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KING COUNTY, WASHINGTON
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SUPERIOR COURT CLERK

EXP07

STATE OF WASHINGTON
KING COUNTY SUPERIOR COURT

STATE OF WASHINGTON, DEPARTMENT OF ECOLOGY,

Plaintiff,

v.

NORTH LOT DEVELOPMENT, L.L.C., a Washington limited liability company; 255 SOUTH KING STREET LP, a Washington limited partnership,

Defendants.

NO. 11-2-27892-1

CONSENT DECREE

NORTH LOT DEVELOPMENT SITE
SEATTLE, WASHINGTON

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ATTORNEY GENERAL OF WASHINGTON
Ecology Division
PO Box 40117
Olympia, WA 98504-0117
(360) 586-6770

I. INTRODUCTION

A. The mutual objectives of the State of Washington, Department of Ecology (Ecology), North Lot Development, L.L.C., (NLD), and 255 South King Street LP (255 South King) (NLD and 255 South King shall be referred to collectively as Defendants) under this Consent Decree (Decree) are to (1) resolve the potential liability of Defendants for contamination at the North Lot Development Site (Site) arising from a release or threatened release of hazardous substances; (2) clarify the lead responsibilities of NLD and 255 South King for cleanup actions at the Site; and (3) facilitate the ongoing cleanup of the Site for redevelopment or reuse.

B. This Decree requires NLD and 255 South King to conduct remedial activities in a manner consistent with the Cleanup Action Plan (CAP) and Cleanup Action Plan Addendum (CAP Addendum) attached as Exhibits B and C, and in accordance with their respective lead responsibilities as set forth in this Decree. All work shall be performed according to the schedule attached as Appendix D to the CAP Addendum and according to any other requirements identified in this Decree and all exhibits thereto. Ecology has determined that these actions are necessary to protect human health and the environment.

C. A Complaint in this action was filed in King County Superior Court on August 12, 2011, for the purpose of entering in superior court a Prospective Purchaser Consent Decree between Ecology and NLD. An Answer was not filed and there has not been a trial on any issue of fact or law in this case.

D. An Amended Complaint is being filed simultaneously with this Decree. The Parties wish to resolve the issues raised by Ecology's Amended Complaint, such that no Answer and no trial on any issue of law or fact is anticipated. The Parties agree that settlement of these matters without litigation is reasonable and in the public interest, and that entry of this Decree is the most appropriate means of resolving these matters. This Decree shall supersede

and replace the Prospective Purchaser Consent Decree between Ecology and NLD, dated August 12, 2011.

E. By signing this Decree, the Parties agree to its entry and agree to be bound by its terms.

F. By entering into this Decree, the Parties do not intend to discharge non-settling parties from any liability they may have with respect to matters alleged in the Complaint or Amended Complaint. The Parties retain the right to seek reimbursement, in whole or in part, from any liable persons (other than the Parties) for sums expended under this Decree.

G. This Decree shall not be construed as proof of liability or responsibility for any releases of hazardous substances or cost for remedial action nor an admission of any facts; provided, however, that Defendants shall not challenge the authority of the Attorney General and Ecology to enforce this Decree.

H. Successors in Interest and Assigns may become parties to this Decree as provided in Section XV (Amendment of Decree).

I. The court is fully advised of the reasons for entry of this Decree, and good cause having been shown:

Now, therefore, it is HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

II. JURISDICTION

A. This court has jurisdiction over the subject matter and over the Parties pursuant to the Model Toxics Control Act (MTCA), Chapter 70.105D RCW. Venue is proper in King County pursuant to RCW 70.105D.050(5)(b).

B. Authority is conferred upon the Washington State Attorney General by RCW 70.105D.040(4)(a) to agree to a settlement with any potentially liable person (PLP) if, after public notice and any required hearing, Ecology finds the proposed settlement would lead to a more expeditious cleanup of hazardous substances. RCW 70.105D.040(4)(b) requires that such a settlement be entered as a consent decree issued by a court of competent jurisdiction.

C. Ecology has determined that a release or threatened release of hazardous substances has occurred at the Site that is the subject of this Decree, and that the remedial actions required by this Decree are necessary to protect human health and the environment based on the current and planned future use of the Site as implemented and contemplated by the Parties under this Decree.

D. Ecology finds that this Decree will lead to a more expeditious cleanup of hazardous substances at the Site in compliance with the cleanup standards established under RCW 70.105D.030(2)(e) and Chapter 173-340 WAC.

E. In 2011, NLD entered into purchase agreements to acquire King County Parcels 7666204878, 7666206780, and 7666206790 located at 201 South King Street, Seattle, Washington, from King County (the prior owner of the Property). NLD entered into the original Prospective Purchaser Consent Decree prior to the purchase of the Property.

F. NLD incurred liability as a PLP for the entire Site under RCW 70.105D.040(1)(a) at the time it entered into a purchase agreement to acquire the Property for performing remedial actions and paying remedial costs incurred by Ecology or third parties resulting from past releases or threatened releases of hazardous substances at the Site.

G. 255 South King purchased the East Parcel of the Property from NLD on or about August 30, 2013.

H. On or about October 22, 2013, Ecology gave notice of Ecology's determination that 255 South King is a PLP for the East Parcel, as required by RCW 70.105D.020(26) and WAC 173-340-500.

I. NLD is currently and shall continue to be the owner in fee of the West Parcel of the Site, which consists of Parcel A and is specifically described in Exhibit A and Exhibit F. 255 South King is the current owner in fee of the East Parcel of the Site, which consists of

Parcel B and is specifically described in Exhibit A and Exhibit F. The West Parcel and the East Parcel owned by NLD and 255 South King, respectively, comprise the entire Site.

J. This Decree settles Defendants' liability as described herein for this Site.

K. Defendants have agreed to undertake the actions specified in this Decree and consent to the entry of this Decree under MTCA.

L. This Decree has been subject to public notice and comment.

III. PARTIES BOUND

This Decree shall apply to and be binding upon the Parties to this Decree, their Successors in Interest and Assigns. The undersigned representative of each Party hereby certifies that he or she is fully authorized to enter into this Decree and to execute and legally bind such party to comply with the Decree. Defendants agree to undertake all actions required by the terms and conditions of this Decree. No change in ownership or corporate status shall alter Defendants' responsibility under this Decree. Defendants shall provide a copy of this Decree to all agents, contractors, and subcontractors retained to perform work required by this Decree, and shall ensure that all work undertaken by such agents, contractors, and subcontractors complies with this Decree.

IV. DEFINITIONS

Unless otherwise specified herein, all definitions in RCW 70.105D.020 and WAC 173-340-200 shall control the meanings of the terms in this Decree.

A. Site: The Site is referred to as the North Lot Development Site, and is located north of CenturyLink Field and Event Center, south of King Street, east of Occidental Avenue, and west of the Burlington Northern Santa Fe (BNSF) railroad tracks, in the City of Seattle, Washington. The Site is more particularly described in the Site Diagram (Exhibit A). The Site constitutes a Facility under RCW 70.105D.020(8).

B. Property: Refers to King County Parcels 7666204878, 7666206780, and 7666206790 located at 201 South King Street and 255 South King Street, Seattle, Washington.

A legal description of the Property is attached as Exhibit F, which includes separate legal descriptions of the West Parcel (owned by NLD) and the East Parcel (owned by 255 South King). The Property encompasses both the West Parcel and the East Parcel. The Property comprises the entire Site.

C. Parties: Refers to the State of Washington, Department of Ecology (Ecology), North Lot Development, L.L.C., and 255 South King Street LP.

D. Defendants: Refers to North Lot Development, L.L.C. and 255 South King Street LP.

E. Decree or Consent Decree: Refers to this Consent Decree and each of the exhibits to this Consent Decree. All exhibits are integral and enforceable parts of this Decree, and the terms "Decree" or "Consent Decree" shall include all exhibits to this Decree.

F. Successors in Interest and Assigns: Refers to any person who acquires an interest in the Properties through purchase, lease, transfer, assignment or otherwise, including those who become a party to this Decree pursuant to Section XV (Amendment of Decree).

V. FINDINGS OF FACT

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

A. The Site is located in Seattle, Washington, and consists of approximately 3.85 acres. The Site is located southeast of the intersection of South King Street and Occidental Avenue South, north of CenturyLink Field and Event Center, south of King Street, east of Occidental Avenue, and west of BNSF railroad tracks. The Site currently consists of a paved parking lot on the East Parcel, which is used for commuter parking and CenturyLink Field and Event Center events, and a constructed foundation and podium to be further developed by NLD on the West Parcel. A diagram of the Site is attached as Exhibit A.

B. The Site was originally undeveloped tide flats of Elliott Bay. The Site was filled in the late 1890s and early 1900s and was subsequently operated as a rail yard until the

late 1960s. The fill material underlying the Site is composed of remnants of former rail yard operations and construction debris.

C. Several sets of railroad tracks were present on the property.

D. Structures associated with the rail yard included engine maintenance buildings, paint shops, track switching areas, and materials storage areas.

E. In addition, two gasoline stations were formerly located in the northwestern corner of the property at different times between the late 1930s and approximately 1966.

F. King County purchased the property in the 1970s to facilitate construction of the Kingdome stadium to the south of the property. The Kingdome was later demolished and replaced with the current CenturyLink Field and Event Center development.

G. The Site has been used as a parking lot since the 1970s and is zoned PSM 85-120 by the City of Seattle. The City of Seattle has conducted land use planning under Chapter 36.70A RCW.

H. Contamination at the Site is related to former rail yard and gas station operations.

I. On June 21, 2007, NLD entered into a purchase and sale agreement with King County, the prior owner of the entire Property. Pursuant to this contract, NLD was contractually obligated to purchase the Property by December 16, 2011. NLD subsequently purchased the Property on September 26, 2011.

J. Environmental investigations conducted at the Site between 2008 and 2011 are summarized in the Remedial Investigation (RI) (Landau Associates 2010) and Feasibility Study (FS) (Landau Associates 2011) reports, as well as the Feasibility Study Addendum (FS Addendum) (Landau Associates 2012).

K. The RI, FS and FS Addendum describe the areas at the Site where the contaminants of concern (TPH, BTEX, PAHs, arsenic, and lead) exceeded MTCA cleanup levels. The impacted areas were identified based on the operational history of the Site and

investigation findings. The impacted areas included the northwestern portion of the Site (where former gasoline station operations were conducted), the northeastern portion of the Site (where historical, creosote-like material is present in deeper soil greater than 15 ft. BGS), and Site-wide (where historical contamination is present within the unconsolidated fill that was placed over the underlying marine sediment layer).

L. NLD submitted a draft Cleanup Action Plan (CAP), dated March 25, 2011, which encompassed the entire Site. The draft CAP was subject to public comment, finalized and incorporated into the Prospective Purchaser Consent Decree between Ecology and NLD dated August 12, 2011.

M. The development of the Site is being implemented in phases. NLD initiated construction on the West Parcel of the Property on December 5, 2011.

N. On September 28, 2012, NLD submitted a Cleanup Action Report (CAR) to Ecology for the West Parcel, reporting that NLD had: (1) completed hotspot excavation of contaminated soil, construction soil excavation, enhanced bioremediation of soil and groundwater in the hotspot excavation area, heating oil underground storage tank removal, placement of a surface cap, and added measures to prevent soil contact including soil excavation and sidewalk/landscaping outside of the building footprint; and (2) identified those remedial activities for the West Parcel (as set out in paragraph T below) that had not yet been completed. By letter dated December 3, 2012, Ecology confirmed its receipt and review of the CAR (CAR Review Letter).

O. 255 South King submitted a draft Cleanup Action Plan Addendum (CAP Addendum), dated March 1, 2013 which addressed additional development and remedial activities to be conducted on the East Parcel. The draft CAP Addendum was finalized in September 2013. Ecology issued the draft CAP Addendum and the draft Consent Decree for public comment in November 2013.

P. On August 30, 2013, 255 South King entered into a purchase and sale agreement with NLD only for the East Parcel of the Property.

Q. The phased development of the Site includes cleanup and redevelopment of both the West Parcel and the East Parcel as separate transit-oriented development projects, which will: (1) encompass two full city blocks with approximately 1.5 million gross square feet of buildable area; (2) include more than 400 units of new housing stock (including 100 affordable units directly related to the development, at least 30 of which will be constructed at the Site), ground-level retail, an office component, and residential parking on the West Parcel; (3) include a high-rise hotel and commercial/retail building with one level of below-ground parking and associated uses on the East Parcel; and (4) provide redevelopment and cleanup consistent with MTCA and its implementing regulations, Chapter 173-340 WAC, and applicable City of Seattle zoning provisions and comprehensive plan designations.

R. The Site is subject to a Master User Permit (MUP) issued by the City of Seattle on April 16, 2010. MUP 3009251 was issued for 201 South King Street (Legal Description: Parcels X, Y, and Z of Seattle Lot Boundary Adjustment No. 3008308 recorded under recording number 20090514900009, records of King County, Washington). MUP 3009251 will remain active until February 19, 2025.

S. As documented in the CAP Addendum (Exhibit C), the remedial activities to be implemented by 255 South King for the East Parcel of the Site include: (1) soil excavation in preparation for development, including additional soil excavation for below-ground parking and associated uses; (2) placement of a surface cap following excavation and development activities; (3) implementation of measures to prevent contact with shallow contaminated soil outside the footprints of the building foundations within the Site boundary; (4) indoor air monitoring for building elements on the Site which are located below ground surface of the East Parcel; (5) implementation of institutional controls; (6) groundwater monitoring; and (7) implementation of the Contingent Groundwater Treatment (if deemed applicable and

necessary). All work shall be performed according to the schedule and other requirements identified in this Decree and all exhibits thereto.

T. As documented in the CAP Addendum (Exhibit C) and CAR Review Letter, the remedial activities to be implemented by NLD for the West Parcel of the Site include: (1) implementation of institutional controls; (2) groundwater monitoring; and (3) implementation of the Contingent Groundwater Treatment (if deemed applicable and necessary). All work shall be performed according to the schedule and other requirements identified in this Decree and all exhibits thereto.

U. As discussed in the RI, FS, FS Addendum, CAP, and CAP Addendum for the Site, based on the current and planned future use of the Site as contemplated by the Parties under this Decree: (1) the application of MTCA Method B Soil cleanup levels at the Site remains appropriate for all constituents except lead and TPH (both of which will be subject to MTCA Method A Soil cleanup levels); and (2) the application of MTCA Method B Groundwater cleanup levels at the Site remains appropriate for all constituents except TPH (which will be subject to MTCA Method A Groundwater cleanup levels).

V. In 2009, the City of Seattle completed an Environmental Impact Statement (EIS) addendum that evaluated the redevelopment of the Property and the conceptual cleanup associated with the redevelopment. Based on the conceptual cleanup, the City determined that no significant unavoidable impacts were anticipated. The CAP and the CAP Addendum closely mirror the conceptual cleanup evaluated by the City. Pursuant to WAC 197-11-600, Ecology finds that the City's EIS addendum and determination provides sufficient State Environmental Policy Act (SEPA) analysis for the Decree, CAP, and CAP Addendum.

VI. WORK TO BE PERFORMED

A. This Decree shall supersede and replace the procedural and substantive requirements set forth in the Prospective Purchaser Consent Decree between Ecology and NLD, dated August 12, 2011.

B. This Decree contains a program designed to protect human health and the environment from the known release, or threatened release, of hazardous substances or contaminants at, on, or from the Site.

C. 255 South King will be lead for all remedial activities on the East Parcel of the Property. NLD will be the lead for all remedial activities on the West Parcel of the Property. The remedial activities for the Site, as described in the CAP and CAP Addendum, shall include:

- Excavation and disposal of soil between 0 and approximately 17.5 feet (ft) below ground surface (BGS) within the building footprint on the East Parcel of the Property by 255 South King, with excavation deeper than 17.5 ft BGS in localized areas for installation of pile caps, elevator pits, grade beams, and other building components.
- Construction of an impervious protective cap over the East Parcel of the Property by 255 South King following redevelopment activities.
- Excavation of soil to a depth of five (5) feet by 255 South King in all landscaped areas outside the building footprint of the East Parcel of the Property, followed by installation of clean fill with a protective barrier placed at the bottom of the excavation.
- Excavation of soil to a depth of 1.5 feet in all non-landscaped areas outside the building footprint of the East Parcel of the Property by 255 South King, followed by installation of a concrete cap.
- Implementation of an indoor air monitoring program by 255 South King for building elements on the East Parcel of the Property which are located below ground surface.
- Implementation of separate institutional controls for the West Parcel and the East Parcel (in the form attached as Exhibit D), including environmental

covenants to maintain the cap and prevent future exposure to contaminated soil or groundwater.

- Implementation of a groundwater compliance monitoring program by NLD on the West Parcel following the completion of development activities.
- Implementation of a groundwater compliance monitoring program on the East Parcel by 255 South King following the completion of development activities.
- Development of individual contingency plans for the West Parcel and for the East Parcel for monitoring and treating contaminated groundwater should such measures ever be deemed necessary.

D. In order to implement the CAP and CAP Addendum, NLD and 255 South King will prepare and submit for Ecology's review and approval all documents for their respective properties necessary to conduct the final cleanup actions in accordance with their respective lead responsibilities, as designated above, such as compliance monitoring plan(s), cleanup action reports, compliance monitoring reports, and as-built reports in accordance with the schedule in the CAP Addendum (Exhibit C) or any amended schedule pursuant to Section XVI (Extension of Schedule). Any such deliverable, once approved by Ecology, becomes an integral and enforceable part of this Decree.

E. Defendants shall prepare and/or maintain Site Safety and Health Plans in accordance with WAC 173-340-810 that meet all requirements under applicable law, and shall submit these Plans to Ecology for review and comment prior to the commencement of any remedial activities.

F. Institutional controls will be recorded individually for both the West Parcel (by NLD) and the East Parcel (by 255 South King) in accordance with the CAP Addendum.

G. Defendants agree not to perform any remedial actions outside the scope of this Decree unless the Parties agree to modify the Scope of Work and Schedule identified in the CAP and CAP Addendum (Exhibits B and C) to cover these actions. All work conducted by

Defendants under this Decree shall be done in accordance with Chapter 173-340 WAC unless otherwise provided herein.

VII. DESIGNATED PROJECT COORDINATORS

The project coordinator for Ecology is:

Jing Liu
3190 160th Avenue SE
Bellevue, WA 98008-5452
(425) 649-7038

The project coordinator for NLD is:

Alan Cornell
2401 Utah Avenue South, Suite 305
Seattle, WA 98134
(206) 467-0420

The project coordinator for 255 South King is:

Cathy Poshusta
270 S. Hanford Street, Suite 100
Seattle, WA 98134
(206) 971-7899 x. 225

Each project coordinator shall be responsible for overseeing the implementation of this Decree. Ecology's project coordinator will be Ecology's designated representative for the Site. To the maximum extent possible, communications between Ecology and Defendants and all documents, including reports, approvals, and other correspondence concerning the activities performed pursuant to the terms and conditions of this Decree shall be directed through the project coordinators. The project coordinators may designate, in writing, working level staff contacts for all or portions of the implementation of the work to be performed required by this Decree.

Any party may change its respective project coordinator. Written notification shall be given to the other party at least ten (10) calendar days prior to the change.

VIII. PERFORMANCE

Ecology will look to NLD for performance of the requirements of this Decree on the West Parcel of the Property, and will look to 255 South King for performance of the requirements of this Decree on the East Parcel of the Property; including, but not limited to, performance of the work as described in this section and payments of Ecology costs described in Section XXIV (Remedial Action Costs).

All geologic and hydrogeologic work performed pursuant to this Decree 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.

All engineering work performed pursuant to this Decree 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.

All construction work performed pursuant to this Decree 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.

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.

Defendants 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 Decree, in advance of their involvement at the Site.

IX. ACCESS

Ecology or any Ecology authorized representative shall have full authority to enter and freely move about all property at the Site that Defendants either own, control, or have 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 Decree; reviewing Defendants' progress in carrying out the terms of this Decree; 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 Decree; and verifying the data submitted to Ecology by Defendants. Defendants shall make all reasonable efforts to secure access rights for those properties within the Site not owned or controlled by Defendants where remedial activities or investigations will be performed pursuant to this Decree. Ecology or any Ecology authorized representative shall give reasonable notice before entering any Site property owned or controlled by Defendants unless an emergency prevents such notice. All Parties who access the Site pursuant to this section shall comply with any applicable Health and Safety Plan(s). Ecology employees and their representatives shall not be required to sign any liability release or waiver as a condition of Site property access.

X. SAMPLING, DATA SUBMITTAL, AND AVAILABILITY

With respect to the implementation of this Decree, Defendants shall make the results of all sampling, laboratory reports, and/or test results generated by it or on its 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 XI (Progress Reports), Ecology's Toxics Cleanup Program Policy 840 (Data Submittal Requirements), and/or any subsequent procedures specified by Ecology for data submittal. Data must be entered into Ecology's EIM system.

If requested by Ecology, Defendants shall allow Ecology and/or its authorized representative to take split or duplicate samples of any samples collected by Defendants pursuant to the implementation of this Decree. Defendants shall notify Ecology seven (7) days in advance of any sample collection or work activity at the Site. Ecology shall, upon request, allow Defendants and/or its authorized representative to take split or duplicate samples of any

samples collected by Ecology pursuant to the implementation of this Decree, provided that doing so does not interfere with Ecology's sampling. Without limitation on Ecology's rights under Section IX (Access), Ecology shall notify Defendants at least five (5) working days prior to any sample collection activity unless an emergency prevents such notice.

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.

XI. PROGRESS REPORTS

Each Defendant shall submit to Ecology written monthly Progress Reports for their respective properties describing the actions taken by each Defendant to implement the requirements of this Decree. Each Defendant shall submit monthly Progress Reports that include the following:

A. A written list of development and remedial activities that have taken place during the previous month;

B. Detailed description of any deviations from required tasks not otherwise documented in project plans or amendment requests;

C. Description of all deviations from the Cleanup Action Construction Schedule (Exhibit C, Appendix D) during the current month and any planned deviations in the upcoming month;

D. For any deviations in schedule, a plan for recovering lost time and maintaining compliance with the schedule;

E. All raw data (including laboratory analyses) received by Defendants during the past month and an identification of the source of the sample; and

F. A list of deliverables for the upcoming month if different from the schedule.

All Progress Reports shall be submitted by the tenth (10th) day of the month in which they are due after the effective date of this Decree. Progress Reports and any other documents

submitted pursuant to this Decree shall be submitted in electronic format (i.e., electronic mail), return receipt requested, to Ecology's project coordinator. Large documents such as laboratory data reports may also be submitted by certified mail, return receipt requested, to Ecology's project coordinator.

XII. RETENTION OF RECORDS

During the pendency of this Decree, and for ten (10) years from the date this Decree is no longer in effect as provided in Section XXVIII (Duration of Decree) and Section XXX (Effective Date), Defendants shall preserve all records, reports, documents, and underlying data in its possession relevant to the implementation of this Decree and shall insert a similar record retention requirement into all contracts with project contractors and subcontractors. Upon request of Ecology, Defendants shall make all records available to Ecology and allow access for review within a reasonable time.

XIII. TRANSFER OF INTEREST IN PROPERTY

No voluntary conveyance or relinquishment of title, easement, leasehold, or other interest in any portion of the Site shall be consummated by Defendants without provision for continued operation and maintenance of any containment system, treatment system, and/or monitoring system installed or implemented pursuant to this Decree.

Prior to Defendants' transfer of any interest in all or any portion of the Site (other than the lease of individual units or the sale or resale of individual condominium units within the improvements to be constructed on the Property) and during the effective period of this Decree, Defendants shall provide a copy of this Decree to any prospective purchaser, lessee, transferee, assignee, or other successor in said interest. At least thirty (30) days prior to any transfer of interest, Defendants shall notify Ecology of said transfer. Upon transfer of any interest, Defendants shall restrict uses and activities to those consistent with this Decree and notify all transferees of the restrictions on the use of the Site.

Successors in Interest and Assigns to a fee and/or other significant property interest (such as an anchor tenant) may request to become parties to this Decree by following the amendment procedures set forth in Section XV (Amendment of Decree). In the event either of the Defendants further assigns all of its fee interest in its respective property to a Successor in Interest or Assign, and that Successor in Interest or Assign becomes a party to this Decree as specified in Section XV, Ecology may elect, at its sole discretion, to thereafter look first to such successor in interest for performance of the requirements of this Decree, including, but not limited to, performance of the work as described in Section VIII (Performance), and payments of Ecology costs described in Section XXIV (Remedial Action Costs). However, all signatory PLPs remain jointly and severally liable for performance under this Decree.

XIV. RESOLUTION OF DISPUTES

A. 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 XXIV (Remedial Action Costs), the Parties shall utilize the dispute resolution procedure set forth below.

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

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

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

4. Ecology's Regional Section Manager shall conduct a review of the dispute and shall endeavor to issue a written decision regarding the dispute within thirty (30) days of Defendants' request for review.

5. If Defendants find Ecology's Regional Section Manager's decision unacceptable, Defendants may then request final management review of the decision. This request shall be submitted in writing to the Toxics Cleanup Program Manager within seven (7) days of receipt of the Regional Section Manager's decision.

