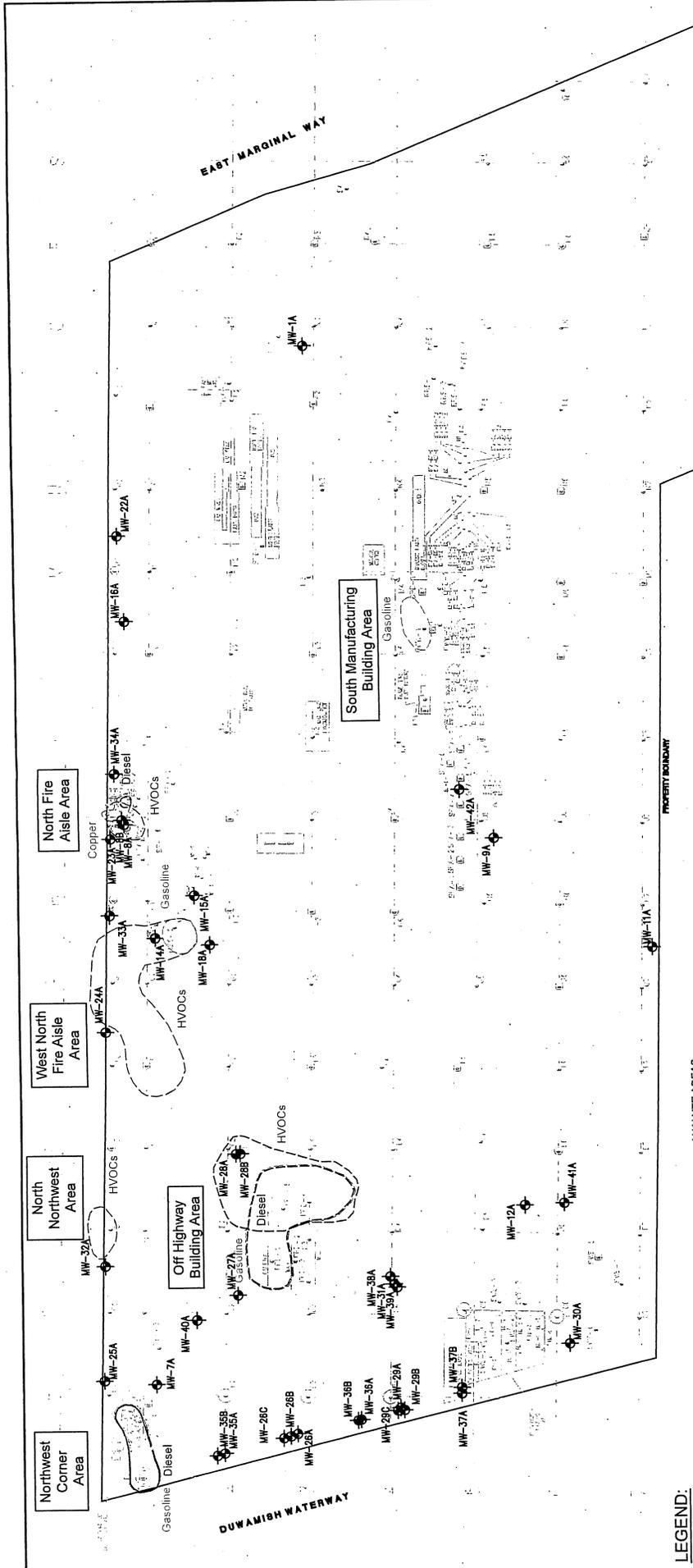
- Diesel
- Gasoline
- Bis(2-ethylhexyl)phthalate
- HVOCS
- Copper
- Lead
- PAHs
- PCBs

