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RECORDING REQUESTED BY: Chicago Title Company 1800 Columbia Center 701 Fifth Avenue Seattle, WA 98104 RETURN RECORDED DOCUMENT TO: Union Oil Company of California 376 South Valencia Avenue, A-138 Brea, CA 92823

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RESTRICTIVE COVENANT

FORMER UNOCAL BULK PLANT 0138

This Declaration of Restrictive Covenant is made pursuant to RCW 70.105D.030(1)(f) and (g) and WAC 173-340-440 by Union Oil Company of California (hereafter referred to as "Unocal"), its successors and assigns, and the State of Washington Department of Ecology, its successors and assigns (hereafter referred to as "Ecology").

An independent remedial action (hereafter referred to as "Remedial Action") occurred at the property that is the subject of this restrictive covenant (hereafter referred to as "Restrictive Covenant"). The Remedial Action conducted at the property is described in the following documents:

- Report titled "Results of Ground Water Monitoring and Soil Sampling, November 1998 and February 1999, Former Unocal Bulk Plant 0138, Coupeville, Washington", prepared for Unocal AMG - West Region (Unocal), Edmonds, WA by GeoEngineers, Inc. ("GeoEngineers"), Bellingham, Washington, and dated March 26, 1999.
 - Report titled "Revised Voluntary Cleanup Program, Soil No Further Action Request and Remedial Action Summary Report, Former Unocal Bulk Plant 0138, Coupeville, Washington", prepared for Unocal by GeoEngineers, and dated December 30, 1998.
- Report titled "Voluntary Cleanup Program, Soil No Further Action Request and Remedial Action Summary Report, Former Unocal Bulk Plant 0138, Coupeville, Washington", prepared for Unocal by GeoEngineers, and dated July 15, 1998.

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Report titled "Report of Hydrogeologic Services, Supplemental Ground Water Contamination Study, Unocal Bulk Plant 0138, Coupeville, Washington", prepared for Unocal by GeoEngineers, and dated July 12, 1995.

Report titled "Results of Ground Water and Soil Stockpile Sampling, August and December, 1992, Former Unocal Bulk Plant 0138, Coupeville, Washington", prepared for Unocal by GeoEngineers, and dated January 22, 1993.

Report titled "Report of Geoenvironmental Services, Remedial Action and Supplemental Subsurface Contamination Study, Unocal Bulk Plant 0138, Coupeville, Washington", prepared for Unocal by GeoEngineers, and dated March 18, 1992.

Report titled "Report of Geotechnical Services, Subsurface Contamination Study, Bulk Plant 0138, Coupeville, Washington", prepared for Unocal by GeoEngineers, and dated January 30, 1990.

Reports titled "Results of Ground Water Sampling/Monitoring...", prepared for Unocal by GeoEngineers, and dated March 20, 1992; August 17, 1992; July 21, 1993; December 29, 1993; February 24, 1995; December 4, 1995; April 3, 1996; September 13, 1996; November 20, 1997.

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

This Restrictive Covenant is required because a Remedial Action has determined that groundwater at the Property (as herein defined) contains gasoline and diesel hydrocarbons, and associated BTEX's (Benzene, Toluene, Ethylbenzene, Xylene), which exceed the Model Toxics Control Act Method A Residential Cleanup Levels established under WAC 173-340-740.

The undersigned, Unocal, is the fee owner of the real property in the County of Island, State of Washington (hereafter referred to as "Property"), that is subject to this Restrictive Covenant. The Property is legally described in Attachment A of this Restrictive Covenant, attached hereto and incorporated herein by this reference.

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Unocal makes the following declaration as to limitations, restrictions, and uses to which

Bulk Plant No. 0138 101 NW Coveland Coupeville, Washington

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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 individually and collectively referred to as "Owner").

<u>Section 1</u>. No groundwater may be taken for any use from the Property.

<u>Section 2</u>. 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.

<u>Section 3</u>. 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.

<u>Section 4</u>. 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.

<u>Section 5</u>. The Owner must restrict leases to uses and activities consistent with the Restrictive 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 Restrictive Covenant. Bulk Plant No. 0138 3 101 NW Coveland Coupeville, Washington

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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 activities conducted at the Property, 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 Restrictive 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.

Dated: October 11, 2000 UNION OIL COMPANY OF CALIFORNIA a California corporation

By: P. C. Stem Manager, Western Division Asset Asset Management Group Gregory F. Mirzbick Assistant Secretary

Bulk Plant No. 0138 101 NW Coveland Coupeville, Washington 4

STATE OF CALIFORNIA

COUNTY OF ORANGE | SS.

ON <u>OCTOBER 11, 2000</u> BEFORE ME, <u>HEIDI A. WOLLNER, NOTARY PUBLIC</u> PERSONALLY APPEARED <u>P. C. STERN AND GREGORY F. WIRZBICKI</u> PERSONALLY KNOWN TO ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME IN THEIR AUTHORIZED CAPACITIES, AND THAT BY THEIR SIGNATURES ON THE INSTRUMENT THE PERSONS, OR THE ENTITY UPON BEHALF OF WHICH THE PERSONS ACTED, EXECUTED THE INSTRUMENT,

WITNESS my hand and official seal,



ATTENTION NOTARY: Although the information requested below is OPTIONAL, it could prevent fraudulent attachment of this certificate to unauthorized document.

DESCRIPTION OF ATTACHED DOCUMENT:

TITLE OR TYPE OF DOCUMENT: Restrictive Covenant

(For Former Unocal Bulk Plant 0138)

NUMBER OF PAGES: 5 Pages DATE OF DOCUMENT: October 11, 2000

CAPACITY OF SIGNER: Manager, Wastern Division Assets, Asset Management Group and

Assistant Secretary

SIGNER REPRESENTS: Union Oll Company of California, a California corporation

SIGNER(S) OTHER THAN NAMED ABOVE:

ATTACHMENT A

Legal Description of the Property

That certain real property situate in the County of Island, State of Washington, as follows:

Block 8, of ALTERATION PLAT OF ALEXANDER'S GLENWOOD, as per plat recorded in Volume 2 of Plats, page 7, records of Island County.

Bulk Plant No. 0138 101 NW Coveland Coupeville, Washington