6. Ecology's Toxics Cleanup Program Manager shall conduct a review of the dispute and shall endeavor to issue a written decision regarding the dispute within thirty (30) days of Defendants' request for review of the Regional Section Manager's decision. The Toxics Cleanup Program Manager's decision shall be Ecology's final decision on the disputed matter.

B. If Ecology's final written decision is unacceptable to Defendants, Defendants have the right to submit the dispute to the court for resolution. The Parties agree that one judge should retain jurisdiction over this case and shall, as necessary, resolve any dispute arising under this Decree. In the event Defendants present an issue to the court for review, the court shall review the action or decision of Ecology on the basis of whether such action or decision was arbitrary and capricious and render a decision based on such standard of review.

C. 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. Where either party utilizes the dispute resolution process in bad faith or for purposes of delay, the other party may seek sanctions.

D. Implementation of these dispute resolution procedures shall not provide a basis for delay of any activities required in this Decree, unless Ecology agrees in writing to a schedule extension or the court so orders.

XV. AMENDMENT OF DECREE

The project coordinators may agree to minor changes to the work to be performed without formally amending this Decree. Minor changes will be documented in writing by Ecology with copy to the Defendants.

Substantial changes to the work to be performed shall require formal amendment of this Decree. This Decree may only be formally amended by a written stipulation among the Parties that is entered by the court, or by order of the court. Such amendment shall become effective upon entry by the court. If material changes to the planned property use occur that would require substantial changes to the cleanup, any amendment to the scope of the Decree will be handled under this section. Agreement to amend the Decree shall not be unreasonably withheld by any party.

Defendants shall submit a written request for amendment to Ecology for approval. In the event of material changes to the planned property use requiring substantial changes to the cleanup, such as may be occasioned by administration of the Master Use Permit referenced in Section V, paragraph R, or related City of Seattle permitting requirements, Defendants shall submit a revised scope of work consisting of a MTCA-compliant cleanup action and schedule consistent with WAC 173-340-360 and any other applicable section(s). The existing FS and CAP and/or the CAP Addendum will be revised in accordance with WAC 173-340-350 and -380, respectively, and any other applicable section(s), and resubmitted to Ecology. 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 Decree is a substantial change, Ecology will provide public notice and opportunity for comment. Reasons for the disapproval of a proposed amendment to the Decree shall be stated in writing. If Ecology does not agree to a proposed amendment, the disagreement may be addressed through the dispute resolution procedures described in Section XIV (Resolution of Disputes).

A Successor in Interest or Assign to a fee and/or other significant property interest (such as an anchor tenant) may request, in writing directed to Ecology and the Attorney General's office, to become a party to the Decree, which may occur upon or after conveyance of the property interest. Ecology and the Office of the Attorney General, at their sole discretion, may agree to amend the Decree to incorporate a Successor in Interest or Assign to a fee and/or other significant property interest (such as an anchor tenant) as a party. The amendment to the Decree shall be in the form of Exhibit G (Form Agreement of Successors in Interests and Assigns). If the amendment merely adds the party as a signatory, and no substantial changes are made to the terms of the Decree, then no public notice and comment will be required. Successors in Interest and Assigns who become parties to this Decree will be entitled to the protections, if any, afforded by RCW 70.105D.040(4)(e) and (f).

XVI. EXTENSION OF SCHEDULE

A. 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:

1. The deadline that is sought to be extended;

2. The length of the extension sought;

3. The reason(s) for the extension; and

4. Any related deadline or schedule that would be affected if the extension were granted.

B. The burden shall be on Defendants 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 may include, but may not be limited to:

1. Circumstances beyond the reasonable control and despite the due diligence of Defendants including delays caused by unrelated third parties or Ecology,

such as (but not limited to) delays by Ecology in reviewing, approving, or modifying documents submitted by Defendants; or

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

3. Endangerment as described in Section XVII (Endangerment).

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

C. Ecology shall act upon any written request for extension in a timely fashion. Ecology shall give Defendants written notification of any extensions granted pursuant to this Decree. A requested extension shall not be effective until approved by Ecology or, if required, by the court. Unless the extension is a substantial change, it shall not be necessary to amend this Decree pursuant to Section XV (Amendment of Decree) when a schedule extension is granted.

D. 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:

1. Delays in the issuance of a necessary permit or permit extension which was applied for in a timely manner;

2. Other circumstances deemed exceptional or extraordinary by Ecology; or

3. Endangerment as described in Section XVII (Endangerment).

XVII. ENDANGERMENT

In the event Ecology determines that any activity being performed at the Site is creating or has the potential to create a danger to human health or the environment, Ecology may direct

Defendants to cease such activities for such period of time as it deems necessary to abate the danger. Defendants shall immediately comply with such direction.

In the event Defendants determine that any activity being performed at the Site is creating or has the potential to create a danger to human health or the environment, Defendants may cease such activities. Defendants 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, Defendants shall provide Ecology with documentation of the basis for the determination or cessation of such activities. If Ecology disagrees with Defendants' cessation of activities, it may direct Defendants to resume such activities.

If Ecology concurs with or orders a work stoppage pursuant to this section, Defendants' 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 XVI (Extension of Schedule), for such period of time as Ecology determines is reasonable under the circumstances.

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

XVIII. COVENANT NOT TO SUE

A. Covenant Not to Sue: In consideration of Defendants' compliance with the terms and conditions of this Decree, Ecology covenants not to institute legal or administrative actions against Defendants regarding any release or threatened release of hazardous substances covered by this Decree.

This Decree covers only the Site specifically identified in the Site Diagram (Exhibit A) and those hazardous substances that Ecology knows are located at the Site as of the date of entry of this Decree. This Decree does not cover any other hazardous substance or area.

Ecology retains all of its authority relative to any substance or area not covered by this Decree. In addition, this Decree does not settle any potential liability that the Defendants may incur for acquiring any further interest in the Site not addressed under this Decree.

This Covenant Not to Sue shall have no applicability whatsoever to:

1. Criminal liability;

2. Liability for damages to natural resources;

3. Any Ecology action, including cost recovery, against PLPs not a party to this Decree.

If factors not known at the time of entry of the settlement agreement are discovered and present a previously unknown threat to human health or the environment, the court shall amend this Covenant Not to Sue.

B. Reopeners: Ecology specifically reserves the right to institute legal or administrative action against Defendants to require them to perform additional remedial actions at the Site and to pursue appropriate cost recovery, pursuant to RCW 70.105D.050 under the following circumstances:

1. Upon Defendants' failure to meet the requirements of this Decree, including, but not limited to, failure of the remedial action to meet the cleanup standards identified in the CAP and CAP Addendum (Exhibits B and C);

2. Upon Ecology's determination that remedial action beyond the terms of this Decree is necessary to abate an imminent and substantial endangerment to human health or the environment;

3. Upon the availability of new information regarding factors previously unknown to Ecology, including the nature or quantity of hazardous substances at the Site, and Ecology's determination, in light of this information, that further remedial action is necessary at the Site to protect human health or the environment; or

4. Upon Ecology's determination that additional remedial actions are necessary to achieve cleanup standards within the reasonable restoration time frame set forth in the CAP and CAP Addendum (Exhibits B and C).

C. Except in the case of an emergency, prior to instituting legal or administrative action against Defendants pursuant to this section, Ecology shall provide Defendants with fifteen (15) calendar days notice of such action.

XIX. CONTRIBUTION PROTECTION

With regard to claims for contribution against Defendants, the Parties agree that Defendants are entitled to protection against claims for contribution for matters addressed in this Decree as provided by RCW 70.105D.040(4)(d).

For the purposes of this section, "matters addressed" include all remedial actions taken or to be taken and all remedial action costs (including Ecology's oversight costs) incurred or to be incurred by Ecology or any other person with respect to the Site.

XX. LAND USE RESTRICTIONS

Defendants shall record an Environmental Covenant (Exhibit D) for their respective properties (West Parcel and East Parcel) within the Site with the office of the King County Auditor within ten (10) days of the completion of the remedial action. The Environmental Covenant shall restrict future uses of the respective properties within the Site, as specified in the CAP and CAP Addendum (Exhibits B and C). Defendants shall provide Ecology with a copy of any recorded Environmental Covenants within thirty (30) days of the recording date.

XXI. FINANCIAL ASSURANCE

Pursuant to WAC 173-340-440(11), 255 South King shall maintain sufficient and adequate financial assurance mechanisms to cover all costs associated with the operation and maintenance of the post-construction remedial activities at the East Parcel of the Site, including institutional controls, compliance monitoring, and corrective measures.

Within sixty (60) days of the effective date of this Decree, 255 South King shall submit to Ecology for review and approval a proposal for maintaining financial assurances and an estimate of the costs that it will incur in carrying out the post-construction remedial activities at the East Parcel of the Site, including indoor air monitoring for building elements on the Site which are located below ground surface of the East Parcel, implementation of institutional controls, groundwater monitoring, and implementation of the Contingent Groundwater Treatment (if deemed applicable and necessary). Within ninety (90) days after Ecology approves the aforementioned cost estimate, 255 South King shall provide proof of financial assurances sufficient to cover all post-construction remedial action costs in a form acceptable to Ecology.

255 South King shall adjust the financial assurance coverage and provide Ecology's project coordinator with documentation of the updated financial assurance coverage for:

A. Inflation, annually, within thirty (30) days of the anniversary date of the entry of this Decree; or if applicable, the modified anniversary date established in accordance with this section, or if applicable, ninety (90) days after the close of 255 South King's fiscal year if the financial test or corporate guarantee is used; and

B. Changes in cost estimates, within thirty (30) days of issuance of Ecology's approval of a modification or revision to the CAP Addendum that result in increases to the cost or expected duration of remedial activities for the East Parcel of the Site. Any adjustments for inflation since the most recent preceding anniversary date shall be made concurrent with adjustments for changes in cost estimates. The issuance of Ecology's approval of a revised or modified CAP Addendum will revise the anniversary date established under this section to become the date of issuance of such revised or modified CAP Addendum.

NLD shall not be required to maintain financial assurance mechanisms regarding the remedial activities to be performed on the West Parcel.

XXII. INDEMNIFICATION

Defendants 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 acts or omissions of Defendants, its officers, employees, agents, or contractors in entering into and implementing this Decree. However, Defendants shall not indemnify the State of Washington nor save nor hold its employees and agents harmless from any claims or causes of action to the extent 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 Decree.

XXIII. COMPLIANCE WITH APPLICABLE LAWS

A. All actions carried out by Defendants pursuant to this Decree 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 or other federal, state, or local requirements that the agency has determined are applicable and that are known at the time of entry of this Decree have been identified in the CAP and CAP Addendum (Exhibits B and C).

B. Pursuant to RCW 70.105D.090(1), Defendants 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, Defendants 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 Decree, have been identified in the CAP and CAP Addendum (Exhibits B and C).

Defendants 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 Decree. In the event either Ecology or Defendants determine that additional

permits or approvals addressed in RCW 70.105D.090(1) would otherwise be required for the remedial action under this Decree, it shall promptly notify the other party of this determination. Ecology shall determine whether Ecology or Defendants shall be responsible to contact the appropriate state and/or local agencies. If Ecology so requires, Defendants 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 Defendants and on how Defendants must meet those requirements. Ecology shall inform Defendants in writing of these requirements. Once established by Ecology, the additional requirements shall be enforceable requirements of this Decree. Defendants shall not begin or continue the remedial action potentially subject to the additional requirements until Ecology makes its final determination.

C. 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 that is necessary for the State to administer any federal law, the exemption shall not apply and Defendants 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.

XXIV. REMEDIAL ACTION COSTS

Defendants shall pay to Ecology costs incurred by Ecology pursuant to this Decree for work completed in accord with their respective lead responsibilities and consistent with WAC 173-340-550(2). NLD shall pay for all incurred Ecology costs regarding the West Parcel, and 255 South King shall pay for all incurred costs regarding the East Parcel. These costs shall include work performed by Ecology or its contractors for, or on, the Site under Chapter 70.105D RCW, including remedial actions and Decree preparation, negotiation, oversight, and administration. These costs shall include work performed both prior to and

subsequent to the entry of this Decree. Ecology's costs shall include costs of direct activities and support costs of direct activities as defined in WAC 173-340-550(2). For all costs incurred to Ecology, Defendants shall pay the required amount within thirty (30) 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 statement of work performed will be provided upon request. Itemized statements shall be prepared quarterly. The Defendants shall work collaboratively to review Ecology invoices and determine which costs are applicable to the West Parcel and the East Parcel, respectively. 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.

In addition to other available relief, 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.

XXV. IMPLEMENTATION OF REMEDIAL ACTION

If Ecology determines that Defendants have failed without good cause to implement the remedial actions for their respective properties, in whole or in part, Ecology may, after notice to Defendants, perform any or all portions of the remedial action that remain incomplete. If Ecology performs all or portions of the remedial action because of Defendants' failure to comply with its obligations under this Decree, Defendants shall reimburse Ecology for the costs of doing such work in accordance with Section XXIV (Remedial Action Costs), provided that Defendants are not obligated under this section to reimburse Ecology for costs incurred for work inconsistent with or beyond the scope of this Decree.

Except where necessary to abate an emergency situation, Defendants shall not perform any remedial actions at the Site outside those remedial actions required by this Decree, unless

Ecology concurs, in writing, with such additional remedial actions pursuant to Section XV (Amendment of Decree).

XXVI. PERIODIC REVIEW

As remedial activities, including groundwater monitoring and indoor air monitoring, continue at the Site, the Parties agree to review the progress of remedial activities at the Site and to review the data accumulated as a result of monitoring the Site as often as is necessary and appropriate under the circumstances.

At least every five (5) years after the initiation of cleanup action at the Site, the Parties shall meet to discuss the status of the remedial activities at the Site and the need, if any, for further remedial action at the Site.

At least ninety (90) days prior to each 5-year periodic review, Defendants shall submit a joint report to Ecology which addresses the entire Site and which documents whether human health and the environment are being protected based on the factors set forth in WAC 173-340-420(4). Ecology reserves the right to require further remedial action at the Site under appropriate circumstances. This provision shall remain in effect for the duration of this Decree.

XXVII. PUBLIC PARTICIPATION

A Public Participation Plan (Exhibit E) 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 Defendants.

Ecology shall maintain the responsibility for public participation at the Site. However, Defendants shall cooperate with Ecology, and shall:

A. If agreed to by Ecology, develop appropriate mailing list, prepare drafts of public notices and fact sheets at important stages of the remedial action, such as the submission of work plans, remedial investigation/feasibility study reports, cleanup action plans, and

engineering design reports. As appropriate, Ecology will edit, finalize, and distribute such fact sheets and prepare and distribute public notices of Ecology's presentations and meetings.

B. 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 Defendants 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 Defendants that do not receive prior Ecology approval, Defendants shall clearly indicate to its audience that the press release, fact sheet, meeting, or other outreach effort was not sponsored or endorsed by Ecology.

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

D. When requested by Ecology, arrange and/or continue information repositories at the following locations:

1. Seattle Public Library – Downtown Library
1000 4th Avenue
Seattle, WA 98104
(206) 386-4636

2. Seattle Public Library – International District/Chinatown
713 8th Avenue South
Seattle, WA 98104
(206) 386-1300

3. Northwest Regional Office
Department of Ecology
3190 160th Avenue SE
Bellevue, WA 98008
(425) 649-7190

At a minimum, copies of all public notices, fact sheets, and press releases; all quality assured monitoring data; remedial actions plans and reports; supplemental remedial planning

documents, and all other similar documents relating to performance of the remedial action required by this Consent Decree shall be promptly placed in these repositories.

XXVIII. DURATION OF DECREE

The remedial activities required by this Decree shall be maintained and continued until Defendants have received a written Certificate of Completion from Ecology that the requirements of the CAP, the CAP Addendum, and this Decree have been satisfactorily completed. Upon Defendants receipt of such written notification, the Defendants may then request to have the Site removed from the Hazardous Sites List, pursuant to WAC 173-340-330(7).

This Decree shall remain in effect until dismissed by the Court. When dismissed, Section XVIII (Covenant Not to Sue) and Section XIX (Contribution Protection) shall survive and continue for the benefit of NLD and 255 South King.

XXIX. CLAIMS AGAINST THE STATE

Defendants hereby agree that it will not seek to recover any costs accrued in implementing the remedial activities required by this Decree from the State of Washington or any of its agencies; and further, that Defendants will make no claim against the State Toxics Control Account or any local Toxics Control Account for any costs incurred in implementing this Decree. Except as provided above, however, Defendants expressly reserve its right to seek to recover any costs incurred in implementing this Decree from any other PLP. This section does not limit or address funding that may be provided under Chapter 173-322 WAC.

XXX. EFFECTIVE DATE

This Decree is effective upon the date it is entered by the Court.

XXXI. WITHDRAWAL OF CONSENT

If the court withholds or withdraws its consent to this Decree, it shall be null and void at the option of any party and the accompanying Complaint shall be dismissed without costs

ATTORNEY GENERAL OF WASHINGTON
Ecology Division
PO Box 40117
Olympia, WA 98504-0117
(360) 586-6770

and without prejudice. In such an event, no party shall be bound by the requirements of this Decree.

STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY

JAMES J. PENDOWSKI
Program Manager
Toxics Cleanup Program
(360) 407-7177

Date: 1/13/14

ROBERT W. FERGUSON
Attorney General

DOROTHY JAFFE, WSBA #34148
Assistant Attorney General
(360) 586-4637

Date: Jan. 13, 2014

255 SOUTH KING STREET LP

GREGORY L. STEINHAUER
American Life
Managing General Partner
(206) 381-1690

Date: _____

NORTH LOT DEVELOPMENT, L.L.C.,
a Delaware limited liability company

By: North Lot Investors, LLC,
a Washington LLC, its Member

By: Daniels Real Estate, LLC,
a Washington LLC, its Manager

By: _____
Kevin Daniels, Manager

Date: _____

By: R.D. Merrill Real Estate Holdings, LLC,
a Washington LLC, its Member

By: _____
William D. Pettit, Jr., its President

Date: _____

By: _____
Douglas Spear, its Chief Financial Officer and Senior Vice President

Date: _____

ENTERED this 1/27/14 Nunc pro tunc to 1/14/14 day of _____ 2013.
To Clerks Office.

N Braddum - do
~~JUDGE~~
King County Superior Court

and without prejudice. In such an event, no party shall be bound by the requirements of this Decree.

STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY

JAMES J. PENDOWSKI
Program Manager
Toxics Cleanup Program
(360) 407-7177

Date: _____

ROBERT W. FERGUSON
Attorney General

DOROTHY JAFFE, WSBA #34148
Assistant Attorney General
(360) 586-4637

Date: _____

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Date: _____

NORTH LOT DEVELOPMENT, L.L.C.,
a Delaware limited liability company

By: North Lot Investors, LLC,
a Washington LLC, its Member

By: Daniels Real Estate, LLC,
a Washington LLC, its Manager

By: _____
Kevin Daniels, Manager

Date: 10-29-13

By: R.D. Merrill Real Estate Holdings, LLC,
a Washington LLC, its Member

By: _____
William D. Pettit, Jr., its President

Date: 10/24/13

By: _____
Douglas Spear, its Chief Financial Officer and Senior Vice President

Date: 10-29-13

ENTERED this _____ day of _____ 2013.

_____
JUDGE
King County Superior Court

DEPARTMENT OF ECOLOGY

JAMES J. PENDOWSKI
Program Manager
Toxics Cleanup Program
(360) 407-7177

Date: _____

255 SOUTH KING STREET LP

GREGORY L. STEINHAUER
American Life
Managing General Partner
(206) 381-1690

Date: 10-28-2013

Attorney General

DOROTHY JAFFE, WSBA #34148
Assistant Attorney General
(360) 586-4637

Date: _____

NORTH LOT DEVELOPMENT, L.L.C.,
a Delaware limited liability company

By: North Lot Investors, LLC,
a Washington LLC, its Member

By: Daniels Real Estate, LLC,
a Washington LLC, its Manager

By: _____
Kevin Daniels, Manager

Date: _____

By: R.D. Merrill Real Estate Holdings, LLC,
a Washington LLC, its Member

By: _____
William D. Pettit, Jr., its President

Date: _____

By: _____
Douglas Spear, its Chief Financial Officer and Senior Vice President

Date: _____

ENTERED this _____ day of _____ 2013.

_____
JUDGE
King County Superior Court

EXP07

STATE OF WASHINGTON
KING COUNTY SUPERIOR COURT

STATE OF WASHINGTON, DEPARTMENT OF ECOLOGY, Plaintiff, v. NORTH LOT DEVELOPMENT, LLC, Defendant.	NO. 11-2-27892-1 ORDER ENTERING CONSENT DECREE

Having reviewed the Joint Motion for Entry of the Consent Decree, the Consent Decree being signed by the parties to this matter, the supporting Declaration of Jing Liu, the file herein, and being fully advised on the matter, it is hereby

ORDERED AND ADJUDGED that the Consent Decree in this matter is entered and that the Court shall retain jurisdiction over the Consent Decree to enforce its terms.

SIGNED this _____ day of 1/15 2014.

Superior Court Judge/Commissioner

Henry Judson
Pro Tem

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ATTORNEY GENERAL OF WASHINGTON
Ecology Division
PO Box 40117
Olympia, WA 98504-0117
(360) 586-6770

Presented by:

ROBERT W. FERGUSON
Attorney General

DOROTHY H. JAFFE, WSBA # 34148
Assistant Attorney General
Attorneys for Plaintiff
State of Washington
Department of Ecology
(360) 586-4637

Dated: Jan. 13, 2014

CHARLES R. WOLFE, ATTORNEY AT LAW

CHARLES R. WOLFE, WSBA #14585
Attorney for Defendant
North Lot Development, LLC
(206) 274-5145

Dated: 1/3/14

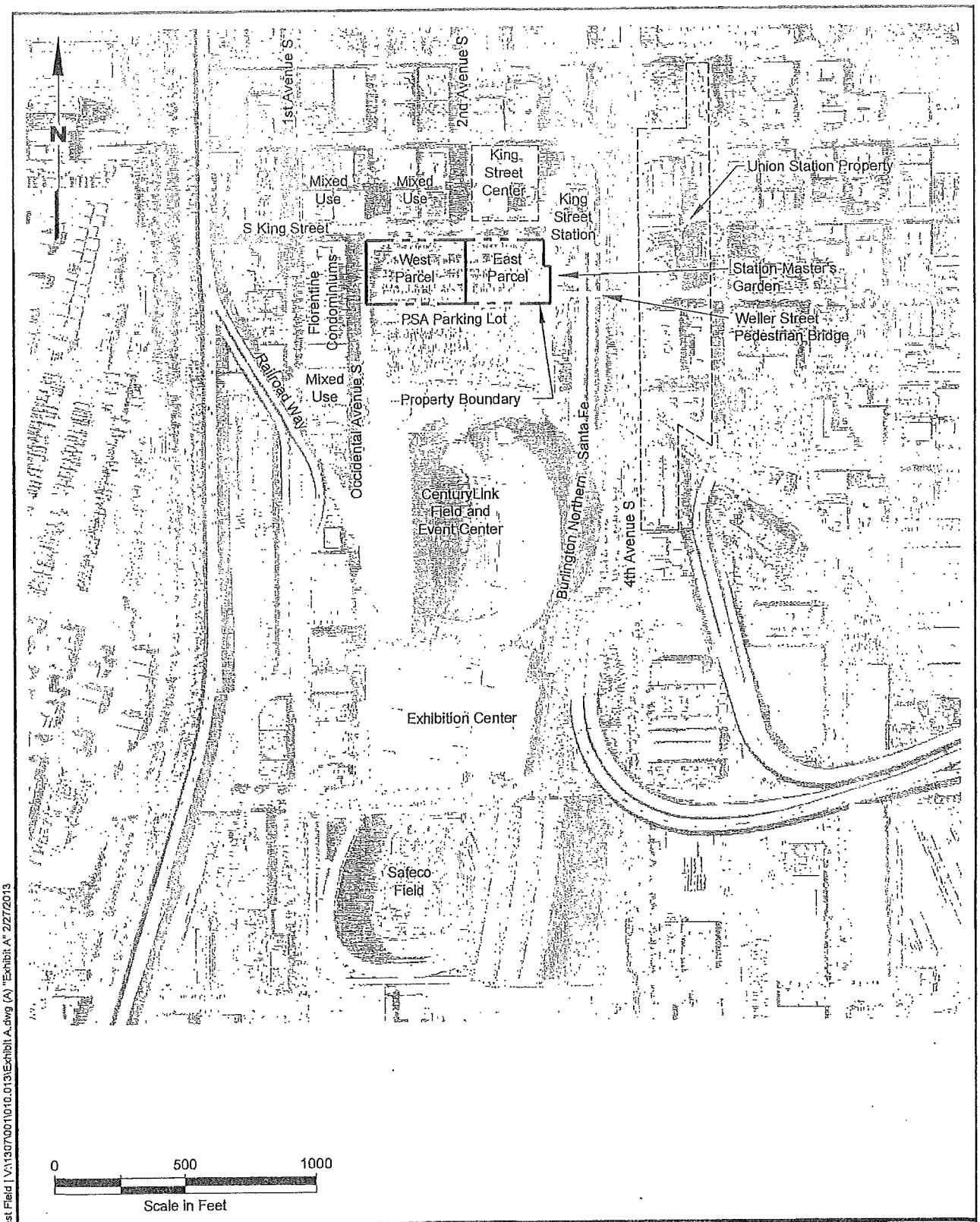
FOSTER PEPPER PLLC

KEN LEDERMAN, WSBA #26515
Attorney for Defendant
255 South King Street, LP
(206) 447-6267

Dated: January 3, 2014

ATTORNEY GENERAL OF WASHINGTON
Ecology Division
PO Box 40117
Olympia, WA 98504-0117
(360) 586-6770

EXHIBIT A



Qwest Field | V:\1130\7001\010.013\Exhibit A.dwg (A) "Exhibit A" 2/27/2013

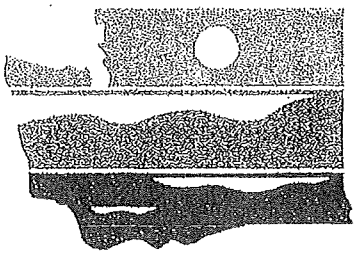
LANDAU ASSOCIATES

North Lot Development Seattle, Washington	**Property Plan and Surrounding Area**	Exhibit A

EXHIBIT B

EXHIBIT B

Cleanup Action Plan



DEPARTMENT OF
ECOLOGY
State of Washington

North Lot Development Site

Cleanup ID#: 1966

Final Cleanup Action Plan

July 2011

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FIGURES

TABLES

APPENDICES

DECLARATIVE STATEMENT

Consistent with the Model Toxics Control Act, Chapter 70.105D RCW, as implemented by the Model Toxics Control Act Cleanup Regulation, Chapter 173-340 WAC, it is determined that the selected cleanup actions are protective of human health and the environment, attain federal and state requirements that are applicable or relevant and appropriate, comply with cleanup standards, provide for compliance monitoring, use permanent solutions to the maximum extent practicable, provide for a reasonable restoration time-frame, and consider public concerns raised during public comment.