NOTE: ALL LOCATIONS ARE APPROXIMATE

CLIENT LOGO		CLIENT		PACCAR INC		PROJECT		DATE: MARCH 2008	
AMEC Earth & Environmental 11555 N.E. 120th Way, Suite 100 Kirkland, WA, U.S.A. 98034-4918		PACCAR INC		BRJ		8801 EAST MARGINAL WAY SOUTH TUKWILA, WASHINGTON		PROJECT NO: 791514865D	
amec		AMC27		NAD27		TITLE		REV. NO.: 1	
SCALE IN FEET		AS SHOWN		PROJECTION: WA SP North		AREAS OF POTENTIAL CONCERN IN SOIL AND GROUNDWATER		FIGURE NO. 27	
0 60 120 240		AS SHOWN		SCALE:		DRAFT			



DATE: MARCH 2008		PROJECT: 8801 EAST MARGINAL WAY SOUTH TUKWILA, WASHINGTON	
PROJECT NO: 791514995D		TITLE: PROPOSED LOCATIONS DATA GAPS CLOSURE ACTIONS DRAFT	
REV. NO: 1		FIGURE No: 28	
DRAWN BY: BRJ	PROJECT: PACCAR INC	CLIENT LOGO	
CHECK'D BY:	DATUM: NAD27		
PROJECTION: WA SP North	SCALE: AS SHOWN	AMEC Earth & Environmental 11335 N.E. 122nd Way, Suite 100 Kirkland, WA, U.S.A. 98034-6918	



LEGEND:

PHASE II SAMPLE LOCATIONS

GRID SOIL SAMPLING LOCATION

MW-388 SHALLOW ZONE GROUNDWATER MONITORING WELL (INSTALLED DURING PHASE II)

PREVIOUS SOIL BORING LOCATION

ANALYTE AREAS

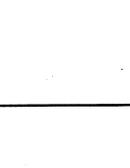
--- Diesel

--- Gasoline

--- HVOCS

--- Copper

NOTE: ALL LOCATIONS ARE APPROXIMATE



DATE: MARCH 2008	PROJECT NO: 791514985D	PROJECT: 8801 EAST MARGINAL WAY SOUTH TUKWILA, WASHINGTON	DWN BY: BRJ	CHKD BY:	DATUM: NAD27	TITLE: AREAS OF CONCERN IN SOIL AND GROUNDWATER DRAFT	REV. NO: 1	FIGURE NO: 29

AMEC US OFFICES: 14865 Foster South/WA/2008-03 Figure 29 Area of Concern in Soil and Groundwater.dwg - Layout - May, 13, 2008 8:06am - brian.johnson

11335 N.E. 122nd Way, Suite 100
Kirkland, WA, U.S.A. 98034-6918

Exhibit C

List and Schedule of Work Tasks and Deliverables

This document sets forth the tasks necessary to complete the work required by the Agreed Order for the interim remedial action at the upland portion of the 8801 Site, called the Upland Area. The remedial action consists of cleanup tasks for soil and groundwater at the Upland Area. The cleanup tasks are described in the Draft Interim Action Work Plan (IAWP) that is attached to the Agreed Order. The Draft IAWP includes draft Remedial Investigation and Feasibility Study sections, as well as a description of the proposed cleanup tasks.

The Agreed Order, the Draft IAWP, the Public Participation Plan, and the SEPA Determination of Non-Significance and Environmental Checklist are subject to public comment. The public comment period will occur simultaneously with Ecology's review of the Draft IAWP and associated documents. The Ecology review will be phased, with review of and approval for each task in sequence. The sequencing of that review and approval is set forth below. If the public comments and/or Ecology's review require substantial revision to the Draft IAWP or its associated documents, then Ecology will call and conduct another public involvement and comment period.

The remedial action will be implemented with Ecology oversight and periodic reporting to Ecology. After completion of a Final IAWP, a Compliance Monitoring Plan will be implemented and reported. Ecology will issue a Notice of Completion when these tasks have been successfully completed in accordance with MTCA requirements. The tasks listed below include all significant work elements and deliverable due dates.

The effective date of the Agreed Order will be the date that the Agreed Order is signed by Ecology and the potentially liable persons.