Russell Olsen, MPA — Date: 7/21/11

Site Manager
Toxics Cleanup Program
Northwest Regional Office

Robert W. Warren, P.Hg., MBA — Date: 7/25/11

Regional Section Manager
Toxics Cleanup Program
Northwest Regional Office

LIST OF ABBREVIATIONS AND ACRONYMS

µg/kg	Micrograms per Kilogram
µg/L	Micrograms per Liter
µg/L	Micrograms per Liter
ARAR	Applicable or Relevant and Appropriate Requirement
BGS	Below Ground Surface
BTEX	Benzene, Toluene, Ethylbenzene, and Xylenes
CAP	Cleanup Action Plan
cPAH	Carcinogenic Polycyclic Aromatic Hydrocarbon
DCA	Disproportionate Cost Analysis
Ecology	Washington State Department of Ecology
EPA	U.S. Environmental Protection Agency
FS	Feasibility Study
ft	Feet
ft^2	Square Feet
MCL	Maximum Contaminant Level
MDL	Method Detection Limit
mg/L	Milligrams per Liter
MTCA	Washington State Model Toxics Control Act
MUP	Master Use Permit
NLD	North Lot Development
NPDES	National Pollutant Discharge Elimination System
O&M	Operation and Maintenance
ORC	Oxygen Release Compound
PAH	Polycyclic Aromatic Hydrocarbon
pg/L	Picograms per Liter
PPCD	Prospective Purchaser Consent Decree
PQL	Practical Quantitation Limit
Property	North Lot Property
RCW	Revised Code of Washington
RI	Remedial Investigation
SIM	Selected Ion Monitoring
SWPPP	Stormwater Pollution Prevention Plan
TEF	Toxicity Equivalency Factor
TEQ	Toxicity Equivalency Quotient
TOD	Transit-Oriented Development
TPH	Total Petroleum Hydrocarbons
TPH-D	Diesel-Range Total Petroleum Hydrocarbons
TPH-G	Gasoline-Range Total Petroleum Hydrocarbons
TPH-O	Motor Oil-Range Total Petroleum Hydrocarbons
VCP	Voluntary Cleanup Program
WAC	Washington Administrative Code
yd^3	Cubic Yards

1.0 INTRODUCTION

This cleanup action plan (CAP) describes the proposed cleanup action at the North Lot Property (Property) located in the south end Central Business District, southeast of the intersection of South King Street and Occidental Avenue South in Seattle, Washington (Figure 1). North Lot Development (NLD), as prospective purchaser of the Property, has conducted several investigations to characterize soil and groundwater conditions at the Property, as documented in the Remedial Investigation (RI) report (Landau Associates 2011a) and the Feasibility Study (FS) report (Landau Associates 2011b). The Property is being proposed for commercial and residential development. Cleanup of the Property will be conducted as part of the development project. The purposes of this CAP are to describe the history and physical conditions at the Property, identify the Property-specific cleanup standards, and identify the selected cleanup action and monitoring to be conducted at the Property to document that cleanup has been completed. The following sections present a summary of the information specified by the Model Toxics Control Act (MTCA) [Washington Administrative Code (WAC) 173-340-380] to be included in the CAP. The information presented in this CAP is based on the evaluations and analyses developed and presented in the RI and FS reports. As documented in the FS report, the proposed cleanup action will comply with WAC 173-340-360.

Property cleanup, including the RI and FS, is being accomplished under MTCA. NLD, as the prospective purchaser of the Property, has been in communication with the Washington State Department of Ecology (Ecology) since April 2008 regarding a suitable regulatory mechanism to facilitate Ecology's review of and concurrence on the RI, FS, and CAP. NLD submitted a proposal for a Prospective Purchaser Consent Decree (PPCD) to Ecology in May 2008. Pursuant to the letter dated April 22, 2009 from then-Ecology Director Jay Manning, Ecology has proceeded with temporary use of Voluntary Cleanup Program (VCP) staff to complete the RI, FS, and this CAP, pending transition to the formal cleanup program and negotiation of the PPCD (Ecology 2009a).

As noted above, cleanup of the Property will be accomplished pursuant to a PPCD. The planned cleanup includes hotspot excavation of contaminated soil from the northwestern portion of the Property (former gasoline station area) to the elevation of the groundwater table, enhanced bioremediation for soil and groundwater impacted by residual gasoline and benzene near the elevation of the water table in the area of hotspot excavation, a surface cap over the entire Property, added measures to prevent contact with shallow contaminated soil outside the footprints of the building foundations, institutional controls, groundwater monitoring, and contingent groundwater treatment.

1.1 SUMMARY OF DEVELOPMENT PROJECT

The Property will be developed by NLD as part of Transit-Oriented Development (TOD) and will encompass two full city blocks, with approximately 1.5 million gross square feet (ft^2) of buildable area. The planned development will include two podiums (east and west blocks) that will contain first- and second-floor parking and retail space; third- and fourth-floor parking and residential space; and parking/office/residential space above the fourth floor. The east block will be a single office tower and the west block will include three high-rise structures with more than 400 units of new housing (including 100 affordable units directly related to the development, at least 30 of which will be constructed at the Property).

The planned development project, as outlined in the approved Seattle Master Use Permit (MUP) and related State Environmental Policy Act (SEPA) documentation, does not include below-grade construction or features such as a basement or an underground garage. Construction for Property development will include removal of the existing surface material to a depth of approximately 1.5 feet (ft) below ground surface (BGS) across the entire Property, including the existing asphalt surface, associated subgrade, and shallow soil/fill, to prepare the Property for construction of the impervious surfaces and high-rise buildings associated with Property development. Below-grade excavation will be strategic and limited to utilities, piles, grade beams, and elevator pits, and will be primarily within the footprints of the two proposed podium buildings. A foundation plan for the buildings including the locations of the pile caps, elevator pits, and grade beams is shown on Figure 2. Profiles/cross sections showing the approximate depths for the piles, pile caps, elevator pits, and grade beams are shown on Figure 3. Based on current construction estimates, about 16,500 cubic yards (yd^3) (measured in place) of existing surface material will be excavated as part of the proposed construction. Excavated material, including shallow contaminated soil, removed during construction will be disposed of off-Property consistent with MTCA and other applicable regulations.

As discussed above, the cleanup will be conducted as part of the planned development that will be constructed consistent with the MUP in accordance with market conditions. The west block will be constructed first. The four-story podium structure on the west block will support three high-rise buildings. The three high-rises will sit on top of the podium approximately 40 ft above the existing ground elevation and extend to a maximum of 25 stories. The podium will be designed and constructed in anticipation of the future high-rise buildings; therefore, all physical underground requirements for the high-rise buildings will be built during the initial construction to avoid future disturbance of the podium foundation. The construction elements for the podium include underground and ground-level items such as piles, pile caps, elevator pits, grade beams, slab-on-grade foundations, and underground utilities. Once the podium is constructed, there will be no need to penetrate below the ground level.

The east block will be developed as market conditions allow and in accordance with the requirements of the MUP. The construction plan will account for all elements of the preferred alternative discussed in this CAP, and will ensure protection of human health and the environment in accordance with MTCA. During construction on the west block, the asphalt on the east block will be cleaned, replaced (if necessary), and repaired. The asphalt will be maintained as a protective cap over the underlying soil until development of the east block occurs. The groundwater compliance monitoring plan (Appendix A) will be implemented Property-wide following cleanup and development of the west block.

The Property development team is aware of the soil contamination at the Property and the associated constraints on construction. Therefore, as discussed above, the development approach is to eliminate underground uses such as parking garages and basements to minimize grading and excavation.

1.2 PROPERTY DESCRIPTION AND HISTORY

The Property is known as the "North Lot Development" (King County parcel numbers 7666204878, 7666206780, and 7666206790) and is located in Seattle, Washington's south end Central Business District adjacent to CenturyLink Field and Event Center, as shown on Figure 1. The Property consists of 3.85 acres currently owned by King County, and is located southeast of the intersection of South King Street and Occidental Avenue South in Seattle, Washington (Figure 4). The Property consists of a paved parking lot, which is used for commuter parking and parking for events at CenturyLink Field and Event Center.

Based on a Phase I Environmental Site Assessment (ESA) completed by Landau Associates (2007), the Property was originally undeveloped tideflats of Elliott Bay. The Property was filled in the late 1890s and early 1900s and was operated as a rail yard from the late 1800s until the late 1960s. The fill material underlying the Property is composed of remnants of the former rail yard operations and construction debris (i.e., brick, metal, and concrete). Prior to filling, the area that includes the Property was initially developed with streets, buildings, and railroad tracks elevated on and supported by pilings. Several sets of railroad tracks were formerly present on the Property. Structures associated with the rail yard included engine maintenance buildings, paint shops, track switching areas, and materials storage areas. In addition, two gasoline stations were formerly located in the northwestern portion of the Property at different times between the late 1930s and approximately 1966. King County purchased the Property in the 1970s to facilitate construction of the Kingdome stadium to the south of the Property, which was later demolished and replaced with the current CenturyLink Field and Event Center development.

The Property has been used as a parking lot since the 1970s (Landau Associates 2007). The Property is served by various utilities including a stormwater drainage system that consists of a series of four storm drain pipelines running north to south across the Property. A fifth storm drain pipeline runs

approximately northwest to southeast in the eastern half of the Property. The King County main storm drain runs along King Street to the north of the Property, and the King County combined sewer main runs along Occidental Avenue to the west of the Property. Relevant historical Property features are shown on Figure 5. Existing Property features include asphalt paving, a stormwater drainage system, site lighting, and below-grade utilities on and adjacent to the Property (Figure 6).

1.3 PROPERTY CHARACTERIZATION

The environmental investigations conducted at the Property from 2008 through 2010 are summarized in the RI and FS reports. The investigations conducted to date to characterize soil and groundwater conditions at the Property include the Phase II investigation, the RI field investigation, the supplemental investigation, and the data gaps investigation. Sampling locations are presented on Figure 7. An investigation of soil vapor in the northwestern portion of the Property was also conducted as part of the FS (Landau Associates 2011b). The investigations of the Property have included a review of the Property's industrial history to confirm that the investigations included all areas likely to have contamination; an evaluation of soil and groundwater conditions; and laboratory analysis of soil, groundwater, and soil vapor samples to document the nature and extent of contamination.

The investigations included the sampling of soil, soil vapor, and/or groundwater from more than 70 borings and the installation and sampling of 20 groundwater monitoring wells. The soil, groundwater, and soil vapor samples collected during the various investigations were submitted for selected laboratory analysis for a comprehensive list of analytical parameters including:

- Total petroleum hydrocarbons (TPH)
- Gasoline-range total petroleum hydrocarbons (TPH-G)
- Diesel-range total petroleum hydrocarbons (TPH-D)
- Motor oil-range total petroleum hydrocarbons (TPH-O)
- Metals (including arsenic, cadmium, chromium, copper, lead, mercury, and zinc)
- Benzene, toluene, ethylbenzene, and xylenes (BTEX)
- Polycyclic aromatic hydrocarbons (PAHs)
- Semivolatile organic compounds (SVOCs)
- Volatile organic compounds (VOCs)
- Polychlorinated biphenyls (PCBs)
- Dioxins/Furans.

Soil quality was evaluated in the RI based on three general Property areas: the northwestern portion of the Property, the northeastern portion of the Property, and Property-wide based on the operational history and the findings of the various investigations. Constituents of concern identified in

the RI include TPH, BTEX, PAHs, dioxins/furans, and metals. A summary of the detections of these constituents in soil at the three identified areas of the Property is provided below:

- Northwestern Portion of the Property: The laboratory analytical and field-screening data indicate that shallow soil (less than 15 ft BGS) has been impacted by releases resulting from the former gasoline station operations. The soil contamination appears to be primarily near the top of the groundwater table, but extends to a depth of at least 17 ft BGS locally. Due to the presence of benzene in shallow soil in the northwestern portion of the Property, the potential for vapor intrusion was evaluated during the soil vapor investigation.
- Northeastern Portion of the Property: Deeper soil (greater than 15 ft BGS) has been impacted by petroleum hydrocarbons and PAHs. Based on field screening, observations during drilling, and analytical data, the soil contamination appears to be primarily associated with creosote-like material observed at the base of the fill. Based on the occurrence of the creosote-like material at the base of the fill material, and the lack of evidence of contamination within the fill at shallower depths, the creosote-like material appears to be from a distinct source and likely predates placement of the overlying fill.
- Property-wide: PAHs, primarily cPAHs, were detected at concentrations greater than the cleanup levels in most of the soil samples collected across the southern portion of the Property. Arsenic and TPH-O were also detected at concentrations greater than the cleanup levels in soil samples collected in the west-central portion of the Property. Dioxins/furans were detected at concentrations greater than the laboratory reporting limit in both of the samples analyzed and one of the detected concentrations was greater than the cleanup level. The occurrence of these analytes in shallow surface soil suggests a source within the fill material placed over the native marine sediment layer. Off-Property borings to the northwest of the Property were clean and bounded the extent of the constituents of concern in soil.

Groundwater quality was evaluated in the RI based on the three general Property areas described above, the northwestern portion of the Property, the northeastern portion of the Property, and Property-wide. The evaluation of impacts to groundwater at the Property is based on a comparison of analytical results for groundwater samples collected from the 17 monitoring wells located on the Property and the 3 wells installed off-Property (MW-16D, MW-17D, and MW-18D) to the cleanup levels.

Overall, only arsenic was detected in groundwater at concentrations greater than the cleanup level(s), and these are in the eastern portion of the Property, are upgradient of much of the Property, and are the result of migration from off-Property sources. Arsenic concentrations in the samples from wells in the eastern portion of the Property have been greater than the cleanup levels [i.e., 5 micrograms per liter (µg/L) established for the western portion of the Property and 21.3 µg/L established for the eastern portion of the Property due to the effect of off-Property sources]. In addition, there have been localized detections of analytes at concentrations greater than the cleanup levels (i.e., TPH-G, TPH-D, TPH-O, BTEX, and PAHs) in the former gasoline station and creosote areas of the Property. However, there is no evidence of migration of any analytes at concentrations greater than the cleanup levels across, or off, the Property.

In summary, the nature and extent of contamination at the Property are discussed in the RI and FS reports by area, based on the operational history of the Property and the analytical results for the soil, groundwater, and soil vapor samples collected, as follows:

- Northwestern Portion of the Property, which is the former location of the historical gasoline stations and where gasoline-related constituents have been detected
- Northeastern Portion of the Property, which is where the creosote-like material was encountered at the base of the fill material, and where creosote-related constituents have been detected
- Property-Wide, where various constituents have been detected that are interpreted to be related to the presence of the fill placed over the native tideflat surface during the development of the area or that may be related to activities that occurred Property-wide, such as the rail yard operations.

Groundwater elevations have been measured Property-wide six times (November 24, 2008; January 16, 2009; June 3, 2009; August 25, 2009; February 24, 2010; and April 22, 2010). Groundwater elevations at wells located at the Union Station site, which is located to the east and hydraulically upgradient of the Property, were also collected during the June 3, 2009; February 24, 2010; and April 22, 2010 monitoring events. In February 2010, information from the King Street Center building located at 201 South Jackson Street (immediately to the north of the Property) verified the presence of a foundation drain system at the building. The drain system passively collects groundwater along the building foundation. The water that collects in the drain system is pumped to the sanitary sewer system for disposal. Based on the information confirming the presence of the foundation drain system that is collecting groundwater, the groundwater elevation contours for all six monitoring events were redrawn. The revised groundwater contours, which account for the withdrawal of groundwater at King Street Center, are presented on Figures 8 through 13.

2.0 CLEANUP ACTION SELECTION

The RI findings were used in the FS to develop and evaluate remedial alternatives for cleanup of the Property. The FS defines cleanup standards, identifies and evaluates six cleanup action alternatives, and identifies a preferred cleanup action alternative that is protective of human health and the environment per MTCA requirements. The following sections describe the cleanup levels, points of compliance, and cleanup action alternatives developed and evaluated in the FS.

2.1 PROPERTY CLEANUP LEVELS

The current conditions at the Property present a limited risk to users of the Property because contaminated soil is capped by the existing asphalt pavement, and groundwater in the Property area is not used as a potable water source. However, as discussed in the RI report, preliminary soil cleanup levels were identified for the detected constituents. For all constituents except lead and TPH, MTCA Method B soil cleanup levels were developed based on the most stringent of the constituent concentrations in soil protective of groundwater as drinking water and marine surface water, and protective of human health based on direct contact (Method B standard formula values for carcinogens and non-carcinogens). In accordance with MTCA, the MTCA Method A soil cleanup levels were used for lead, TPH-G, TPH-D, and TPH-O. Cleanup levels for arsenic, copper, and mercury were adjusted upward to the natural background concentration in soil. Cleanup levels for noncarcinogens were evaluated based on total Property risk and were adjusted downward, where necessary, to achieve a hazard index for the Property equal to or less than 1. Cleanup levels for carcinogens were also evaluated based on total Property risk; adjustment of the cleanup levels for carcinogens for total Property risk was not necessary. Table 1 summarizes cleanup levels for soil. The remediation level for benzene in soil, which is based on the potential for vapor intrusion, is provided in Table 2. Additional information regarding cleanup levels development is provided in Appendix F of the FS report (Landau Associates 2011b).

The Property is located within 1;100 ft of Elliott Bay and groundwater at the Property, where not affected by the King Street Station foundation drains, generally flows toward Elliott Bay. As noted above, groundwater in the Property area is not used as a potable water source and the City of Seattle will require connection to the city water system as part of Property development. However, the MTCA Method B groundwater cleanup levels based on drinking water use and discharge to marine surface water, or the MTCA Method A groundwater cleanup levels for petroleum hydrocarbons, were used to identify groundwater cleanup levels for constituents detected at the Property. The MTCA Method B groundwater cleanup levels were developed based on the most stringent of the federal or state maximum contaminant levels (MCLs), state primary and secondary MCLs, protection of marine surface water, and the MTCA

Method B standard formula values. The MTCA Method A groundwater cleanup levels were used for TPH-G, TPH-D, and TPH-O. Cleanup levels for non-carcinogens were evaluated based on total Property risk and were adjusted downward, where necessary, to achieve a hazard index for the Property equal to or less than 1. Adjustment of cleanup levels for carcinogens for total Property risk was not necessary. Total risk adjustment tables are provided in Appendix F of the FS report (Landau Associates 2011b). Table 3 summarizes the groundwater cleanup levels developed for constituents detected at the Property.

2.2 POINT OF COMPLIANCE

Under MTCA, the point of compliance is the point or points where the cleanup levels must be attained. The standard point of compliance where soil cleanup levels protective of direct human contact must be met is throughout a site from the ground surface to 15 ft below the ground surface, in accordance with WAC 173-340-740(6)(d). The standard point of compliance where soil cleanup levels protective of groundwater must be met is throughout the soil column, in accordance with WAC 173-340-740(6)(b). For the Property, the proposed soil point of compliance will be throughout the soil column throughout the Property.

The standard point of compliance for groundwater is throughout groundwater at the Property. The proposed conditional point of compliance for groundwater is the Property boundary or as close to the Property boundary as practicable. For a conditional point of compliance [in accordance with WAC 173-340-720(8)(c, d)], there must be a demonstration that it is not practicable to meet the cleanup levels throughout the site in a reasonable restoration timeframe and that all practicable methods of treatment are to be used in the site cleanup. The planned cleanup action for the Property is permanent to the maximum extent practicable, and meets these two criteria. Therefore, the proposed conditional point of compliance for groundwater is the Property boundary for most of the Property and as close to the Property boundary as practicable in the northeastern portion of the Property where the creosote-like material is present along the Property boundary, because it is not feasible to install a compliance monitoring well in the creosote-like material. The compliance monitoring plan (Appendix A) identifies the approach to document groundwater quality at the conditional point of compliance.

2.3 EVALUATED ALTERNATIVE CLEANUP ACTIONS

The development of cleanup alternatives included analysis of technologies and process options potentially applicable to conditions at the Property. Potential general response actions and remedial technologies were identified based on the known site conditions, media impacted, contaminant types, and best professional judgment regarding applicable remedial technologies. The identified remedial

technologies were screened in the FS on the basis of effectiveness, implementability, and cost. Screened technologies included institutional controls, containment, removal/excavation, and treatment.

Each of the cleanup action alternatives developed for the Property was developed to be protective of human health and the environment, consistent with the MTCA regulations, and suitable for integration into the proposed development plan for the Property. Each alternative is comprehensive and considers the Property and its future use as a whole, but may include the use of separate cleanup action technologies for the different areas of concern. The six alternatives incorporate the most viable cleanup action technologies within the general response action categories of containment, source removal (i.e., excavation), treatment, and institutional controls. The six alternatives developed and evaluated in the FS are:

- Alternative 1: Containment including a Vapor Barrier
- Alternative 2: Hotspot Excavation and Containment
- Alternative 3: Hotspot Excavation, Focused Treatment of Residual Gasoline/Benzene, Containment, and Added Measures to Prevent Contact with Shallow Contaminated Soil Outside the Footprints of the Building Foundations
- Alternative 4: Hotspot Excavation, Focused Treatment of Residual Gasoline/Benzene, Focused Treatment of Creosote Area, and Containment
- Alternative 5: Hotspot Excavation, Focused Treatment of Residual Gasoline/Benzene, Excavation of Fill Material across the Property to 5 ft BGS, and Containment
- Alternative 6: Complete Excavation of Fill Material.

Alternatives 1 through 5 each include groundwater compliance monitoring (Appendix A) and contingencies for groundwater treatment. Groundwater monitoring and contingent groundwater treatment was not included as part of Alternative 6 because the source of the groundwater contamination would be eliminated through the complete excavation of the fill material.

3.0 PLANNED CLEANUP ACTION

Based on the results of the evaluation of alternatives conducted for the FS, including the disproportionate cost analysis (DCA), which compares the overall benefit of the alternative to the estimated cost, Alternative 3 was selected as the preferred cleanup action for the Property. Alternative 3 consists of hotspot excavation of contaminated soil from the northwestern portion of the Property (former gasoline station area) to the elevation of the groundwater table, enhanced bioremediation for soil/groundwater impacted by residual gasoline and benzene near the elevation of the water table in the area of hotspot excavation, a surface cap over the entire Property, added measures to prevent contact with shallow contaminated soil outside the footprints of the building foundations within the Property boundary, institutional controls, groundwater monitoring, and contingent groundwater treatment.

3.1 COMPONENTS OF THE PLANNED CLEANUP ACTION

The components of the selected alternative are discussed in the following sections. The conceptual model for the planned cleanup action is shown on Figure 14.

3.1.1 HOTSPOT EXCAVATION OF CONTAMINATED SOIL FROM THE FORMER GASOLINE STATION AREA

Based on the results of the evaluation of the potential for vapor intrusion discussed in Sections 3.0 and 4.2.1 of the FS report, soil with benzene concentrations greater than the remediation level of 780 micrograms per kilogram (µg/kg) will be removed to mitigate the potential for vapor intrusion. The hotspot soil excavation will be conducted in the northwestern portion of the Property within the area of the former gasoline stations. Soil in this area with benzene concentrations greater than the remediation level will be excavated to the elevation of the groundwater table (a depth of approximately 8 ft BGS) and disposed of off-Property at a permitted solid waste Subtitle D landfill. The hotspot excavation will also include soil removal at the location where the highest concentrations of carcinogenic PAHs (cPAHs) were detected in the shallow soil (the sample from 4.6 ft BGS at boring B-23). The approximate limits of the hotspot excavation are presented on Figure 14. The amount of soil excavated for off-Property disposal will be approximately 720 yd^3 after the Property-wide excavation to approximately 1.5 ft BGS and excavation for the pile caps, elevator pits, utilities, and grade beams that are planned as part of Property development. The final lateral limits of the hotspot excavation area will be determined in the field based on the results of field screening and the laboratory analysis of confirmation samples collected at the limits of the excavation.

3.1.2 Enhanced Bioremediation for Soil/Groundwater Impacted in the Hotspot Excavation Area

A bioremediation technology such as Oxygen Release Compound (ORC) will be applied to the hotspot excavation near the depth of the water table. The ORC will be placed at the bottom of the excavated area, prior to backfilling, to enhance bioremediation of residual gasoline and benzene contamination at the elevation of the groundwater table. Following placement of the ORC, the hotspot excavation will be backfilled with clean imported fill.

3.1.3 Construction Soil Excavation

As discussed in Section 1.1, project construction will include removal and off-Property disposal of soil across the Property to a depth of approximately 1.5 ft BGS (including existing asphalt, associated subgrade, and shallow soil/fill) to prepare the Property for development. Additional below-grade excavation will include excavation in the areas of utilities, piles, grade beams, and elevator pits, and will primarily be within the footprints of the building foundations. Based on current construction estimates, approximately 16,500 yd^3 (measured in place) of existing surface material will be excavated as part of the proposed construction. Excavated material, including shallow contaminated soil, removed during construction will be disposed of off-Property consistent with MTCA and other applicable regulations.

3.1.4 Surface Cap and Added Measures to Prevent Contact with Contaminated Soil Outside the Building Foundations

The contaminated soils remaining in place at the Property following cleanup and development will primarily be contained beneath the building foundations that will be completed as part of Property development. The areas of shallow contaminated soil within the Property boundary outside of the footprints of the building foundations will be addressed by added measures that are considered to be equally effective in containing the contaminated soil and preventing potential human contact with shallow soil. As shown on Figure 15, the landscaped areas outside of the building foundation footprint within the Property boundary will be excavated to 5 ft BGS and backfilled with clean soil, and all other areas outside of the building foundation footprint within the Property boundary will be capped with concrete.

For purposes of estimating costs, the measure to prevent contact with shallow soil in all areas outside the footprints of the building foundations within the Property boundary was assumed to be additional soil excavation to 5 ft BGS. The costs for soil excavation and off-Property disposal were used for the planned cleanup action because they are considered to be roughly equivalent to, or greater than, the costs for a concrete barrier.

3.1.5 Required Institutional Controls

Institutional controls will be implemented to assure the continued protection of human health and the environment. Institutional controls include restrictions on disturbance of the surface cap and on the installation of wells at the Property except as part of the cleanup action and a restriction on the use of site groundwater as drinking water. A deed restriction documenting these limitations will be used for the Property acquired by North Lot Development.

Institutional controls will also include periodic reviews of Property conditions and preparation of status reports on the effectiveness of the Property cleanup action over time. This periodic review and reporting is a requirement of MTCA (WAC 173-340-420). Periodic reviews are planned to occur every 5 years after the initiation of the cleanup action per MTCA.

3.1.6 Groundwater Compliance Monitoring

As required by the MTCA regulations, monitoring is included in the planned cleanup action to assess contaminant concentrations in groundwater and document groundwater flow direction. A groundwater compliance monitoring plan is provided in Appendix A. The groundwater compliance monitoring will include the installation of additional groundwater monitoring wells, groundwater monitoring and sample collection at the new wells and existing wells, and laboratory analysis of groundwater samples.

Groundwater sample analytical parameters and laboratory methods will consist of the following:

- BTEX by U.S. Environmental Protection Agency (EPA) Method 8021
- TPH-G and TPH-D by Ecology-approved Methods NWTPH-Gx and NWTPH-Dx
- PAHs by EPA Method 8270 Selected Ion Monitoring (SIM)
- Dissolved metals (i.e., arsenic, cadmium, chromium, lead, mercury, copper, and zinc) by EPA Method 200.8 except mercury, which will be analyzed by EPA Method 7471.

The list of analytical parameters and laboratory methods for groundwater sample analysis are provided in Tables 1 and 2 of Appendix A, respectively.

The proposed installation and development of the new monitoring wells will take place in conjunction with Property development. All wells will be installed during construction on the west block of the Property and any wells that are damaged or destroyed as part of the subsequent construction on the east block of the Property will be replaced. Compliance reports will be submitted to Ecology approximately 6 to 8 weeks following receipt of the final analytical data, according to the schedule presented below.

During the first 5 years, sampling and analysis of monitoring wells will occur quarterly for Year 1 and then annually for the next 4 years of monitoring; however, the frequency of monitoring may be

adjusted based on the groundwater analytical results and whether analytes are detected at concentrations greater than the cleanup levels. If the detected concentration of one or more constituents is greater than the cleanup level, the well will be re-sampled and the data re-evaluated. If the re-sampling indicates one or more constituents at a concentration greater than the cleanup level, then a remediation contingency plan will be developed, approved by Ecology, and implemented. After 5 consecutive years with no exceedances, both the monitoring frequency and the number of sampling locations will be reduced, as appropriate, based on site conditions at the time and upon approval from Ecology. Groundwater compliance monitoring will conclude after 30 years with no exceedances of the cleanup levels. All changes to the groundwater compliance monitoring schedule will be approved in advance by Ecology based on the evaluation of site conditions at the time.

3.1.7 Groundwater Treatment Contingency

A contingency for groundwater treatment is included in the planned cleanup action. Under current Property conditions, contamination in groundwater does not pose a threat to human health or the environment; therefore, groundwater treatment options were not evaluated in the cleanup alternatives. In the event that compliance groundwater monitoring shows a significant increase in contaminant concentrations in groundwater and evidence of off-Property migration of groundwater with contaminant concentrations greater than the cleanup levels or a significant change in site conditions, groundwater treatment options will be evaluated to prevent contaminated groundwater from migrating beyond the conditional point of compliance. One potential treatment option that could be evaluated as part of the contingency plan is the installation of extraction wells along the Property boundary to collect groundwater before it flows off the Property. Collected groundwater could be treated using a granulated activated carbon treatment system and pumped into the sanitary sewer system for further treatment and disposal. Groundwater treatment is included only as a contingency; as noted above, under current conditions groundwater does not pose a threat to human health or the environment. A concept-level contingency plan will be prepared along with the other plans developed for implementation of the cleanup action, as described in Section 6.0.

3.1.8 Hazardous Substances Remaining at Property

Following implementation of the planned cleanup action, hazardous substances will remain on the Property and will include the following:

- Low concentrations of arsenic and PAHs will remain in soil (fill material) Property-wide, from a depth of a minimum of 1.5 ft BGS to the contact with the native soils at approximately 23 ft BGS; however, the soil will be contained beneath the improvements placed as part of development, preventing direct contact with the contamination. The volume of soil

remaining with low concentrations of arsenic and PAHs will be further reduced by the excavation for the installation of utilities, pile caps, grade beams, and elevator shafts that will be conducted as part of Property development.

- Approximately 1,000 yd^3 of creosote-like material will remain in place in the northeastern portion of the Property. Contact with the creosote-like material is not likely because the material is located beneath more than 20 ft of fill. There is no evidence of migration of the creosote-like material, and none is expected in the future.
- Residual gasoline/benzene contamination will remain in shallow soils following the hotspot excavation in the northwestern portion of the Property. However, the highest remaining concentrations in this area will be treated by the bioremediation substrate that will be placed at the bottom of the hotspot excavation prior to backfilling.
- Localized deeper (i.e., about 20 ft BGS) groundwater contamination by PAHs and petroleum hydrocarbons due to the presence of the creosote-like material will remain in the northeastern portion of the Property. However, as discussed above, there is no evidence of off-Property migration of contaminated groundwater and there is no risk of contact with the contaminated groundwater due to use restrictions.
- The planned cleanup action includes the measures described in the preceding sections to prevent direct contact with contaminated soils remaining in place, and limit the potential for off-Property migration of contaminants in groundwater. These measures include a surface cap and additional measures to prevent contact with contaminated soil outside the footprints of the building foundations within the Property boundary (including additional excavation to 5 ft BGS or installation of impervious concrete surface), institutional controls, groundwater compliance monitoring, and contingent groundwater treatment.

3.2 COMPLIANCE WITH MODEL TOXICS CONTROL ACT THRESHOLD REQUIREMENTS

The planned cleanup action complies with MTCA threshold requirements, including protection of human health and the environment, compliance with cleanup standards associated with a property cleanup, compliance with applicable state and federal laws, and inclusion of a provision for compliance monitoring. The planned cleanup action will protect human health and the environment through permanent measures to control potential exposure to contaminated soil as part of Property development. The planned cleanup action and development at the Property includes hotspot excavation of contaminated soil from the northwestern portion of the Property (former gasoline station area) to the elevation of the groundwater table, enhanced bioremediation for soil/groundwater impacted by residual gasoline and benzene near the elevation of the water table in the area of hotspot excavation, a surface cap over the entire Property, added measures to prevent contact with shallow contaminated soil outside the footprints of the building foundations within the Property boundary, institutional controls, groundwater monitoring, and contingent groundwater treatment. Cleanup levels will be achieved at the points of compliance upon completion of the cleanup action. The cleanup action will be conducted in compliance with applicable local, state, and federal laws. Protection, performance, and confirmational monitoring programs will be

implemented to verify adequate protection of human health and the environment during and after Property development to confirm compliance with the cleanup standards.

3.3 COST

The estimated cost of the planned cleanup action is approximately $3,840,000. The cost estimate for the planned cleanup action is presented in Table 4. This is a feasibility study level estimate and the actual costs may be as much as 30 percent less or 50 percent greater than the estimate.

4.0 JUSTIFICATION FOR SELECTING THE CLEANUP ACTION

The planned cleanup action for the Property effectively and permanently protects human health and the environment by:

- Protecting human health by preventing direct contact with contaminated soil
- Excavating hotspot soil in the northwestern corner of the Property and the upper 1.5 ft of soil Property-wide to reduce the amount of contaminated soil at the Property and disposing of it off site in accordance with applicable regulatory requirements
- Providing measures for treatment (in the hotspot excavation area)
- Providing for enhanced containment measures (via additional excavation to 5 ft BGS or concrete capping) in areas outside of footprints of the building foundations within the Property boundary
- Providing for groundwater compliance monitoring
- Providing for contingent groundwater treatment
- Providing for institutional controls.

The primary risk associated with the Property (direct exposure to contaminated soils) will be effectively controlled through the hotspot excavation, Property development (Property-wide excavation of shallow contaminated soil to approximately 1.5 ft BGS and construction of building foundations), added protective containment measures (additional excavation to 5 ft BGS in landscaped areas or concrete capping in areas outside the building foundations), and institutional controls. There is no evidence of off-Property migration of contaminants in groundwater and Property groundwater will not be used as a drinking water source, given the availability of a municipal water supply and regulations prohibiting development of water supply wells in this area.

The planned cleanup action is also compatible with the development planned for the Property. Figure 16 shows the conceptual model for the Property prior to incorporation of the planned cleanup action; Figure 17 shows the conceptual model for the Property following incorporation of the remedial action elements included in the planned cleanup action and the planned construction elements associated with Property development (i.e., removal of the existing surface material to approximately 1.5 ft BGS and construction of the planned buildings and physical improvements).

The planned cleanup action will effectively achieve the Property remedial action objectives and cleanup standards, further limit the potential for exposure to contaminated soil and groundwater, and provide permanent protection of human health and the environment from potential risks posed by the Property.

5.0 APPLICABLE STATE AND FEDERAL LAWS

In accordance with MTCA, all cleanup actions must comply with applicable state and federal laws [WAC 173-340-710(1)]. MTCA defines applicable state and federal laws to include legally applicable requirements and those requirements that are relevant and appropriate. Collectively, these requirements are referred to as applicable or relevant and appropriate requirements (ARARs). This section provides a brief overview of potential ARARs for the Property cleanup. The primary ARAR is the MTCA cleanup regulation (Chapter 173-340 WAC), which outlines requirements for the development of cleanup standards, and procedures for development and implementation of a cleanup under MTCA. The other ARARs that may be applicable to the cleanup action include the following:

- Washington Hazardous Waste Management Act [Chapter 70.105 Revised Code of Washington (RCW)] and its implementing regulations, Dangerous Waste Regulations (Chapter 173-303 WAC). These regulations establish a comprehensive statewide framework for the planning, regulation, control, and management of dangerous waste. The regulations designate those solid wastes that are dangerous or extremely hazardous to human health and the environment. The management of excavated contaminated soil from the Property would be conducted in accordance with these regulations to the extent that any dangerous wastes are discovered or generated during the cleanup action.
- Washington Solid Waste Management Act (Chapter 70.95 RCW) and its implementing regulation, Criteria for Municipal Solid Waste Landfills (Chapter 173-351 WAC). These regulations establish a comprehensive statewide program for solid waste management including proper handling and disposal. The management of any contaminated soil removed from the Property would be conducted in accordance with these regulations to the extent that this soil could be managed as solid waste instead of dangerous waste.
- Hazardous Waste Operations (Chapter 296-843 WAC). These requirements establish safety requirements for workers conducting investigation and cleanup operations at sites containing hazardous materials. These requirements would be applicable to onsite cleanup activities and would be addressed in a site health and safety plan prepared specifically for these activities.
- Federal Clean Water Act National Pollutant Discharge Elimination System (NPDES) Permit and State Construction Stormwater General Permit. Construction activities that disturb one or more acres of land typically need to obtain an NPDES Construction Stormwater General Permit from Ecology. A substantive requirement would be to prepare a stormwater pollution prevention plan (SWPPP) prior to the earthwork activities. The SWPPP would document planned procedures designed to prevent stormwater pollution by controlling erosion of exposed soil and by containing soil stockpiles and other materials that could contribute pollutants to stormwater.

6.0 IMPLEMENTATION SCHEDULE AND RESTORATION TIMEFRAME

The planned cleanup action will be implemented following the effective date of the PPCD and will be conducted as part of construction for Property development. The cleanup activities will begin with the removal and off-Property disposal of the approximately 1.5 ft of surface material from the west block of the Property that will be excavated as part of site preparation. The hotspot excavation will be conducted following removal of the surface material. The remaining cleanup action elements will be implemented as appropriate, as development construction progresses and as outlined in the schedule provided in Appendix B.

Construction design and engineering plans will be prepared to support implementation of the cleanup action. These plans will include: a soil and water handling and disposal plan, a stormwater pollution prevention plan (SWPPP), a dust suppression plan, a sampling and analysis plan for the hotspot excavation area, a health and safety plan for construction workers, and engineering plans for the application of the bioremediation amendment and the protective cap. Plans will also be developed to manage long-term operation and maintenance (O&M) of the protective cap, and to provide a conceptual-level outline of contingent groundwater treatment. The O&M plans will include routine evaluation of the storm drain pipes and other underground conduits associated with the Property to ensure the structure integrity as the subsurface piping ages. These plans will be completed prior to implementation of the cleanup action.

The restoration timeframe is expected to be the time at which development of the Property is complete. At this time, excavation and treatment of the hotspot excavation soil as described in Sections 3.1.1 and 3.1.2, excavation of construction soils across the west and east blocks as described in Section 3.1.3, and the surface cap or additional excavation/capping measures as described in Section 3.1.4 will be completed. The development will be implemented in phases, with construction on the west block of the Property completed first (Phase I). As noted above, the completion of construction on the west block will include the hotspot excavation and treatment in the former gasoline station area, and the paving on the east block of the Property will be repaired, replaced (as necessary), and maintained as an effective cap until construction is completed on the east block (Phase II). Institutional controls and groundwater compliance monitoring will go into effect following the completion of construction on the west block of the Property.

Groundwater compliance monitoring as mentioned above and described in Appendix A will begin following completion of construction on the west block of the Property, which includes the installation of the additional compliance groundwater monitoring wells. Any wells that are damaged or destroyed as part of construction on the east block of the Property will be replaced. Capping (via installation of

building foundations and added concrete in areas outside of the building foundation footprints), will be accomplished in conjunction with the construction for Property development. The contingency for groundwater treatment will remain in effect for the duration of the groundwater compliance monitoring.

7.0 REFERENCES

Ecology. 2009a. Letter: *Prospective Purchaser Agreement/Consent Decree – Qwest Field – North Lot, Seattle.* From Jay J. Manning, Director, Washington State Department of Ecology, to Kevin Daniels, Present, Daniels Development Co., LLC. April 22.

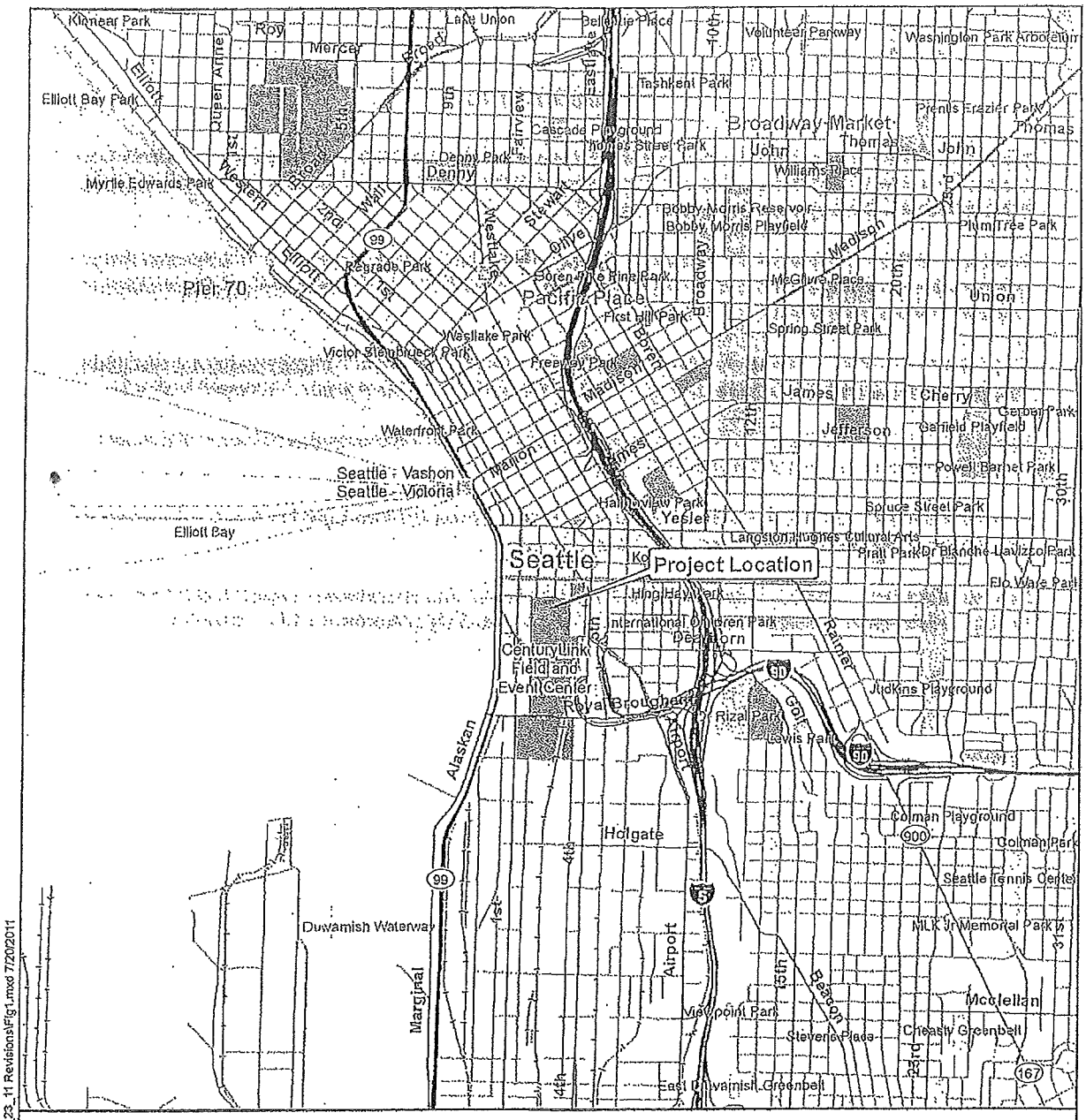
Ecology. 2009b. Review Draft: *Guidance for Evaluating Soil Vapor Intrusion in Washington State: Investigation and Remedial Action.* Publication No. 09-09-047. Washington State Department of Ecology Toxics Cleanup Program. October.

EPA website. 2011. *National Recommended Water Quality Criteria.* http://water.epa.gov/scitech/swguidance/standards/current/index.cfm. U.S. Environmental Protection Agency. Accessed March 21.

Landau Associates. 2011a. Report: *Feasibility Study, North Lot Development, Seattle, Washington.* Prepared for North Lot Development, LLC. May 23.

Landau Associates. 2011b. *Remedial Investigation Report, North Lot Development, Seattle, Washington.* Prepared for North Lot Development, LLC. May 23.

Landau Associates. 2007. Report: *Phase I Environmental Site Assessment, Qwest Field North Lot, Seattle, Washington.* Prepared for Nitze Stagen & Co., Inc. and Opus Northwest LLC. March 28.

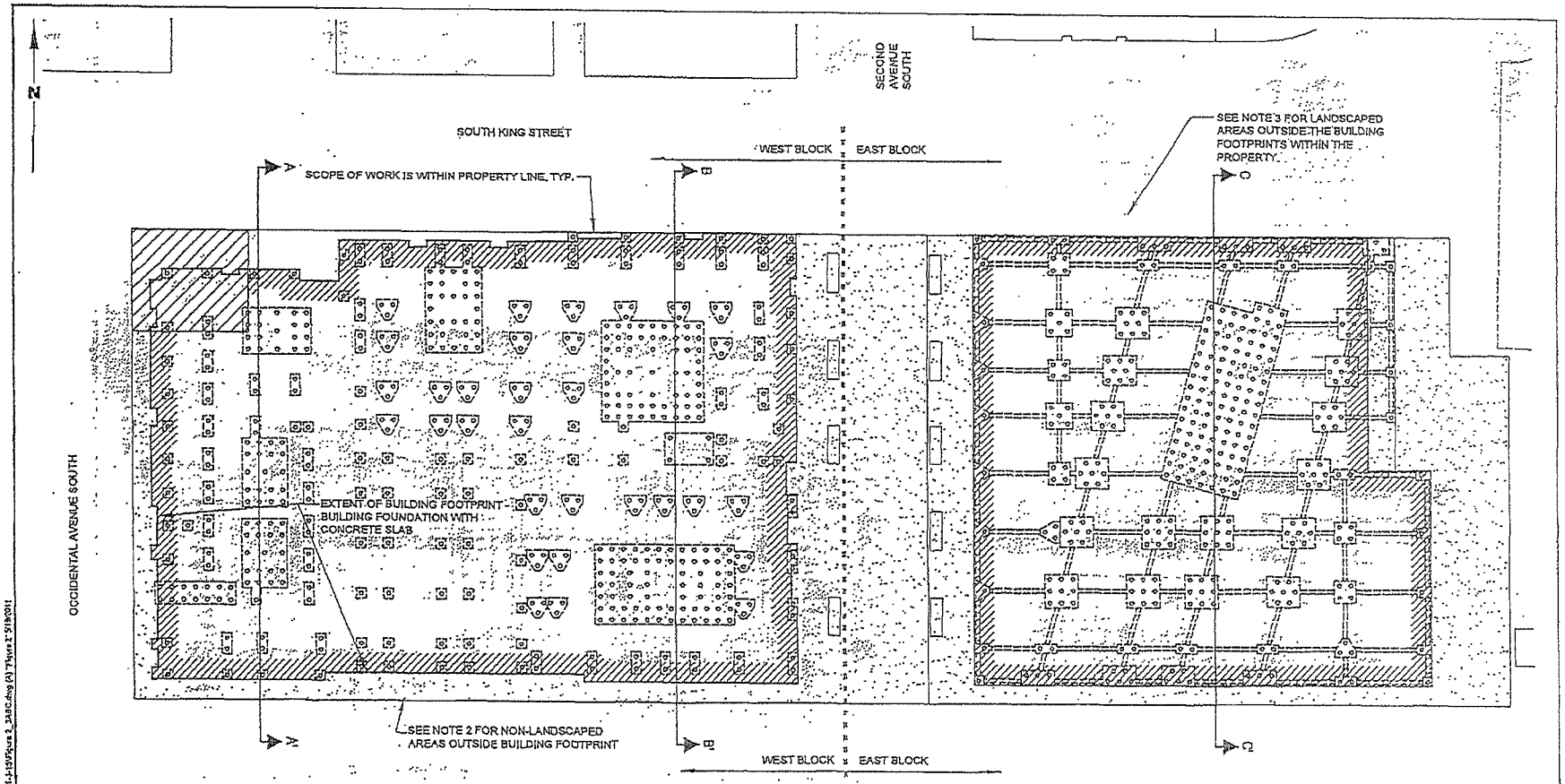


Data Source: ESRI 2008

North Lot Development Seattle, Washington	**Vicinity Map**	Figure 1

LANDAU ASSOCIATES

Y:\Projects\101400\1\Mapdocs\North Lot RI\Revised\3_23_11 Revisions\Fig1.mxd 7/20/2011



NOTES

1. APPROXIMATELY 18" OF MATERIAL TO BE REMOVED ACROSS ENTIRE SITE, PER PHASE, WITHIN PROPERTY BOUNDARIES.
2. CAP NON-LANDSCAPED AREAS OUTSIDE OF BUILDING FOOTPRINT WITH CONCRETE.
3. LANDSCAPED AREAS - EXCAVATE 5'-0" BGS AND PROVIDE MEMBRANE, FILL WITH CLEAN SOIL.
4. UNTIL COMPLETION OF EAST BLOCK EXISTING ASPHALT PAVING WILL BE MAINTAINED.
5. SCOPE OF WORK IS WITHIN PROPERTY LINE.