Task 0. Public Involvement for Agreed Order including Draft IAWP, Public Participation Plan, and SEPA-DNS.

- PLPs sign Agreed Order.
- Ecology and PLPs prepare for public comment period.
- Public comment period begins.
- Public meeting and hearing held if requested by 10 or more individuals. A hearing may require extending the public comment period.
- Ecology issues Responsiveness Summary if warranted after end of comment period depending on the number and complexity of the comments.
- If Ecology decides the Agreed Order or associated documents need substantial revision after the public comment period, then a second public comment period will be held.
- Ecology and the PLPs finalize the Agreed Order and associated documents after completion of the public comment period(s).
- Ecology signs the Agreed Order after the documents are finalized; the PLPs re-sign the Agreed Order if it has been revised since it was first signed by them.

Task 0 Schedule. Estimated date of completion for this public involvement task is two months after the PLPs sign the Agreed Order if there is no public meeting and hearing; four months if there is a public meeting and hearing. The date the PLPs signed the Agreed Order is _____, 2008.

Task 1A. Revise Draft IAWP to complete the Remedial Investigation.

Revise the Draft IAWP to complete the draft Remedial Investigation (RI) section following WAC 173-340-350. The RI is one portion of the IAWP and includes a detailed characterization of the lateral and vertical extent of contamination exceeding applicable MTCA requirements in soil, groundwater, stormwater and stormwater solids, seeps, and includes sediment evaluation results for each group of chemicals-of-concern (COCs) and for each area of COCs for the Upland Area. The RI shall identify any material data gaps and shall explain whether such data gaps affect the RI/FS decision-making process or whether the data gaps affect only the engineering design for the cleanup tasks.

Task 1A. Schedule. The Draft IAWP as revised to complete the Remedial Investigation section will be submitted 45 days after the effective date of the Agreed Order. If revision is necessary, a revised draft will be submitted 45 days after receipt of Ecology comments.

Task 1B. If Required, Revise Draft IAWP to include a Supplemental Remedial Investigation Work Plan.

If Ecology determines pursuant to Task 1A that there are material data gaps affecting the RI/FS decision-making process, then Ecology will require that the Draft IAWP include a Supplemental Remedial Investigation Work Plan (SRIWP). The purpose of the SRIWP will be to complete the remedial investigation and characterization for the Upland Area for all COCs, areas of COCs per pathway and media. The SRIWP will include a Sampling and Analysis Plan, a Health and Safety Plan, and meet QA/QC requirements.

Task 1B. Schedule. The draft SRIWP will be submitted within 45 days after receipt of Ecology's comments on the revised RI section of the Draft IAWP (Task 1A). If revision is necessary, a revised draft SRIWP will be submitted 45 days after receipt of Ecology comments. A final SRIWP will be submitted 45 days after Ecology approves the draft SRIWP. If revision is necessary, a revised final SRIWP will be submitted 45 days after receipt of Ecology comments.

Task 1C. If Required, Implement the SRIWP.

If a SRIWP is required, implement the SRIWP tasks after approval from Ecology. The SRIWP results will be reported in conformance with QA/QC requirements, and will include tables and figures showing each group of COCs, per area of COCs, and per pathway and media for the Upland Area.

Task 1C. Schedule. Implementation of the SRIWP tasks, if required, will commence within 60 days after Ecology's approval of the SRIWP pursuant to Task 1B. The completion date of the SRIWP tasks is yet to be determined. The estimated date of submittal is 120 days after the SRIWP samples are submitted to the laboratory for analysis. The results of the SRIWP will be added to the RI section of the Final IAWP (see Task 1G).

Task 1D. If Required, Revise Draft IAWP to include a Data Gaps Work Plan.

If Ecology determines pursuant to Task 1A that there are material data gaps affecting the engineering design for the cleanup tasks, then Ecology will require that the Draft IAWP include a Data Gaps Work Plan (DGWP). The DGWP will include a Sampling and Analysis Plan, a Health and Safety Plan, and meet QA/QC requirements.