LEGEND

ASSUMED AREA OF EXCAVATION TO APPROXIMATELY 5 FT BGS (OR GROUNDWATER ELEVATION)- THE LATERAL EXTENT OF THE EXCAVATION WILL BE DETERMINED IN THE FIELD BASED ON FIELD SCREENING AND THE LABORATORY RESULTS FOR CONFIRMATION SAMPLES COLLECTED AT THE LIMITS OF THE EXCAVATION.

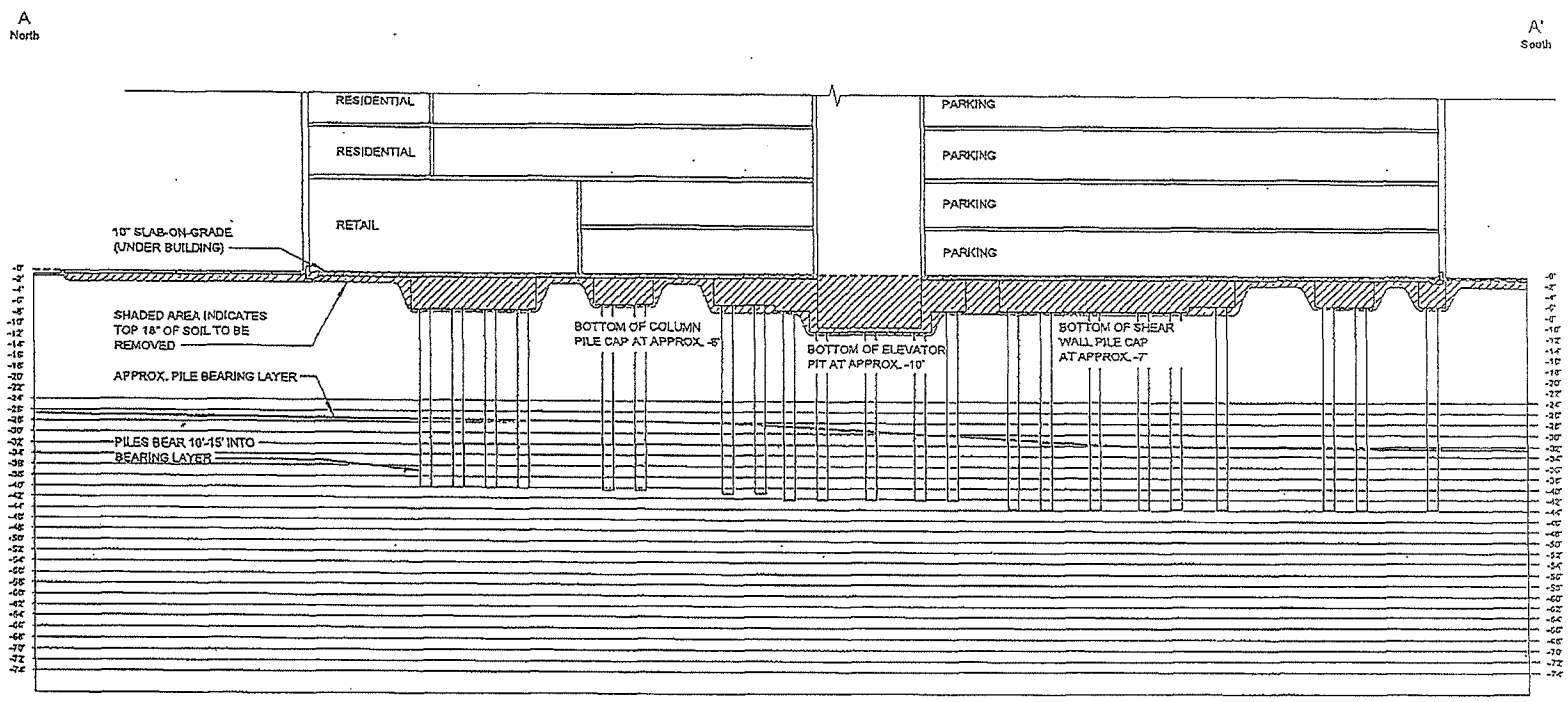
A A' CROSS-SECTION LOCATION AND DESIGNATION, SEE FIGURES 3A, 3B, AND 3C.

0 50 100
Scale in Feet

Base map source: North Lot Development Team (March 15, 2011)

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Conceptual Property Development Plan	Figure 2

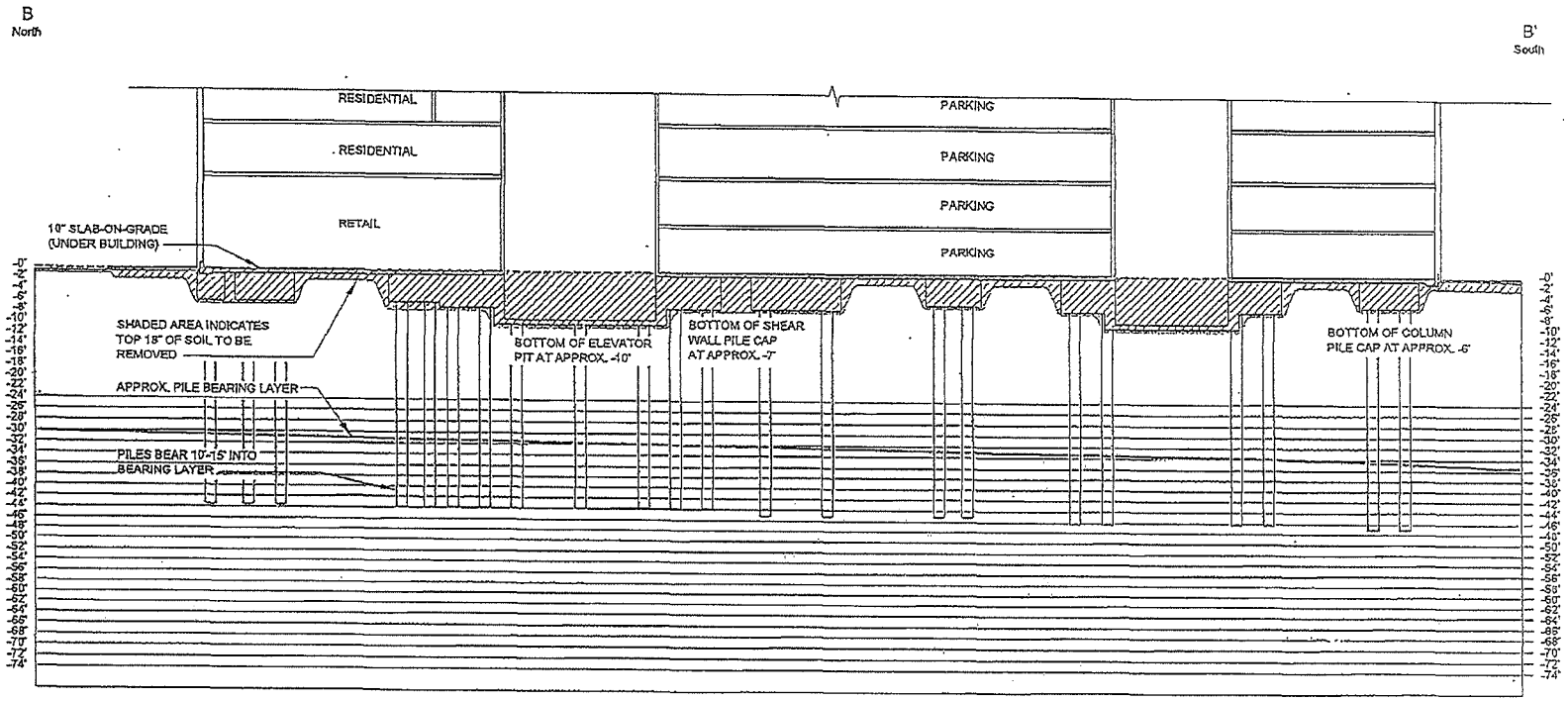


Base map source: North Lot Development Team (March 15, 2011)

0 20 40
Scale in Feet

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Conceptual Property Cross Section A-A'	Figure 3A

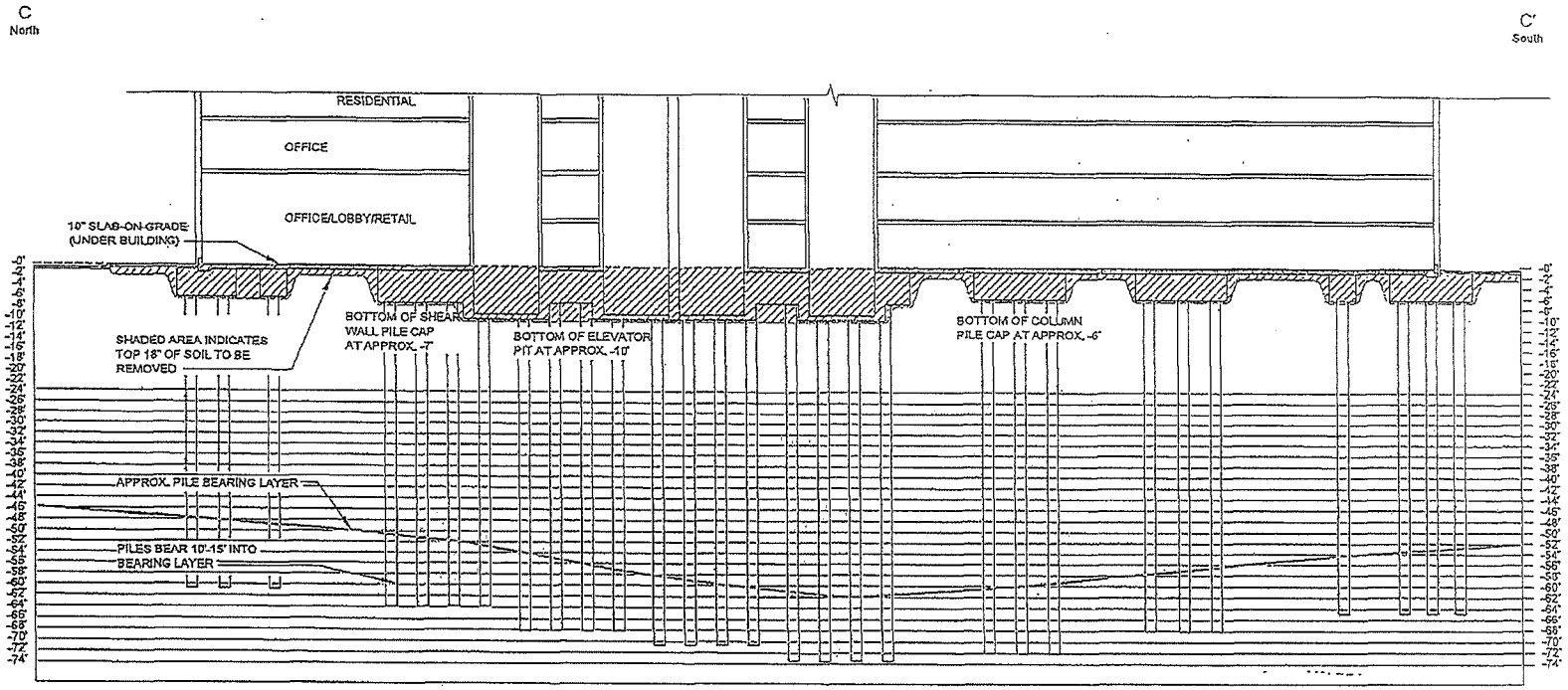


Base map source: North Lot Development Team (March 15, 2011)

0 20 40
Scale in Feet

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Conceptual Property Cross Section B-B'	Figure 3B

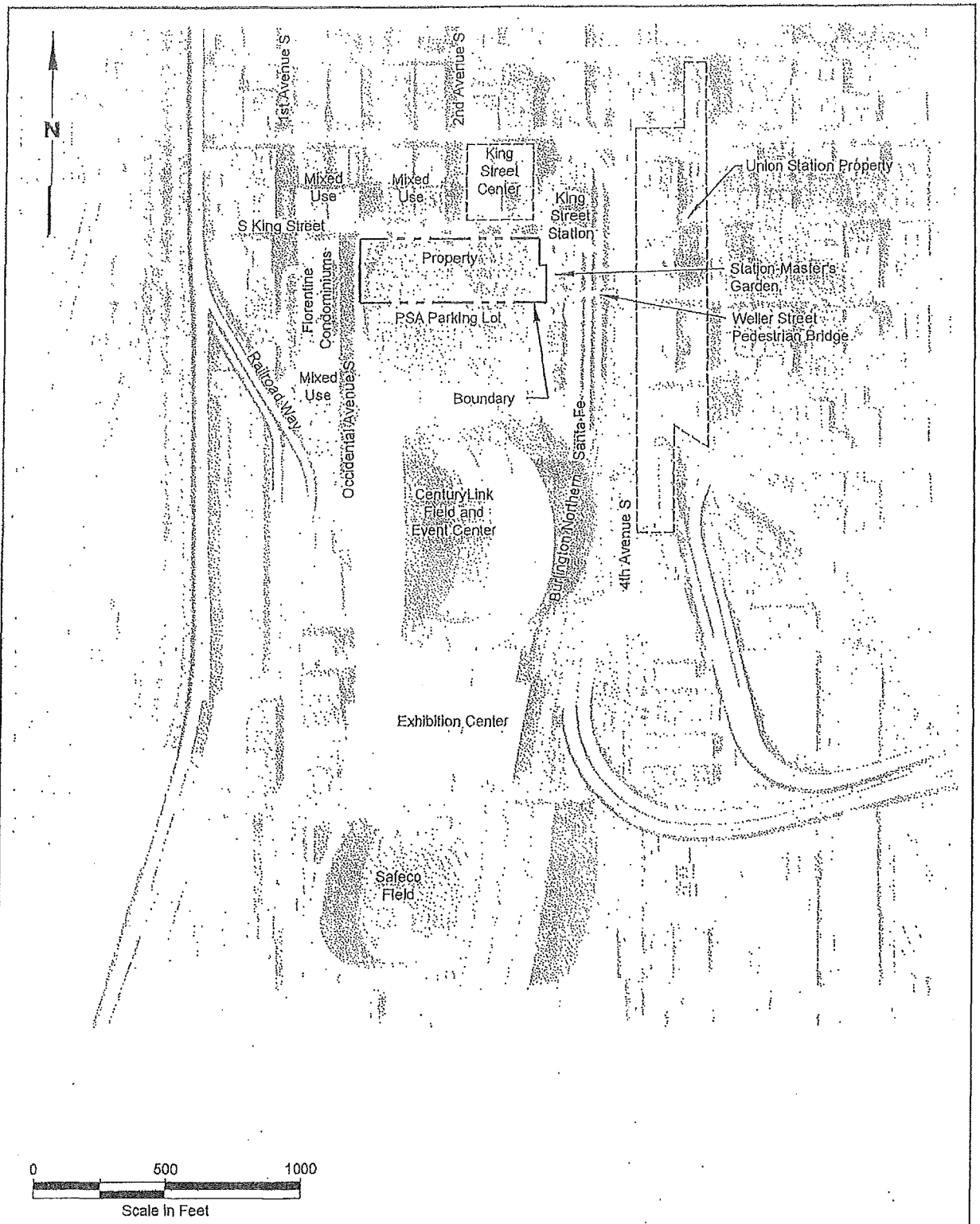


Base map source: North Lot Development Team (March 15, 2011)

0 20 40
Scale in Feet

LANDAU ASSOCIATES

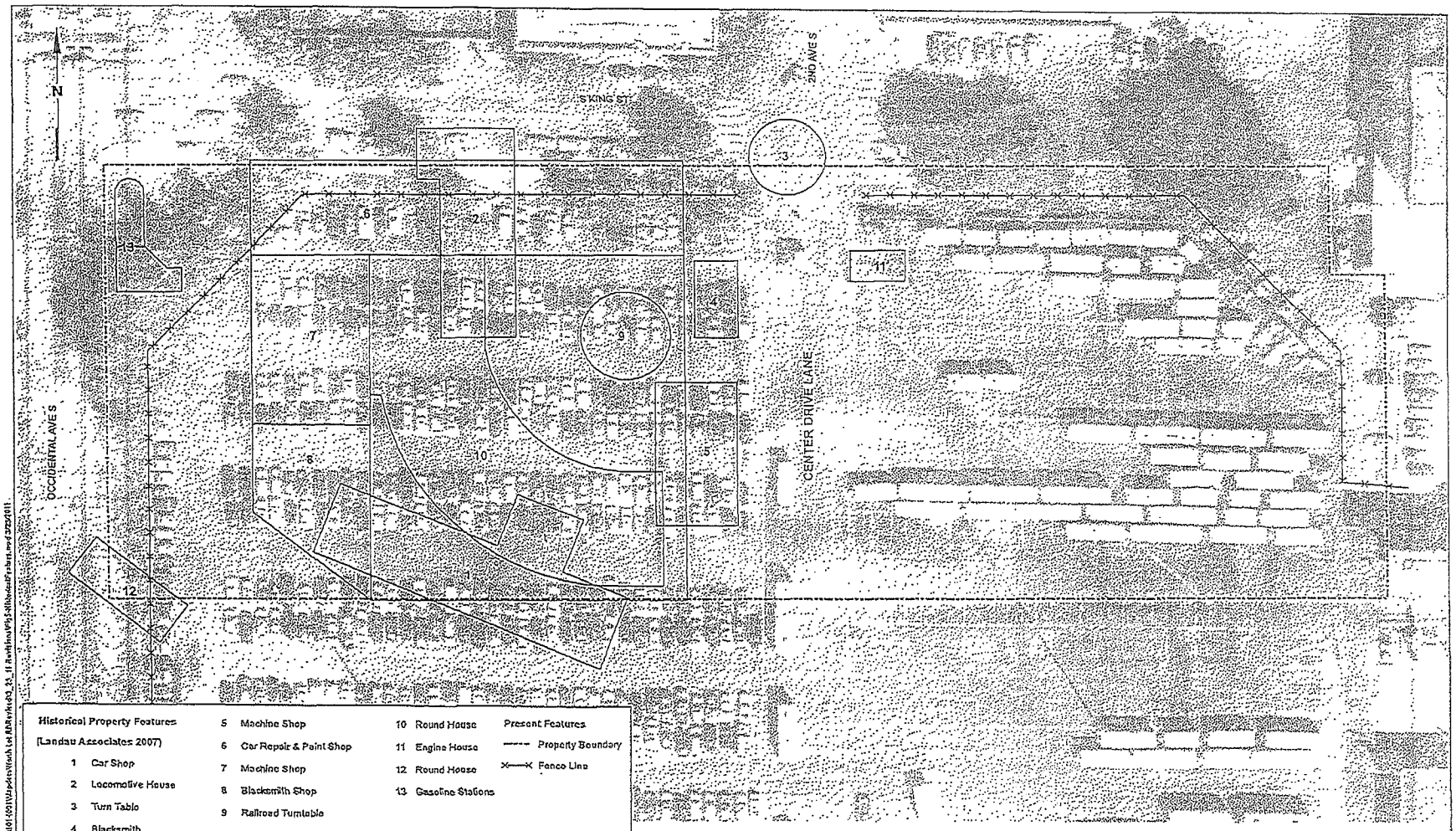
North Lot Development Seattle, Washington	Conceptual Property Cross Section C-C'	Figure 3C



Qwest Field | V:\1014060\Conceptual\Figure 4.dwg (A) Figure 4" 7/20/2011

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	**Property Plan and Surrounding Area**	Figure 4



Historical Property Features
(Landau Associates 2007)

1 Car Shop
2 Locomotive House
3 Turn Table
4 Blacksmith
5 Machine Shop
6 Car Repair & Paint Shop
7 Machine Shop
8 Blacksmith Shop
9 Railroad Turntable
10 Round House
11 Engine House
12 Round House
13 Gasoline Stations

Present Features
Property Boundary
Fence Line

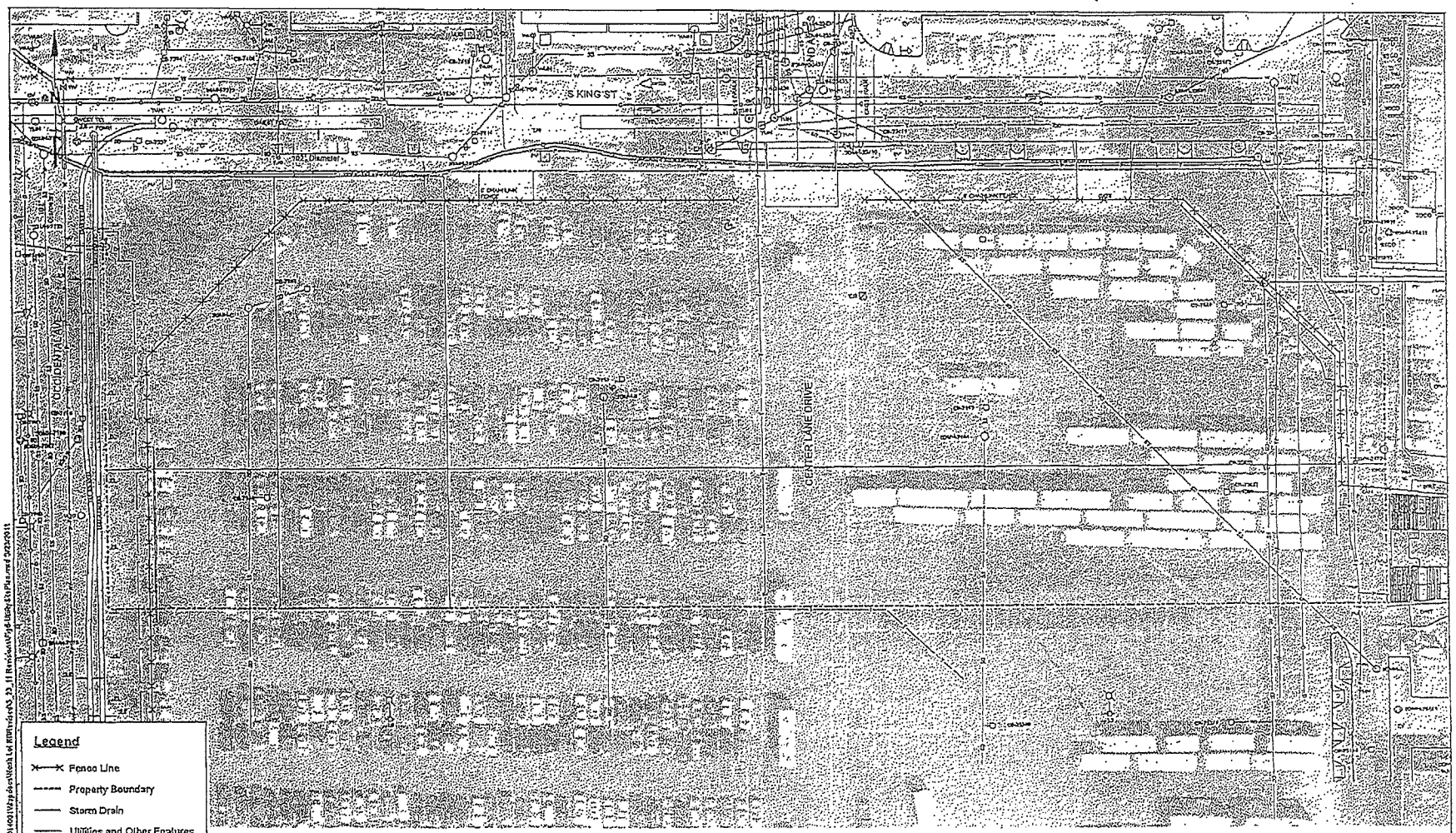
Data Source: Triad Boundary Survey, King County