Task 1D. Schedule. The draft DGWP will be submitted within 45 days after receipt of Ecology's comments on the revised RI section of the Draft IAWP (Task 1A). If revision is necessary, a revised draft DGWP will be submitted 45 days after receipt of Ecology comments. A final DGWP will be submitted 45 days after Ecology approves the draft DGWP. If revision is necessary, a revised final DGWP will be submitted 45 days after receipt of Ecology comments.

Task 1E. If Required, Implement the DGWP.

If a DGWP is required, implement the DGWP tasks after approval from Ecology. The DGWP results will be reported in conformance with QA/QC requirements, and will include tables and figures.

Task 1E. Schedule. Implementation of the DGWP tasks, if required, will commence within 120 days after Ecology's approval of the DGWP pursuant to Task 1D. The completion date of the DGWP tasks is yet to be determined. The estimated date of submittal is 120 days after the DGWP samples are submitted to the laboratory for analysis. The results of the DGWP will be included in the draft EDR (see Task 2A).

Task 1F. Revise Draft IAWP to complete the Feasibility Study.

The Feasibility Study section of the Draft IAWP will be revised following WAC 173-340-350. The Feasibility Study section will describe cleanup alternatives suitable for the COCs, pathways, and media (soil, groundwater, stormwater, storm solids and seeps) for the Upland Area.

Task 1F. Schedule. The Draft IAWP as revised to complete the Feasibility Study section will be submitted 60 days after completion and Ecology approval of Task 1A, unless a SRIWP is required pursuant to Task 1B, in which case the revised Feasibility Study section will be submitted 60 days after completion and Ecology approval of Task 1C. Ecology's review and approval of the revised Feasibility Section will not depend on the results of any sampling conducted pursuant to Task 1D and 1E. If revision is necessary, a revised Feasibility Study Report section will be submitted 45 days after receipt of Ecology comments.

Task 1G. Prepare the Final IAWP.

A Final IAWP will be prepared to describe the cleanup, removal, and/or measures proposed to minimize contamination exceeding applicable MTCA requirements. Ecology will review the Final IAWP after Ecology has approved the Remedial Investigation section, the SRIWP results (if required), and the Feasibility Study section. See Tasks 1A through 1C and Task 1F.

Task 1G. Schedule. The Final IAWP will be submitted 60 days after Ecology approval of Tasks 1A through 1C and approval of Task 1F. Ecology will endeavor to review the Final IAWP in a timely manner. If revision is necessary, a revised Final IAWP will be submitted 45 days after receipt of Ecology comments.

Task 2A. Prepare the Draft Engineering Design Report for Remedial Action at the Upland Area at the 50 Percent Completion Level for the Final IAWP.

The Draft Engineering Design Report (EDR) will describe the remedial action to be performed for each cleanup task at the 50 percent design stage. Separate cleanup tasks may be proposed for select groupings of COCs. Each separate cleanup task will identify contingencies and contain the following technical specifications:

- Detailed construction documentation.
- Protection and performance monitoring plans.
- Compliance monitoring plans (see Task 2b).
- Permit requirements and schedules.
- Operations and maintenance plan.
- Proposed construction schedule and sequence.
- Contractor staging areas and other work areas.

The Draft EDR may be prepared and submitted as multiple reports, each separate report documenting the remedial action proposed for select groupings of COCs, and each such report containing all required technical specifications. This provision is intended to allow flexibility in review and approval of the EDR and associated documents, as warranted to expedite implementation of the remedial action work.

Task 2A. Schedule. The Draft EDR (as one report or multiple reports) will be submitted 90 days after Ecology approval of Task 1G. The Draft EDR will be reviewed and requires approval by Ecology. Ecology may approve the Draft EDR as a whole or in phases corresponding to separately submitted reports. If substantial revision is required, then a revised Draft EDR (or any applicable portion) will be submitted to Ecology for review and approval at a date to be determined.