Note
1. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

0 50 100
Scale in Feet

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Historical Property Features	Figure 5



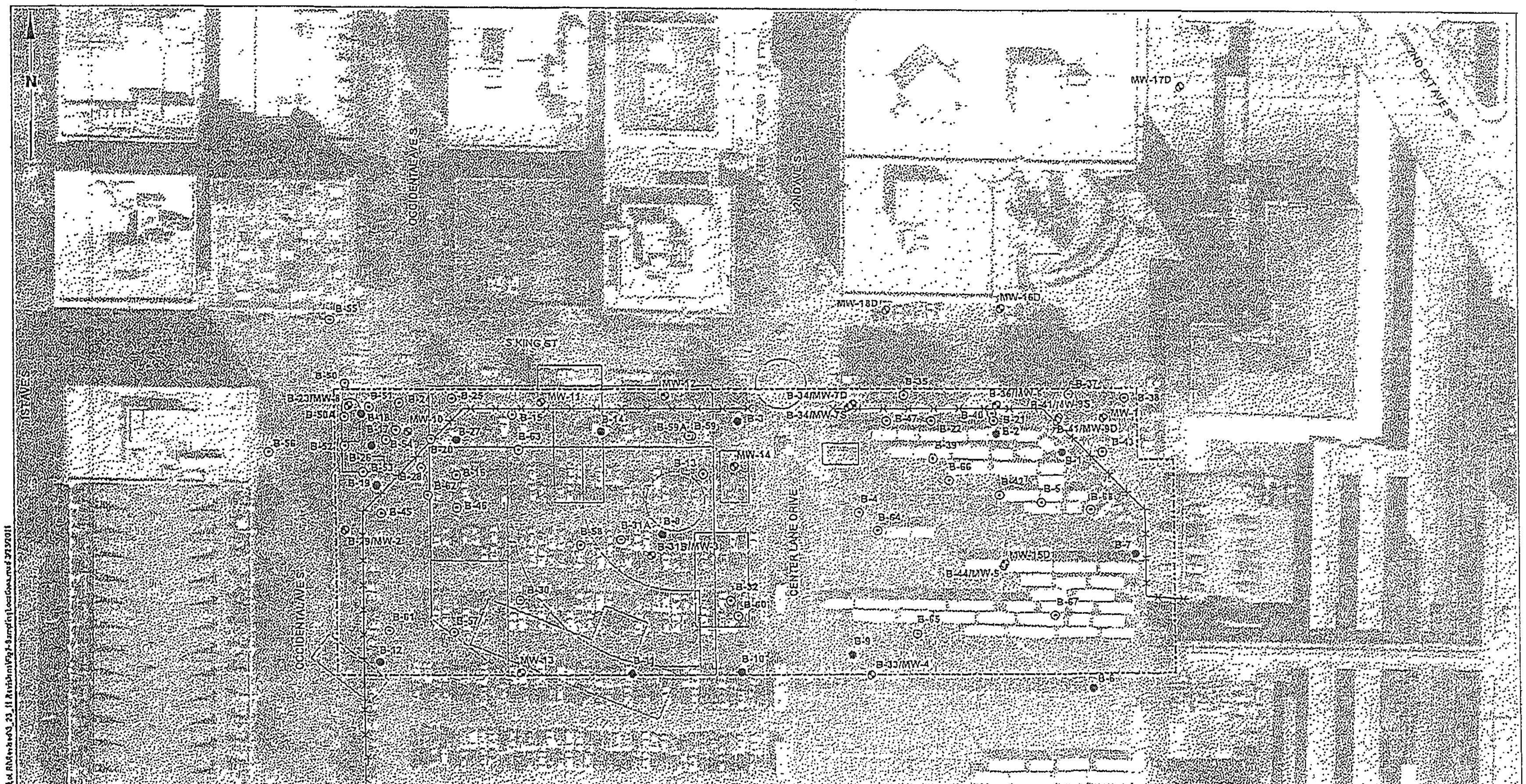
Data Source: Tribal Boundary Survey, King County

Note
1. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

0 50 100
Scale in Feet

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Property Plan and Existing Features	Figure 6



Legend

- Direct-Push Soil Boring and Monitoring Well Location
- Direct-Push Soil Boring Location
- Direct-Push Soil and Groundwater Sample Location
- Historical Building Outlines
- Fence Line
- Property Boundary

0 80 160
Scale in Feet

Data Source: Triad Boundary Survey; King County

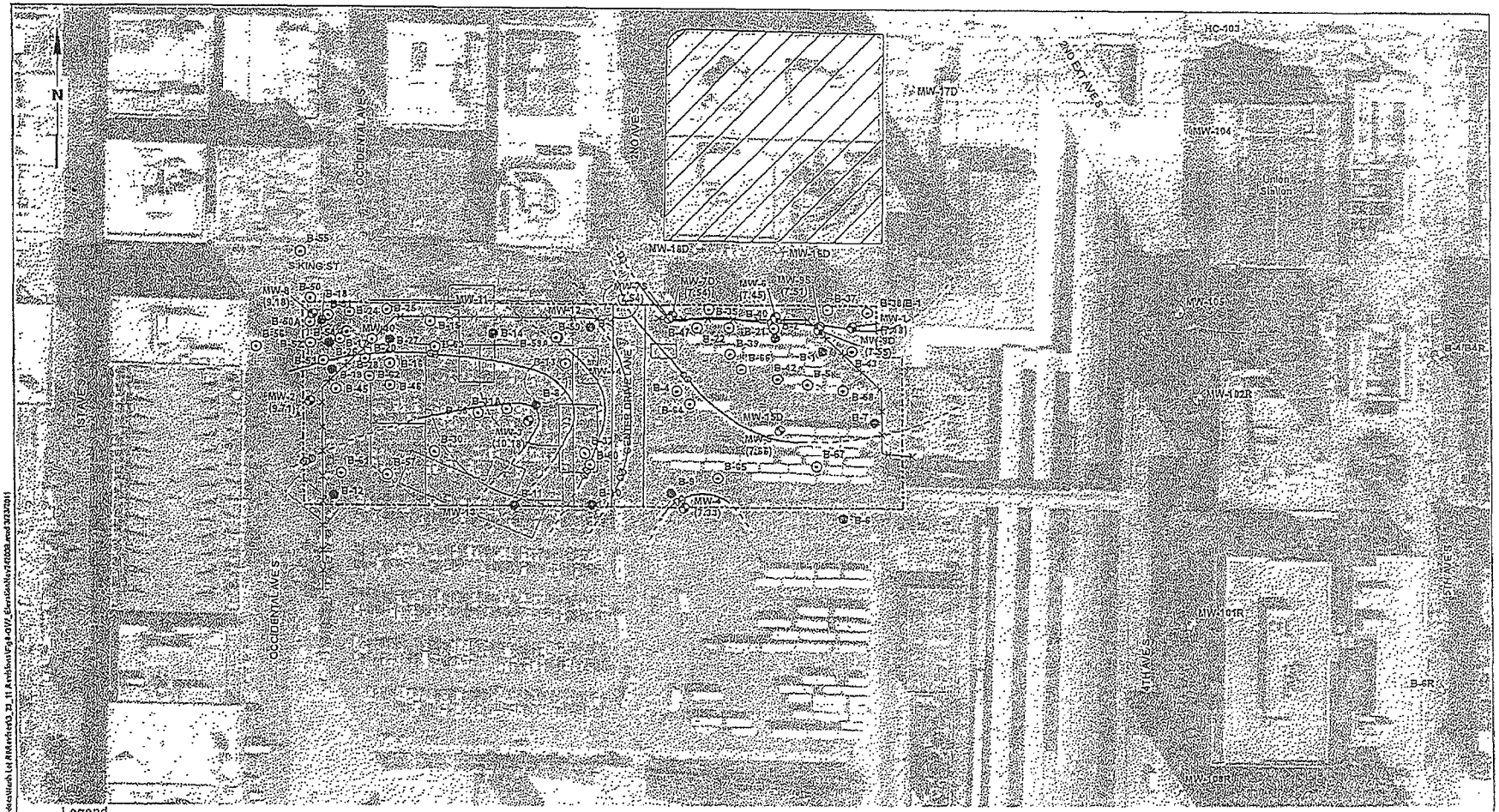
Note
1. Refer to Figure 3 for Historical Property Features Legend.
2. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

LANDAU ASSOCIATES

North Lot Development
Seattle, Washington

Sampling Locations

Figure 7



Legend

- MW-4 (7.33) — Direct-Push Soil Boring and Monitoring Well Location with Groundwater Elevation (ft)
- Direct-Push Soil Boring and Monitoring Well Location
- Direct-Push Soil Boring Location
- Direct-Push Soil and Groundwater Sample Location
- Historical Building Outlines
- Fence Line
- Property Boundary
- Groundwater Elevation Contour (ft)
- Area Bounded by Foundation Drain

Note

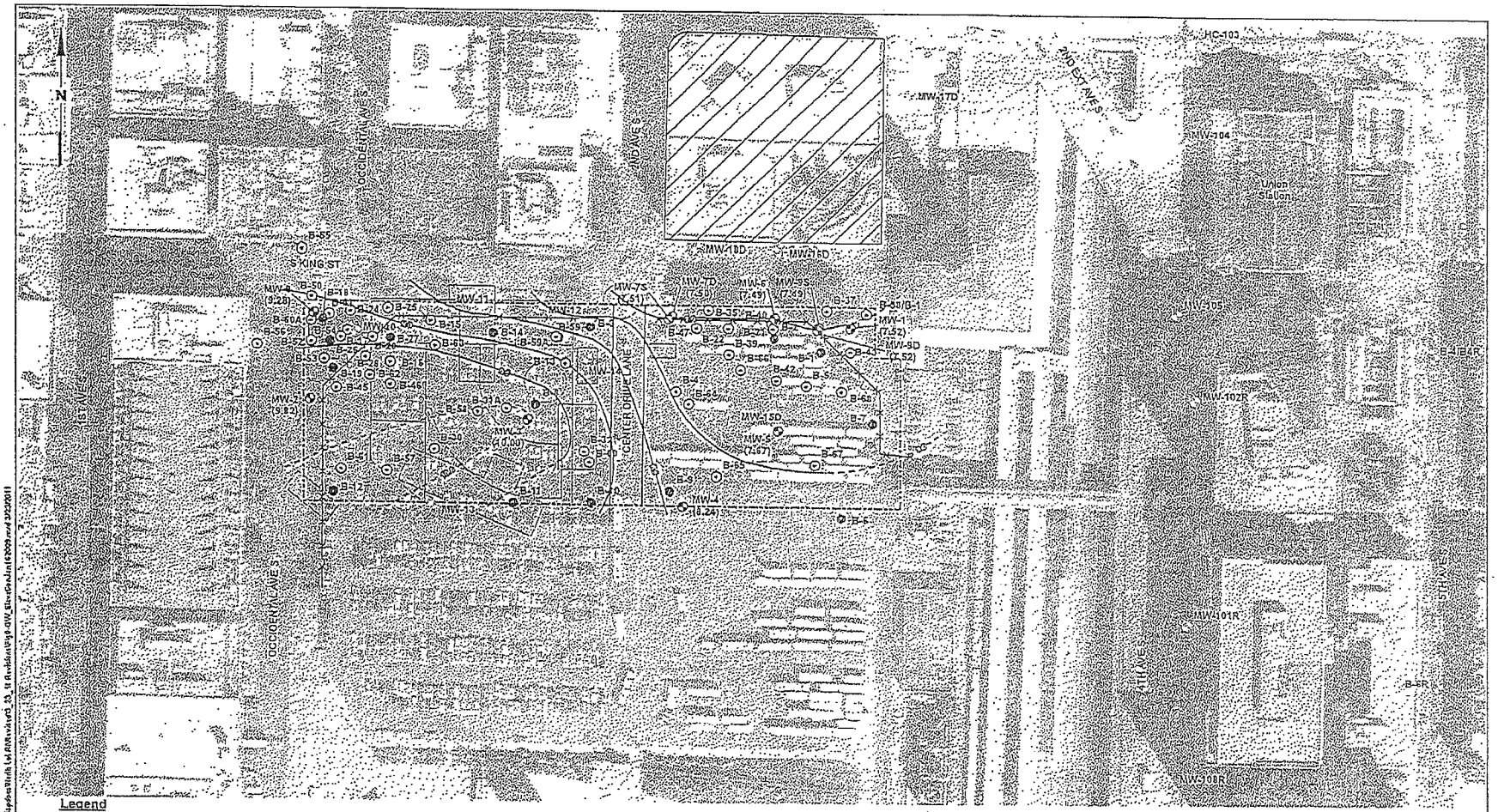
1. Includes groundwater elevation data from wells MW-1 through MW-9. Wells MW-10 through MW-18D not yet installed. Union Station wells to the east not measured for this round.
2. Refer to Figure 3 for Historical Property Features Legend.
3. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

0 110 220
Scale in Feet

Data Source: Tribal Boundary Survey, King County

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Groundwater Elevation Contours for November 24, 2008	Figure 8



Legend

- MW-4 (8.24) — Direct-Push Soil Boring and Monitoring Well Location with Groundwater Elevation (ft)
- Direct-Push Soil Boring and Monitoring Well Location
- Direct-Push Soil Boring Location
- Direct-Push Soil and Groundwater Sample Location
- Historical Building Outlines
- Fence Line
- Property Boundary
- Groundwater Elevation Contour (ft)
- Area Bounded by Foundation Drain

Note

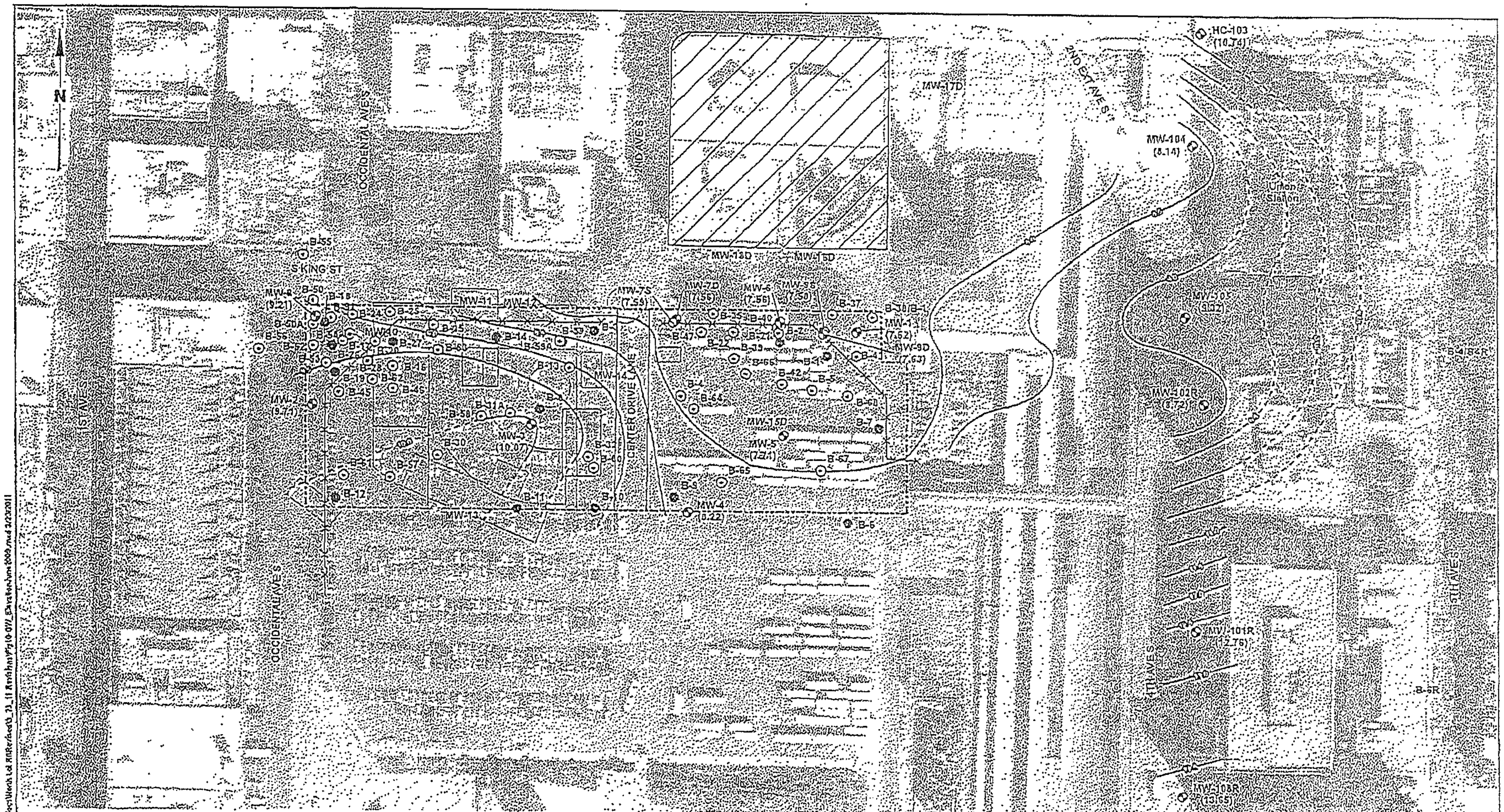
1. Includes groundwater elevation data from wells MW-1 through MW-9. Wells MW-10 through MW-18D not yet installed. Union Station wells to the east not measured for this round.
2. Refer to Figure 3 for Historical Property Features Legend.
3. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

0 110 220
Scale in Feet

Data Source: Triad Boundary Survey, King County

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Groundwater Elevation Contours for January 16, 2009	Figure 9



Legend

MW-4 (8.22) Direct-Push Soil Boring and Monitoring Well Location with Groundwater Elevation (ft)

Direct-Push Soil Boring and Monitoring Well Location

Direct-Push Soil Boring Location

Direct-Push Soil and Groundwater Sample Location

Historical Building Outlines

Fence Line

Property Boundary

Groundwater Elevation Contour (ft)

Area Bounded by Foundation Drain

Note

1. Includes groundwater elevation data from wells MW-1 through MW-9, Wells MW-10 through MW-18D not yet installed.
2. Refer to Figure 3 for Historical Property Features Legend.
3. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

Data Source: Triad Boundary Survey, King County

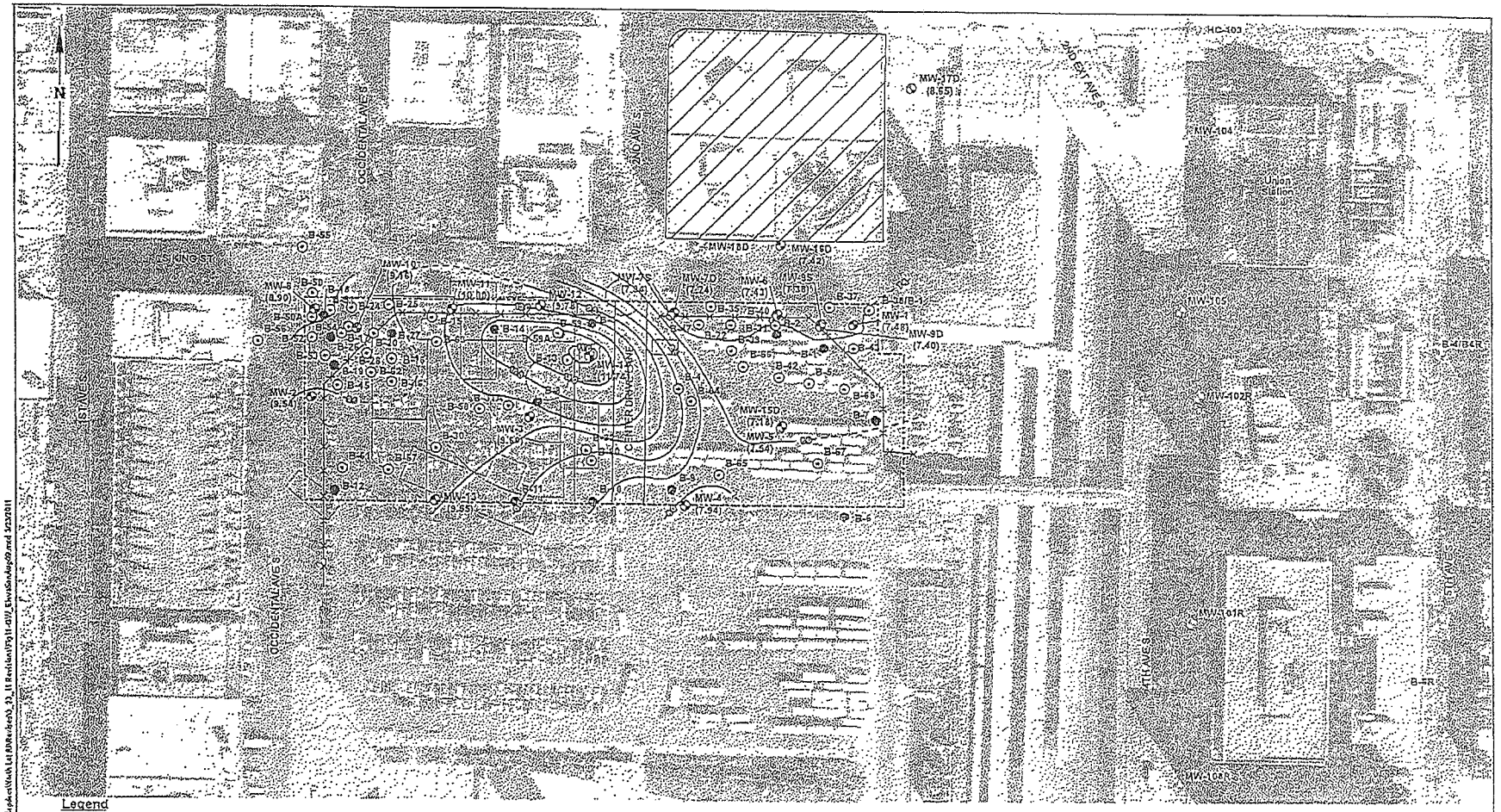
0 110 220
Scale in Feet

LANDAU ASSOCIATES

North Lot Development
Seattle, Washington

Groundwater Elevation Contours for June 3, 2009

Figure 10



Legend

MW-4 (7.94) — Direct-Push Soil Boring and Monitoring Well Location with Groundwater Elevation (ft)

Direct-Push Soil Boring and Monitoring Well Location

Direct-Push Soil Boring Location

Direct-Push Soil and Groundwater Sample Location

Historical Building Outlines

Fence Line

Property Boundary

Groundwater Elevation Contour (ft)

Area Bounded by Foundation Drain

Note

3. Includes groundwater elevation data from wells MW-1 through MW-17D. Union Station wells to the east were not measured for this round.
2. Refer to Figure 3 for Historical Property Features Legend.
3. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

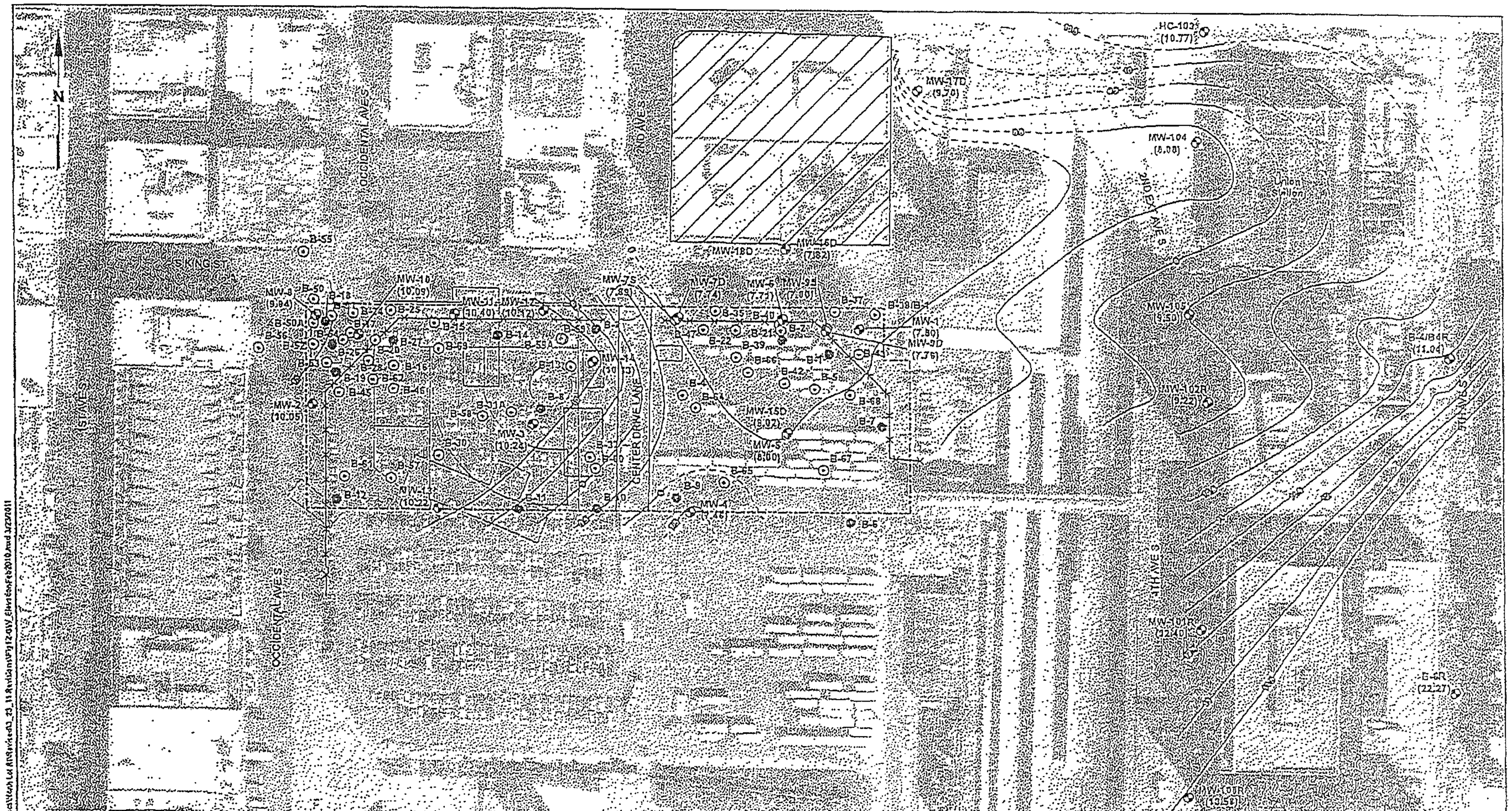
0 110 220

Scale in Feet

Data Source: Triad Boundary Survey, King County

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Groundwater Elevation Contours for August 25, 2009	Figure 11