Task 2B. Prepare the Draft Compliance Monitoring Plan.

A Draft Compliance Monitoring Plan (CMP) will be prepared setting forth the confirmational monitoring that will be performed to confirm that the remedial action implemented pursuant to the Final IAWP has achieved cleanup levels at the points of compliance for the Upland Area. The Draft CMP will comply with WAC 173 340-410. The Draft CMP may be prepared and submitted as multiple plans, each separate plan pertaining to the remedial action proposed for select groupings of COCs.

Task 2B. Schedule. The Draft CMP (as one plan or multiple plans) will be submitted 90 days after Ecology approval of Task 1G. The Draft CMP will be reviewed and requires approval by Ecology. Ecology may approve the Draft CMP as a whole or in phases corresponding to separately submitted plans. If substantial revision is required, then a revised Draft CMP (or any applicable portion) will be submitted to Ecology for review and approval at a date to be determined.

Task 2C. Prepare the Final EDR and Final CMP at the 100 Percent Completion Level for the Final IAWP.

The Final EDR will describe the remedial action to be performed for each cleanup task at the 100 percent design stage. Separate cleanup tasks may be proposed for select groupings of COCs. The Final EDR may be prepared and submitted as multiple reports, each separate report documenting the remedial action proposed for select groupings of COCs, and each such report containing all required technical specifications. The Final CMP will set forth the confirmational monitoring that will be performed to confirm that the remedial action implemented pursuant to the Final IAWP has achieved cleanup levels at the points of compliance for the Upland Area. The Final CMP may be prepared and submitted as multiple plans, each separate plan pertaining to the remedial action proposed for select groupings of COCs.

Task 2C. Schedule. The Final EDR (as one report or multiple reports) and Final CMP (as one plan or multiple plans) will be submitted 90 days after Ecology approval of Tasks 2A and 2B. The Final EDR and Final CMP will be reviewed and requires approval by Ecology. Ecology may approve the Final EDR and Final CMP as a whole or in phases corresponding to separately submitted reports and plans. If substantial revision is required, then a revised Final EDR or a Final CMP (or any applicable portion) will be submitted to Ecology for review and approval at a date to be determined.

Task 3. Implement the Final IAWP.

The Final IAWP will be implemented to cleanup, remove and/or minimize soil, groundwater, storm water and solids, and seep contamination exceeding applicable MTCA requirements. If the Final IAWP is substantially different compared to the Draft IAWP, then Ecology will require a public involvement task and a second public comment period. The Final IAWP may be implemented in stages, each stage pertaining to the remedial action approved for select groupings of COCs.

Task 3. Schedule. Implementation of the Final IAWP will commence 60 days after Ecology approval of Task 2C. The Final IAWP may be implemented in stages, each stage pertaining to the remedial action approved for select groupings of COCs.

Task 4. Implement the Final CMP and Prepare Compliance Monitoring Report.

The Final CMP will be implemented to confirm that the cleanup tasks have achieved cleanup action levels at the points of compliance for each media exceeding applicable MTCA requirements. A Draft Compliance Monitoring Report (CMR) will be submitted after completion of the cleanup tasks. A Final CMR will be submitted after Ecology approval of the Draft CMR. The Draft CMR and Final CMR may be prepared and submitted as multiple reports, each separate report pertaining to the remedial action work conducted for select groupings of COCs.

Task 4. Schedule. A Draft CMR (as one report or multiple reports) will be submitted 60 days after completion of Task 3. Ecology may approve the Draft CMR as a whole or in phases corresponding to separately submitted reports. Ecology will endeavor to review the Draft CMR in a timely manner. If revision is necessary, a revised Draft CMR (or any applicable portion) will be submitted 45 days after receipt of Ecology comments. A Final CMR (as one report or multiple reports) will be

submitted 60 days after Ecology approves the Draft CMR. Ecology may approve the Final CMR as a whole or in phases corresponding to separately submitted reports. If revision is necessary, a revised Final CMR (or any applicable portion) will be submitted 45 days after receipt of Ecology comments.