Legend

MW-4 (7.46) Direct-Push Soil Boring and Monitoring Well Location with Groundwater Elevation (ft)

Direct-Push Soil Boring and Monitoring Well Location

Direct-Push Soil Boring Location

Direct-Push Soil and Groundwater Sample Location

Historical Building Outlines

Fence Line

Property Boundary

Groundwater Elevation Contour (ft)

Area Bounded by Foundation Drain

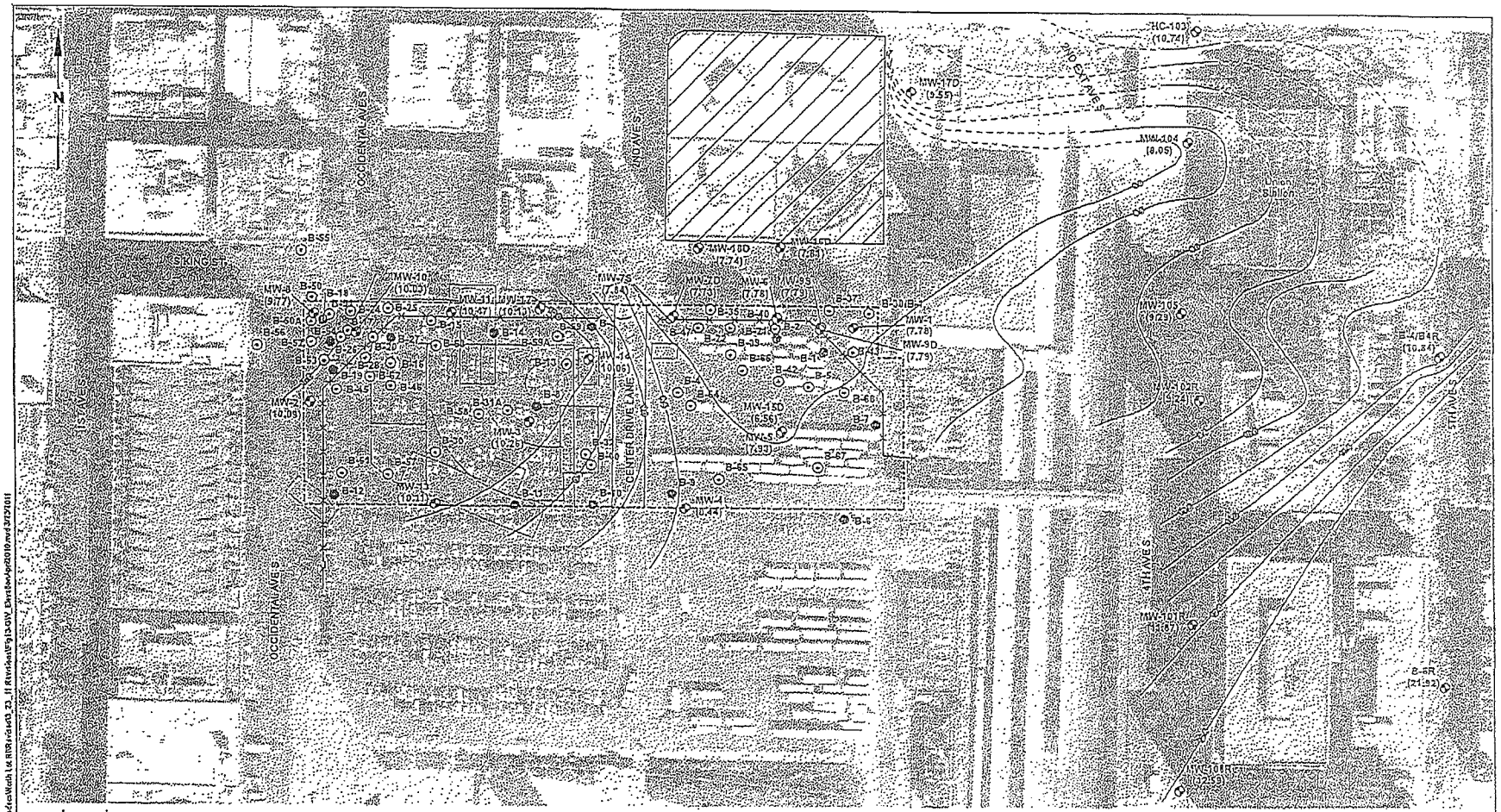
Note
1. Includes groundwater elevation data from wells MW-1 through MW-17D and the Union Station wells to the east.
2. Refer to Figure 3 for Historical Property Features Legend.
3. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

Data Source: Triad Boundary Survey, King County

0 110 220
Scale in Feet

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Groundwater Elevation Contours for February 24, 2010	Figure 12



Legend

- MW-4 (7.46) — Direct-Push Soil Boring and Monitoring Well Location with Groundwater Elevation (ft)
- Direct-Push Soil Boring Location
- Direct-Push Soil and Groundwater Sample Location
- Historical Building Outlines
- Fence Line
- Property Boundary
- Groundwater Elevation Contour (ft)
- Area Bounded by Foundation Drain

Note

1. Includes groundwater elevation data from wells MW-1 through MW-18D and the Union Station wells to the east.
2. Refer to Figure 3 for Historical Property Features Legend.
3. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.

0 110 220
Scale in Feet

Data Source: Triad Boundary Survey, King County

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Groundwater Elevation Contours for April 22, 2010	Figure 13

Legend

- Direct-Push Soil Boring and Monitoring Well Location
- Direct-Push Soil Boring Location
- Direct-Push Soil and Groundwater Sample Location
- Site Boundary
- Assumed Area of Excavation to Approximately 8 ft BGS (or groundwater elevation)- The lateral extent of the excavation will be determined in the field based on field screening and the laboratory results for confirmation samples collected at the limits of the excavation.
- Area of Excavation to Approximately 5 ft BGS (soil located outside the building footprint but within the property boundary). Concrete cap may be applied in lieu of excavation to 5 ft BGS as described in the FS text.

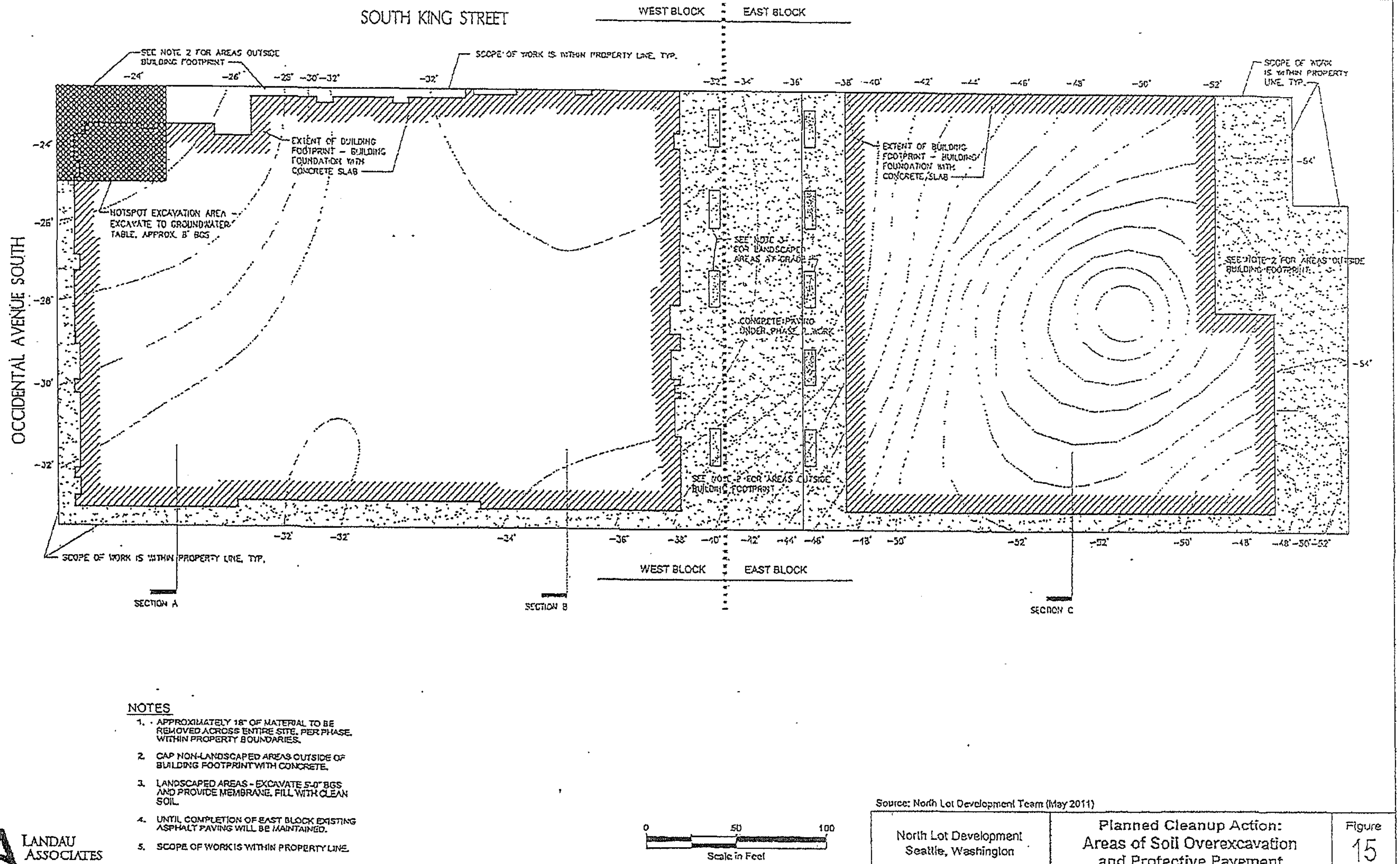
Note
1. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.
2. Building foundation plans from North Lot Development CAD files date February 25, 2011.

Data Source: Tribd Boundary Survey, King County

0 80 160
Scale in Feet

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Planned Cleanup Action Conceptual Excavation Plan	Figure 14



NOTES

1. APPROXIMATELY 18" OF MATERIAL TO BE REMOVED ACROSS ENTIRE SITE, PER PHASE, WITHIN PROPERTY BOUNDARIES.
2. CAP NON-LANDSCAPED AREAS OUTSIDE OF BUILDING FOOTPRINT WITH CONCRETE.
3. LANDSCAPED AREAS - EXCAVATE 5-0" BGS AND PROVIDE MEMBRANE, FILL WITH CLEAN SOIL.
4. UNTIL COMPLETION OF EAST BLOCK EXISTING ASPHALT PAVING WILL BE MAINTAINED.
5. SCOPE OF WORK IS WITHIN PROPERTY LINE.

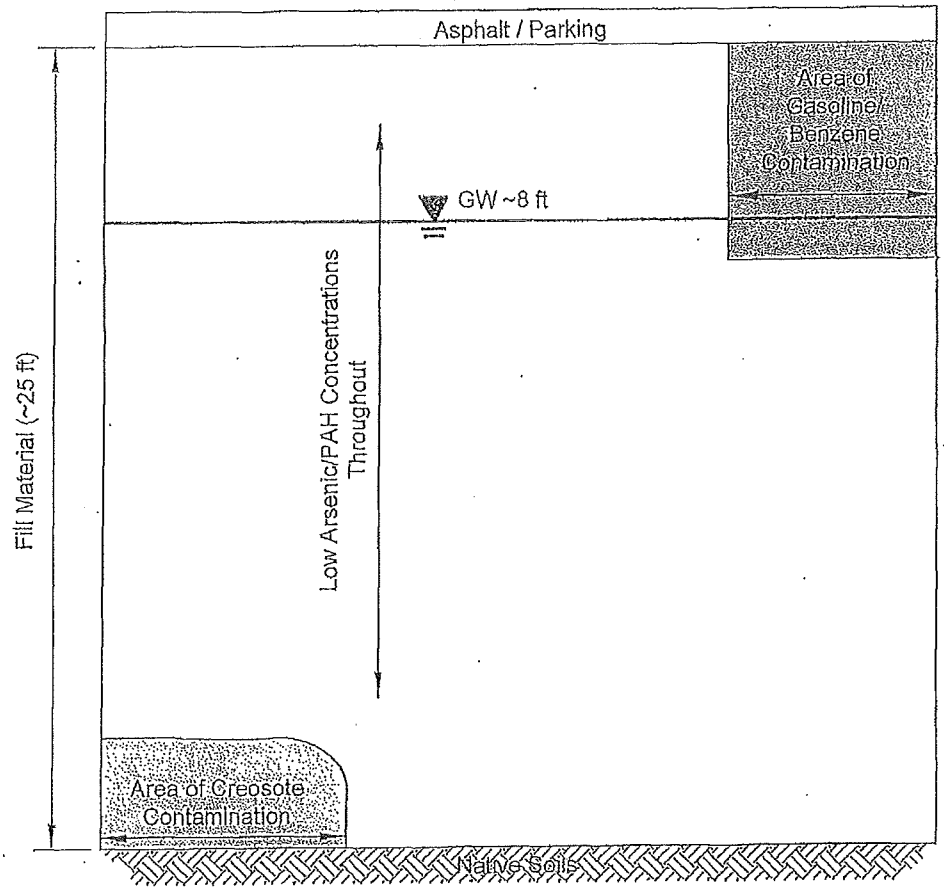
Source: North Lot Development Team (May 2011)

LANDAU ASSOCIATES

North Lot Development
Seattle, Washington

Planned Cleanup Action: Areas of Soil Overexcavation and Protective Pavement

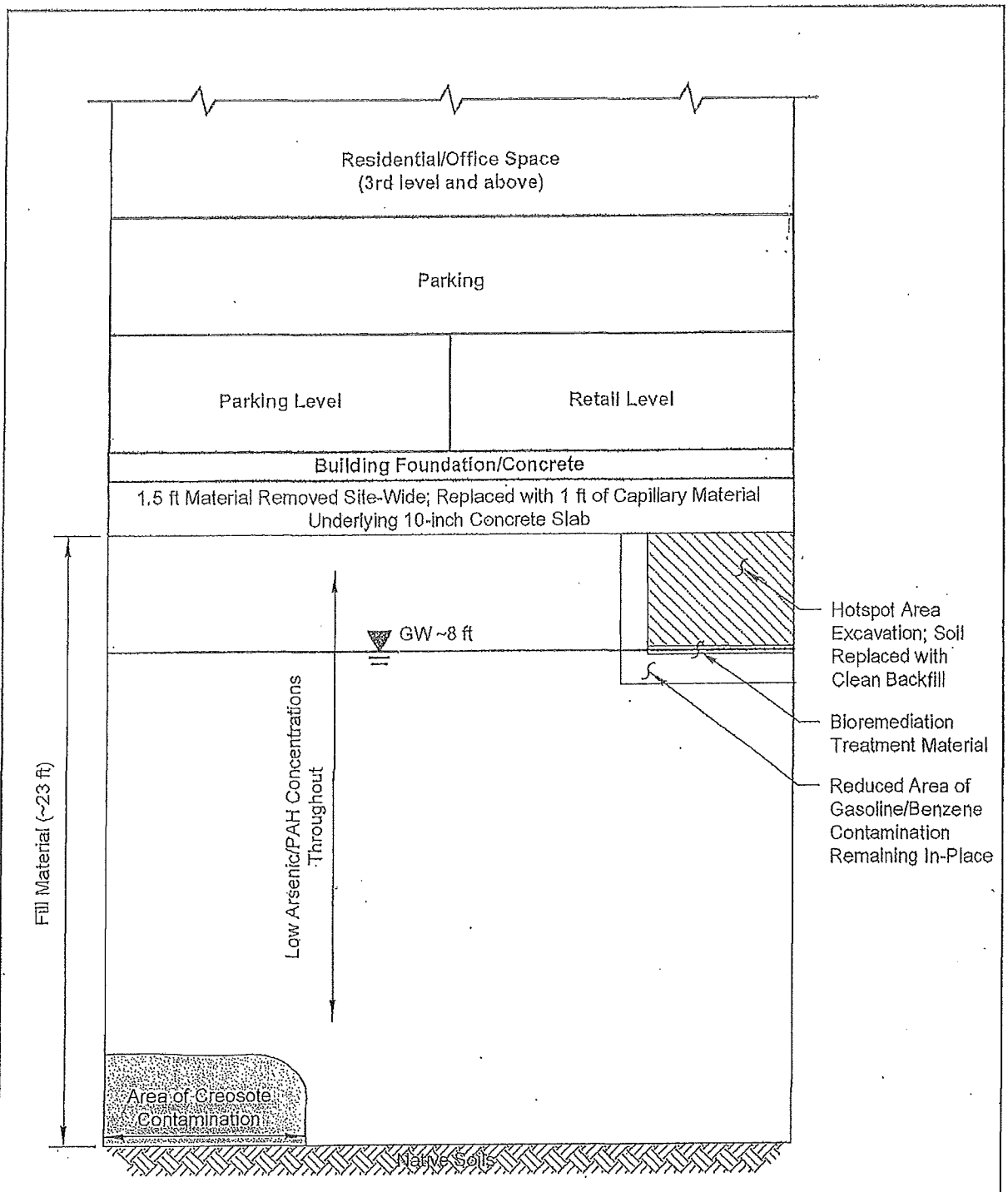
Figure 15



Qwest Field | V:\1014\0050\Conceptual\Figure 16_17.dwg (A) "Figure 16" 5/17/2011

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	**Conceptual Site Cross Section: Current Property Conditions**	Figure 16



Qwest Field | V:\1014\0050\Conceptual\Figure 16_17.dwg (A) "Figure 17" 5/17/2011

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	**Conceptual Site Cross Section: Post-Planned Cleanup Action**	Figure **17**

TABLE 1
SOIL CLEANUP LEVELS FOR DETECTED CONSTITUENTS
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

Analyte	Protection of Groundwater and Marine Surface Water (Fixed Parameter 3-Phase Model) mg/kg	Direct Contact Pathway (Ingestion Only) Method B: Unrestricted Land Use For soil from 0 - 15 ft BGS Standard Formula Values Carcinogen mg/kg	Direct Contact Pathway (Ingestion Only) Method B: Unrestricted Land Use For soil from 0 - 15 ft BGS Standard Formula Values Non-carcinogen mg/kg	Preliminary Cleanup Levels (Before adjustment for background) mg/kg	Background Soil Metals Concentrations Puget Sound Region 90th Percentile mg/kg	Preliminary Cleanup Levels (After adjustment for background) mg/kg	Preliminary Cleanup Levels (After adjustment for total site risk) mg/kg	Final Cleanup Levels in Final Units	Units	Range of Laboratory Reporting Limits for Project Samples
TPH										
Gasoline-Range Petroleum Hydrocarbons	(b) (c)		30 (b,c)	30		30		30	mg/kg	5 mg/kg
Diesel-Range Petroleum Hydrocarbons	(b)		2,000 (b)	2,000		2,000		2,000	mg/kg	5 mg/kg
Motor Oil-Range Petroleum Hydrocarbons	(b)		2,000 (b)	2,000		2,000		2,000	mg/kg	10 mg/kg
TOTAL METALS										
Arsenic	0.034	0.67	24	0.034	7	7		7	mg/kg	5 mg/kg
Chromium	1,000,000		120,000 (d)	120,000	42 (e)	120,000		120,000	mg/kg	0.5 mg/kg
Lead	1,620		250 (b)	250	17	250		250	mg/kg	2 mg/kg
Cadmium	0.69		80	0.69	1	0.69		0.69	mg/kg	0.2 mg/kg
Zinc	100		24,000	100	86	100		100	mg/kg	1 mg/kg
Copper	1.07		3,000	1.07	36	36		36	mg/kg	0.2 mg/kg
Mercury	0.026		24	0.026	0.07	0.07		0.07	mg/kg	0.05 mg/kg
BTEX										
Benzene	0.0045	18.0	320	0.0045		0.0045		25 (h)	µg/kg	12.5 - 25 µg/kg
Toluene	4.60		6,400	4.6		4.6	0.58	580	µg/kg	12.5 - 25 µg/kg
Ethylbenzene	6.10		8,000	6.1		6.1	2.4	2,400	µg/kg	12.5 - 25 µg/kg
Total Xylenes	15.0		16,000	15		15		15,000	µg/kg	12.5 - 50 µg/kg
PAHs										
Naphthalene	4.5		1,600	4.5		4.5		4,500	µg/kg	58 - 64 µg/kg
2-Methylnaphthalene	(a)		320	320		320		320,000	µg/kg	58 - 64 µg/kg
1-Methylnaphthalene	(a)					—		—		58 - 64 µg/kg
Acenaphthylene	(a)					—		—		58 - 64 µg/kg
Acenaphthene	98		4,800	98		98	25	25,000	µg/kg	58 - 64 µg/kg
Fluorene	100		3,200	100		100	79	79,000	µg/kg	58 - 64 µg/kg
Phenanthrene	(a)					—		—	µg/kg	58 - 64 µg/kg
Anthracene	2,300		24,000	2,300		2,300		2,300,000	µg/kg	58 - 64 µg/kg
Fluoranthene	630		3,200	630		630	49	49,000	µg/kg	58 - 64 µg/kg
Pyrene	660		2,400	660		660	140	140,000	µg/kg	58 - 64 µg/kg

TABLE 1
SOIL CLEANUP LEVELS FOR DETECTED CONSTITUENTS
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

Analyte	Protection of Groundwater and Marine Surface Water (Fixed Parameter 3-Phase Model) mg/kg	Direct Contact Pathway (Ingestion Only) Method B: Unrestricted Land Use For soil from 0 - 15 ft BGS Standard Formula Values		Preliminary Cleanup Levels (Before adjustment for background) mg/kg	Background Soil Metals Concentrations Puget Sound Region 90th Percentile mg/kg	Preliminary Cleanup Levels (After adjustment for background) mg/kg	Preliminary Cleanup Levels (After adjustment for total site risk) mg/kg	Final Cleanup Levels in Final Units	Units	Range of Laboratory Reporting Limits for Project Samples
		Carcinogen mg/kg	Non-carcinogen mg/kg							
Benzo(a)anthracene	(f)	(g)		(g)		(g)		(g)	µg/kg	58 - 64 µg/kg
Chrysene	(f)	(g)		(g)		(g)		(g)	µg/kg	58 - 64 µg/kg
Benzo(b)fluoranthene	(f)	(g)		(g)		(g)		(g)	µg/kg	58 - 64 µg/kg
Benzo(k)fluoranthene	(f)	(g)		(g)		(g)		(g)	µg/kg	58 - 64 µg/kg
Benzo(a)pyrene	0.23	0.14		0.14		0.14		140	µg/kg	58 - 64 µg/kg
Indeno(1,2,3-cd)pyrene	(f)	(g)		(g)		(g)		(g)	µg/kg	58 - 64 µg/kg
Dibenz(a,h)anthracene	(f)	(g)		(g)		(g)		(g)	µg/kg	58 - 64 µg/kg
Benzo(g,h,i)perylene	(a)					—		—		58 - 64 µg/kg
Dibenzofuran	(a)		160	160		160		160,000	µg/kg	58 - 64 µg/kg
SVOCs										
Phenol	22		48,000	22		22		22,000	µg/kg	58 - 160 µg/kg
4-Methylphenol	(a)					—		—		58 - 160 µg/kg
Di-n-butylphthalate	57		8000	57		57		57,000	µg/kg	58 - 160 µg/kg
Carbazole	0.32	50		0.32		0.32		320	µg/kg	58 - 160 µg/kg
DIOXINS/FURANS										
2,3,7,8-TCDD	0.00000027	0.000011		0.00000027		0.00000027		0.27	ng/kg	

TABLE 1
SOIL CLEANUP LEVELS FOR DETECTED CONSTITUENTS
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

Notes:

Screening level based on lowest of soil concentrations for protection of groundwater and protection of human direct contact (Method B standard formula values for carcinogens and non-carcinogens).