Task 5. If Required, Record the Environmental Covenant.

If required, an Environmental Covenant will be recorded against the Upland Area after Ecology approval of the Final CMR pursuant to Task 4. If the Final CMR is approved in phases as allowed by Task 4, then the Environmental Covenant will be recorded after the final Ecology approval.

Task 5. Schedule. If required, the Environmental Covenant will be submitted to Ecology for approval within 30 days after Ecology approval of the Final CMR pursuant to Task 4. If the Final CMR is approved in phases as allowed by Task 4, then the Environmental Covenant will be submitted to Ecology for approval after the final Ecology approval of the Final CMR. The Environmental Covenant will be recorded against the Upland Area within 30 days after Ecology approval of the Environmental Covenant.

Task 6. Determinations of Completion and Final Notice of Completion for Upland Area.

Upon request, after Ecology approval of a component of the Final CMR pursuant to Task 4, Ecology will issue a written opinion or other written determination confirming that a cleanup task conducted under the Agreed Order is complete and that no further remedial action is necessary to address the select grouping(s) of COCs that are the subject of the approved component of the Final CMR. A final Notice of Completion for the Upland Area may be requested after Ecology approves the entire Final CMR for the Upland Area.

Task 6. Schedule. A request for a written determination of completion pertinent to a select grouping of COCs may be submitted after an Ecology approval issued pursuant to Task 4. Ecology will endeavor to issue the written determination in a timely manner. A request for the Notice of Completion may be submitted after Ecology approval of the entire Final CMR pursuant to Task 4. Ecology will endeavor to issue the Notice of Completion in a timely manner.

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Exhibit D

Model Environmental Covenant

[The attached Model Environmental Covenant will be modified as appropriate to meet the needs of the remedial action.]

After Recording Return to:
Maura S O'Brien
Toxics Cleanup Program – NWRO
Department of Ecology
3190 – 160th Avenue SE
Bellevue, WA 98008-5452

Model Environmental Covenant

Grantor: Merrill Creek Holdings, LLC

Grantee: State of Washington, Department of Ecology

Legal: Exhibit A

Tax Parcel Nos.: 5422600060

Cross Reference: [if amendment, recording number of original covenant]

Grantor, Merrill Creek Holdings, LLC (Merrill Creek) hereby binds Grantor, its successors and assigns to the land use restrictions identified herein and grants such other rights under this environmental covenant (hereafter "Covenant") made this ____ day of _____, 200__ 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 Declaration of Covenant is made pursuant to RCW 70.105D.030(1)(f) and (g) and WAC 173-340-440 by Merrill Creek, its successors and assigns, and the State of Washington Department of Ecology, its successors and assigns (hereafter "Ecology").

A remedial action (hereafter "Remedial Action") occurred at the property that is the subject of this Covenant. The Remedial Action conducted at the property is described in the following document[s]:

[INSERT THE DATE AND TITLE FOR THE INTERIM ACTION WORK PLAN FOR 8801 SITE UPLAND AREA (AMEC dated August 2008).

These documents are on file at Ecology's Northwest Regional Office.

SCENARIO 1:

This Covenant is required because the Remedial Action resulted in residual concentrations of [SPECIFICALLY LIST SUBSTANCE(S)] which exceed the Model Toxics Control Act Method [LIST APPLICABLE METHOD] Cleanup Level(s) for [SOIL, GROUNDWATER, ETC.] established under WAC 173-340-_____.

++++and/or++++

SCENARIO 2:

This Environmental Covenant is required because a conditional point of compliance has been established for [SOIL, GROUNDWATER, ETC.].

The undersigned, Merrill Creek, is the fee owner of real property (hereafter "Property") in the County of King, State of Washington, that is subject to this Covenant. The Property is legally described in Exhibit A.

Merrill Creek 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. (This Section must describe with particularity the restrictions to be placed on the property.)

1. If the property was remediated to industrial soil cleanup standards, then use the following sentence: "The Property shall be used only for traditional industrial uses, as described in RCW 70.105D.020(23) and defined in and allowed under the CITY of Tukwila -or-King County's zoning regulations codified in the City of Tukwila, King County, Washington as of the date of this Environmental Covenant."

2. If the groundwater contains hazardous substances above cleanup levels, then use the following sentence: "No groundwater may be taken for [LIST THE PROHIBITED USES, E.G., DOMESTIC, AGRICULTURAL, OR ANY USE] from the Property."

3. If the soil contains hazardous substances above cleanup levels, then describe prohibited activities as follows:

a. For contaminated soil under a structure use the following sentence: "A portion of the Property contains [SPECIFICALLY LIST SUBSTANCE(S)] contaminated soil located [SPECIFICALLY DESCRIBE WHERE THE SOIL IS LOCATED, I.E., UNDER THE SOUTHEAST PORTION OF BUILDING 10]. The Owner shall not alter, modify, or remove the existing structure[s] in any manner that may result in the release or exposure to the environment of that contaminated soil or create a new exposure pathway without prior written approval from Ecology."

b. Example language for contaminated soil under a cap: "Any activity on the Property that may result in the release or exposure to the environment of the contaminated soil that was contained as part of the Remedial Action, or create a new exposure pathway, is prohibited. Some examples of activities that are prohibited in the capped areas include: drilling, digging, placement of any objects or use of any equipment which deforms or stresses the surface beyond its load bearing capability, piercing the surface with a rod, spike or similar item, bulldozing or earthwork."

Section 2. Any activity on the Property that may interfere with the integrity of the Remedial Action and continued protection of human health and the environment is prohibited.

Section 3. Any activity on the Property that may result in the release or exposure to the environment of a hazardous substance that remains on the Property as part of the Remedial Action, or create a new exposure pathway, is prohibited without prior written approval from Ecology.

Section 4. 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 5. The Owner must restrict leases to uses and activities consistent with the Covenant and notify all lessees of the restrictions on the use of the Property.

Section 6. 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 7. The Owner shall allow authorized representatives of Ecology the right to enter the Property at reasonable times 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 8. 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.

MERRILL CREEK HOLDINGS LLC,

a Washington limited liability company

By: Merrill Creek Management LLC,

a Delaware limited liability company, its managing member

By: Washington Real Estate Holdings, LLC,

a Washington limited liability company, its managing member

By: _____

**Mark Barbieri,
Executive Vice President**

Dated: _____

STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY

**Robert W. Warren, P.Hg., MBA
Toxics Cleanup Program Section Manager**

Dated: _____

[INDIVIDUAL ACKNOWLEDGMENT]

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 20__, I certify that _____ personally appeared before me, and acknowledged that **he/she** is the individual described herein and who executed the within and foregoing instrument and signed the same at **his/her** free and voluntary act and deed for the uses and purposes therein mentioned.

Notary Public in and for the State of
Washington, residing at _____.
My appointment expires _____.

[CORPORATE ACKNOWLEDGMENT]

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 20__, I certify that _____ personally appeared before me, acknowledged that **he/she** is the _____ 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 **he/she** was authorized to execute said instrument for said corporation.

Notary Public in and for the State of
Washington, residing at _____.
My appointment expires _____.

[REPRESENTATIVE ACKNOWLEDGEMENT]

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 20__, I certify that _____ personally appeared before me, acknowledged that **he/she** signed this instrument, on oath stated that **he/she** was authorized to execute this instrument, and acknowledged it as the _____ [type of authority] of _____ [name of party being represented] to be the free and voluntary act and deed of such party for the uses and purposes mentioned in the instrument.

Notary Public in and for the State of
Washington, residing at _____.
My appointment expires _____.

Agreed Order No. 6069
Exhibit D

Exhibit A
Legal Description