Cleanup levels are developed for all constituents detected above laboratory reporting limits in soil.
Shading indicates basis for cleanup level.
— = No screening criteria available.
mg/kg = Milligrams per kilogram.
µg/kg = Micrograms per kilogram.
ng/kg = Nanograms per kilogram.

(a) Values for K_{oc} and Henry's Law Constant are not available; therefore, cleanup levels protective of groundwater can not be calculated using the three-phase partitioning model.
(b) MTCA Method A soil cleanup levels are used for gasoline-range, diesel-range, motor oil-range petroleum hydrocarbons, and lead.
(c) For gasoline-range petroleum hydrocarbons, if benzene is present. If benzene is not present, screening level is 100 mg/kg.
(d) Value is for chromium III. Based on site history, chormium VI is not expected to be present.
(e) Value is for total chromium.
(f) If toxicity equivalency factors (TEFs) are considered, cleanup levels protective of groundwater for other cPAHs are less than the value for benzo(a)pyrene.
(g) Evaluated using toxicity equivalency quotient (TEQ) based on benzo(a)pyrene.
(h) Final Cleanup Level adjusted upward to the Practical Quantitation Limit (PQL), equal to 10 times the Method Detection Limit (MDL).

TABLE 2
REMEDIATION LEVEL FOR BENZENE IN SOIL
BASED ON POTENTIAL FOR VAPOR INTRUSION
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

Analyte	µg/kg
Benzene	780

µg/kg = Micrograms per kilogram.

Remediation level based on evaulation of soil vapor data and application of Ecology's guidance for evaluating soil vapor intrusion (Ecology 2009b).

TABLE 3
GROUNDWATER CLEANUP LEVELS FOR DETECTED CONSTITUENTS
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

Analyte	Protective of Drinking Water: MCL Treatment Technique: MCL µg/L	Protective of Drinking Water: MCL Treatment Technique: Action Level µg/L	Protective of Drinking Water: MCL Treatment Technique: MCL Goal µg/L	WA State Board of Health MCLs: Primary µg/L	WA State Board of Health MCLs: Secondary µg/L	Standard Formula Values: Carcinogen µg/L	Standard Formula Values: Non-carcinogen µg/L	Protective of Marine Surface Water: AWQC for Protection of Aquatic Life (a): Acute µg/L	AWQC for Protection of Aquatic Life (a): Chronic µg/L	National Toxics Rule (b): AWQC for: Acute µg/L	National Toxics Rule (b): AWQC for: Chronic µg/L	National Toxics Rule (b): AWQC for Protection of Human Health µg/L	National Recommended Water Quality Criteria (c): Protection of Aquatic Life - Acute µg/L	National Recommended Water Quality Criteria (c): Protection of Aquatic Life - Chronic µg/L	National Recommended Water Quality Criteria (c): Protection of Human Health µg/L	Standard Formula Values: Carcinogen µg/L	Standard Formula Values: Non Carcinogen µg/L	Preliminary Cleanup Levels (Before adjustment for background) µg/L	Background Groundwater µg/L	Preliminary Cleanup Levels (After adjustment for background) µg/L	Preliminary Cleanup Levels (After adjustment for total site risk) µg/L	Final Cleanup Levels in Final Units	Units	Range of Laboratory Reporting Limits for Project Samples
TPH																								
Gasoline-Range Petroleum Hydrocarbons							800 (d,e)										800 (d,e)			800		0.8	mg/L	0.25 mg/L
Diesel-Range Petroleum Hydrocarbons							500 (d)										500 (d)			500		0.5	mg/L	0.25 mg/L
Oil-Range Petroleum Hydrocarbons							500 (d)										500 (d)			500		0.5	mg/L	0.5 mg/L
BTEX																								
Benzene	5		0	5		0.8	32					71			51	23	2,000	0.8		0.8		0.8	µg/L	1 µg/L
Toluene	1,000		1,000	1,000			640					200,000			15,000		19,000	640		640	80	80	µg/L	1 µg/L
Ethylbenzene	700		700	700			800					29,000			2,100		6,200	700		700	275	275	µg/L	1 µg/L
Total Xylenes	10,000		10,000	10,000			1,600 (f)											1,600 (f)		1,600 (f)		1,600 (f)	µg/L	1 µg/L
PAHs																								
Naphthalene							160										4,900	160		160		160	µg/L	0.10 - 1.4 µg/L
2-Methylnaphthalene							32											32		32		32	µg/L	0.10 - 1.4 µg/L
1-Methylnaphthalene																				—		—		0.10 - 1.4 µg/L
Acenaphthylene																				—		—		0.10 - 1.4 µg/L
Acenaphthene							960								990		640	640		640	250	250	µg/L	0.10 - 1.4 µg/L
Fluorene							640					14,000			5,300		3,500	640		640	500	500	µg/L	0.10 - 1.4 µg/L
Phenanthrene																				—		—		0.10 - 1.4 µg/L
Anthracene							4,800					110,000			40,000		26,000	4,800		4,800		4,800	µg/L	0.10 - 1.4 µg/L
Fluoranthene							640					370			140		90	90		50	50	50	µg/L	0.10 - 1.4 µg/L
Pyrene							480					11,000			4,000		2,600	480		480	100	100	µg/L	0.10 - 1.4 µg/L
Benzo[a]anthracene						(g)						0.031			0.018	(g)		(g)		(g)		(g)	µg/L	0.10 - 1.4 µg/L
Chrysene						(g)						0.031			0.018	(g)		(g)		(g)		(g)	µg/L	0.10 - 1.4 µg/L
Benzo(b)fluoranthene						(g)						0.031			0.018	(g)		(g)		(g)		(g)	µg/L	0.10 - 1.4 µg/L
Benzo(k)fluoranthene						(g)						0.031			0.018	(g)		(g)		(g)		(g)	µg/L	0.10 - 1.4 µg/L
Benzo(a)pyrene	0.2		0	0.2		0.012						0.031			0.018	0.030		0.012 (g)		0.012 (g)		0.012 (g)	µg/L	0.10 - 1.4 µg/L
Indeno(1,2,3-cd)pyrene						(g)						0.031			0.018	(g)		(g)		(g)		(g)	µg/L	0.10 - 1.4 µg/L
Dibenzo(a,h)anthracene						(g)						0.031			0.018	(g)		(g)		(g)		(g)	µg/L	0.10 - 1.4 µg/L
Benzo(g,h,i)perylene																				—		—		0.10 - 1.4 µg/L
Dibenzofuran							32											32		32		32	µg/L	0.10 - 1.4 µg/L
DISSOLVED METALS																								
Arsenic	10			10		0.058	4.8	69	36	69	36	0.14	69	36	0.14	0.10	10	0.058	5/21.3 (i)	5/21.3 (i)		5/21.3 (i)	µg/L	0.5 - 10 µg/L
Lead		15	0				15	210	8.1	210	8.1		210	8.1				8.1		8.1		8.1	µg/L	1 µg/L
Chromium	100		100	100			24,000 (h)										240,000	100		100		100	µg/L	5 µg/L
Cadmium	5		5	5			8.0	42	9.3	42	9.3		40	8.8			20	5		6		5	µg/L	2 µg/L
Zinc					5,000		4,800	90	81	90	81		90	81	26,000		17,000	81		81		81	µg/L	10 µg/L
Copper		1,300	1,300	1,300			590	4.8	3.1	2.4	2.4		4.8	3.1			2,700	2.4		2.4		2.4	µg/L	2 µg/L
Mercury	2		2	2			4.8	1.8	0.025	2.1	0.025	0.15	1.8	0.94	0.3			0.025		0.025		0.15 (k)	µg/L	0.1 µg/L
VOLATILES																								
Chloromethane						3.4										130		3		3		3	µg/L	0.2 µg/L
Methylene Chloride	5		0	5		5.8	480					1,600			590	350	170,000	5		5	3	3	µg/L	0.5 µg/L
Acetone							800											800		800	35	35	µg/L	3 µg/L
Carbon Disulfide							800											800		800	350	350	µg/L	0.2 µg/L
Chloroform	80			80		7.2	80					470			470	280	6,000	7.2		7.2		7.2	µg/L	0.2 µg/L
2-Butanone							4,800											4,800		4,800	2,400	2,400	µg/L	2.5 - 3.0 µg/L

TABLE 3
GROUNDWATER CLEANUP LEVELS FOR DETECTED CONSTITUENTS
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

Analyte	Protective of Drinking Water: MCL Treatment Technique: MCL µg/L	Action Level µg/L	MCL Goal µg/L	WA State Board of Health MCLs: Primary µg/L	Secondary µg/L	Standard Formula Values: Carcinogen µg/L	Non-carcinogen µg/L	Protective of Marine Surface Water: AWQC for Protection of Aquatic Life (a): Acute µg/L	Chronic µg/L	National Toxics Rule (b): AWQC for: Acute µg/L	Chronic µg/L	AWQC for Protection of Human Health µg/L	National Recommended Water Quality Criteria (c): Protection of Aquatic Life - Acute µg/L	Protection of Aquatic Life - Chronic µg/L	Protection of Human Health µg/L	Standard Formula Values: Carcinogen µg/L	Non Carcinogen µg/L	Preliminary Cleanup Levels (Before adjustment for background) µg/L	Background Groundwater µg/L	Preliminary Cleanup Levels (After adjustment for background) µg/L	Preliminary Cleanup Levels (After adjustment for total site risk) µg/L	Final Cleanup Levels in Final Units	Units	Range of Laboratory Reporting Limits for Project Samples
Styrene	100		100	100		1.5	1,600														1.5			0.2 µg/L
1,3,5-Trimethylbenzene							400											400		400		400	µg/L	0.2 µg/L
1,2,4-Trimethylbenzene							400											400		400		400	µg/L	0.2 µg/L
Isopropylbenzene																				—		—		0.2 µg/L
n-Propylbenzene																				—		—		0.2 µg/L
tert-Butylbenzene																				—		—		0.2 µg/L
sec-Butylbenzene																				—		—		0.2 µg/L
4-Isopropyltoluene																				—		—		0.2 µg/L
n-Butylbenzene																				—		—		0.2 µg/L
SEMIVOLATILES																								
Phenol							4,800					4,600,000			1,700,000		1,100,000	4,800		4,800		4,800	µg/L	
4-Methylphenol																				—		—		
Di-n-butylphthalate							1,600					12,000			4,500		2,900	1,600		1,600		1,600	µg/L	
Carbazole						4.4												4.4		4.4		4.4	µg/L	
DIOXINS AND FURANS																				—		—		
2,3,7,8-TCDD	3.0E-05			3.0E-05								1.4E-06			5.1E-09			5.1E-09		5.1E-09		5.1E-03	pg/L	

Notes:

Preliminary cleanup level is based on lowest of federal or state MCL, state secondary MCL and Method B standard formula values,
for carcinogens without federal or state MCLs on the Method B standard formula value, and for carcinogens with federal or state MCLs.

Preliminary cleanup levels are developed for all constituents detected in groundwater or soil.

Shading indicates basis for preliminary cleanup level.

— = No cleanup level available.

mg/L = Milligrams per liter.

µg/L = Micrograms per liter.

pg/L = Picograms per liter.

(a) Ambient water quality criteria for protection of aquatic life from WAC 173-201A-240.

(b) Ambient water quality criteria for protection of human health from 40 CFR Part 131d (National Toxics Rule).

(c) National Recommended Water Quality Criteria (EPA website 2011).

(d) MTCA Method A groundwater cleanup levels are used for gasoline-range, diesel-range, oil-range petroleum hydrocarbons.

(e) For gasoline-range petroleum hydrocarbons, if benzene is present. If benzene is not present, screening level is 1,000 µg/L (1.0 mg/L).

(f) Screening level is for total xylenes.

(g) Evaluated using toxicity equivalency quotient (TEQ) based on benzo(a)pyrene.

(h) Value is for chromium III. Based on site history, chromium VI is not expected to be present.

(i) Calculated background concentration will be used as the preliminary cleanup level at MW-5 and MW-15D.

(j) A cleanup level of 5 ug/L was agreed upon by Ecology for the western portion of the Property. A background concentration of 21.3 will be used as the cleanup level for the eastern portion of the Property.

(k) The cleanup level for mercury in groundwater was adjusted upward to the practical quantitation limit (PQL). The PQL is equal to 10 times the method detection limit (MDL).

TABLE 4
PLANNED CLEANUP ACTION DETAILED COST ESTIMATE
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

PLANNED CLEANUP ACTION – HOT SPOT EXCAVATION, FOCUSED TREATMENT OF RESIDUAL GASOLINE/BENZENE, CONTAINMENT, AND ADDED MEASURES TO PREVENT CONTACT WITH SHALLOW CONTAMINATED SOIL OUTSIDE THE FOOTPRINT OF THE BUILDING FOUNDATIONS

ITEM	QUANTITY	UNIT	UNIT COST	TOTAL	NOTES/COMMENTS
Work Plans and Regulatory Review					
Negotiations with Ecology	1	LS	$ 10,000	$ 10,000	
Preparation of Work Plans	1	LS	$ 25,000	$ 30,000	Includes SAP, Removal Action, and Bioremediation Work Plan, HASP.
Develop Institutional Controls	1	LS	$ 5,000	$ 5,000	
Health and Safety Plan	1	LS	$ 5,000	$ 5,000	Plan for the protection of construction worker safety against exposure to impacted media.
Project Management	8%	pcnt	$ 50,000	$ 4,000	Assume 8% of task cost.
Ecology Oversight	1	LS	$ 5,000	$ 5,000	
Task Subtotal				$ 59,000	
Construction Oversight					
General Conditions	1	LS	$ 12,000	$ 14,000	Including fencing, cleanup, flagging, security, and safety.
Clearing/Grading Plan (Construction Drawings)	1	LS	$ 10,000	$ 10,000	
Construction Specs and Bid Documents	1	LS	$ 7,500	$ 7,500	Assume simple specifications in memo or letter format (not complete technical specifications).
Field Work and Oversight	20	day	$ 1,000	$ 20,000	
Confirmation Sampling Analysis	10	sample	$ 160	$ 1,600	Assume TPH/BTEX sampling only.
Compaction Testing for Backfill	1	LS	$ 5,000	$ 5,000	
Data Validation and Analysis	1	LS	$ 2,500	$ 2,500	
Project Management	8%	pcnt	$ 46,600	$ 3,700	
Task Subtotal				$ 64,300	
Site Development Excavation Management					
Excavate and Load Construction Prep Soil	16510	CY	$ 18	$ 297,180	Assume approximately 16,510 CY of soil removed for Property-wide development preparation, including Property-wide excavation to 1.5 ft BGS and excavation of pile caps, elevator pits, and grade beams.
Hauling of Soil	24765	tons	$ 5.00	$ 123,825	Assume 1.5 tons/CY. Estimated based on hauling soil to Alaska Street Transfer Station ($125/hr x 1 hr/trip / 25 tons/trip).
Disposal of Soil	24765	tons	$ 45.00	$ 1,114,425	Unit Cost for disposal at Alaska Street Transfer Station.
Project Management	8%	pcnt	$ 1,535,430	$ 122,800	
Task Subtotal				$ 1,658,230	
Remedial Excavation/Bioremediation/Construction/Site Restoration					
Contractor Mobilization	1	LS	$ 10,000	$ 10,000	
Excavate and Load Impacted Soil Outside the Building Footprints within the Property Boundary	5210	CY	$ 18	$ 93,800	Assumes excavation of soil outside the building foundations within the property boundary from 1.5 ft to 5 ft BGS
Excavate and Load Impacted Soil in NW corner of property	720	CY	$ 18	$ 13,000	Assume 3,000 square ft excavation around B-20, B-17, an additional 6.5 ft deep beyond 1.5 ft removed Property-wide (does not include volume of soil to be removed as part of planned development activities, approx 180 CY).
Hauling of Soil	8895	tons	$ 5	$ 44,475	Assume 1.5 tons/cy. Include volume of soil to be removed outside of building footprints but within property boundary and volume of soil to be removed in NW corner of property. Estimated based on hauling soil to Alaska Street Transfer Station ($125/hr x 1 hr/trip / 25 tons/trip).
Disposal of Soil	8895	tons	$ 45	$ 400,275	Unit Cost for disposal at Alaska Street Transfer Station.
Import, Place, and Compact Clean Fill	8895	tons	$ 29	$ 257,955	Includes additional $2 per ton to place and mix bioremediation substrate in excavation prior to backfill and compaction.
Dewatering and Groundwater Management	0	LS	$ 20,000	$ -	Assume no wastewater pumping and management is necessary during remedial excavation.
Shoring	1	LS	$ 30,000	$ 30,000	Shoring required at property boundary during construction to protect off-property features
Geomembrane	40190	SF	$ 3	$ 120,570	Assumes geomembrane placed in excavation areas located outside of the building footprint within the property boundary
Vapor Intrusion Barrier	0	sf	$ 3.00	$ -	Assume vapor intrusion barrier not necessary after soil removal.
Evaluation of Site Redox Conditions	1	LS	$ 8,000	$ 8,000	Includes additional sample collection and analysis to determine redox state of soil and groundwater in excavation vicinity.
Bioremediation Substrate	7000	pounds	$ 10	$ 70,000	Assume aerobic conditions and application of ORC to area of excavated soil in the NW corner of the property prior to backfilling with soil, cost will be less for anaerobic conditions.
Task Subtotal				$ 1,048,075	
Construction Report					
Meetings and Coordination with Ecology	1	LS	$ 5,000	$ 5,000	
Final Report Preparation	1	LS	$ 10,000	$ 10,000	
Project Management	8%	pcnt	$ 15,000	$ 1,000	Assume 8% of task cost.
Ecology Oversight	1	LS	$ 2,000	$ 2,000	
Task Subtotal				$ 18,000	
Long-Term Cap Maintenance and Groundwater Monitoring	Discount Rate		3% *		Assume 30 years of cap maintenance and groundwater monitoring (soil vapor not required after excavation). * The 3% discount rate represents an average return on investment of 6% minus an assumed inflation rate of 3%.
Cap Monitoring and Maintenance	30	yr	$ 1,000	$ 20,000	
Groundwater Sampling/Analysis (annually for 30 yrs)	30	yr	$ 8,500	$ 167,000	Assume 30-year monitoring schedule.
Prepare Groundwater Monitoring Work Plan/Schedule	1	LS	$ 8,000	$ 8,000	
Groundwater Treatment Contingency	1	LS	$ 650,000	$ 650,000	Assumes pump and treat, groundwater granular activated carbon treatment system with treated groundwater disposed of to sanitary sewer, assumes 30 years of operation, maintenance, sampling, and permit compliance for groundwater treatment at 3% discount rate, contingent on the need for groundwater treatment based on the compliance monitoring results.
Reporting and Project Management	30	yrs	$ 7,500	$ 147,000	
Task Subtotal				$ 992,000	
			TOTAL	$ 3,840,000	Cost rounded to nearest $1,000.
Engineering Estimate Range			-30%	$ 2,688,000	
			50%	$ 5,760,000	

APPENDIX A

Groundwater Compliance Monitoring Plan

TABLE OF CONTENTS

FIGURES

TABLES

INTRODUCTION

This Compliance Monitoring Plan outlines the approach for follow-up groundwater monitoring as part of the implementation of the preferred remedial action alternative for cleanup of contamination at the North Lot Property (Property), located at the southeastern corner of the intersection of South King Street and Occidental Avenue South in Seattle, Washington (Figure 1). North Lot Development (NLD), as prospective purchaser of the Property, has conducted several investigations to characterize soil, soil vapor, and groundwater conditions at the Property as documented in the Remedial Investigation (RI) report (Landau Associates 2011a) and supplemented by the data gaps and soil vapor investigations, which are documented in the Feasibility Study (FS) report (Landau Associates 2011b). The FS report also develops and evaluates remedial action alternatives and identifies the preferred remedial action alternative that will address the contamination at the Property consistent with the requirements of the Washington State Model Toxics Control Act (MTCA; Chapter 173-340 WAC).

This monitoring plan was prepared by Landau Associates for NLD to provide the location of monitoring wells, the frequency of sampling, and the constituents for which samples will be analyzed. The results of groundwater monitoring will provide sufficient information to evaluate and document compliance with MTCA and the Property-specific cleanup levels identified in the FS.

SITE BACKGROUND

The 3.85-acre property is located in an area of municipal, commercial, and residential properties, as shown on Figure 2. Based on the Phase I Environmental Site Assessment (ESA) completed by Landau Associates (2007), a rail yard was operated at the Property from the late 1800s until the late 1960s and several sets of railroad tracks were present on the Property. Structures associated with the rail yard included engine maintenance buildings, paint shops, track switching areas, and materials storage areas. In addition, two gasoline stations were formerly located in the northwestern corner of the Property at different times between the late 1930s and approximately 1966. The current property owner, King County, purchased the Property in the 1970s to facilitate construction of the Kingdome stadium to the south of the Property. The Kingdome was later demolished and replaced with the current CenturyLink Field and Event Center development. The Property has been used as a parking lot since the 1970s.

SOIL AND GROUNDWATER INVESTIGATIONS

The investigations conducted to date to characterize soil, groundwater, and soil vapor at the Property include the Phase II investigation, the RI field investigation, the supplemental investigation, the data gaps investigation, and the soil vapor investigation. The findings of the Phase I, Phase II, and additional soil and groundwater investigations are included in the *Remedial Investigation Report* (RI;

Landau Associates 2011a). The results of the soil vapor investigation are presented in the *Focused Soil Vapor Investigation Report* (Landau Associates 2010). As noted above, the results of the data gaps and soil vapor investigations are included in the FS report.

Based on the investigations conducted for the RI/FS, the extent of impacts to groundwater from soil contamination at the Property appears to be limited. There is no evidence of soil contaminants leaching to groundwater or of contaminants in groundwater migrating off-Property at concentrations greater than the cleanup levels. Therefore, the alternatives that have been evaluated in the FS provide for the protection of groundwater through the cleanup of soils and/or through passive measures, such as a cap. Long-term groundwater compliance monitoring and contingent groundwater treatment (if the compliance monitoring indicates off-Property migration of contaminants in groundwater at concentrations greater than the cleanup levels) are included in five of the six remedial action alternatives described in the FS, including the preferred alternative.

GROUNDWATER COMPLIANCE MONITORING

The groundwater compliance monitoring will include the installation of additional groundwater monitoring wells, groundwater monitoring and sample collection at the new wells and at two existing wells, and laboratory analysis of groundwater samples. These elements are described in further detail below.

GROUNDWATER POINT OF COMPLIANCE

The standard point of compliance for groundwater is throughout groundwater at the Property. The proposed conditional point of compliance for groundwater for protection of surface water quality is the property boundary or as close to the property boundary as practicable. For a conditional point of compliance [in accordance with WAC 173-340-720(8)(c, d)], there must be a demonstration that it is not practicable to meet the cleanup levels throughout the site in a reasonable restoration timeframe and that all practicable methods of treatment are to be used in the site cleanup. As described in Section 8.2.2 of the FS report, the preferred remedial action alternative is permanent to the maximum extent practicable, and meets these two criteria. Therefore, the proposed conditional point of compliance for groundwater is the Property boundary for most of the Property and as close to the Property boundary as practicable in the northeastern portion of the Property where the creosote-like material is present along the Property boundary because it is not feasible to install a compliance monitoring well within the creosote-like material.

The attainment of cleanup levels in groundwater will be evaluated at the conditional point of compliance using a network of monitoring wells.

GROUNDWATER MONITORING WELLS

The compliance monitoring will be conducted using existing off-Property wells MW-16D and MW-18D, and up to four additional wells installed at selected locations based on the existing groundwater flow and analytical data with the screened intervals as shown in Table 1. The selected locations for the compliance monitoring wells are as follows:

- MW-16D and MW-18D: Two existing off-Property monitoring wells located to the north of the eastern half of the Property and hydraulically downgradient of where the creosote-like material is present at the base of the fill material in the northeastern corner of the Property.
- MW-19: A new monitoring well located along the north Property boundary near the eastern extent of the former gasoline station area.
- MW-20: A new monitoring well located along the north Property boundary, near the northwestern corner of the Property adjacent to the former gasoline station area.
- MW-21: A new monitoring well located along the east Property boundary near the southeastern corner of the Property, hydraulically upgradient of the Property and hydraulically downgradient of upgradient off-Property areas with elevated arsenic concentrations in groundwater.
- MW-22: A new monitoring well located along the east Property boundary near the northeastern corner of the Property, hydraulically upgradient of the Property and hydraulically downgradient of upgradient off-Property areas with elevated arsenic concentrations in groundwater.

The locations of off-Property wells MW-16D and MW-18D, and the four selected new monitoring well locations are shown on Figure 3.

The new monitoring wells will be constructed in accordance with Washington State Minimum Standards for Construction and Maintenance of Wells (WAC 173-160). Landau Associates field personnel will oversee the drilling and well installation activities, and maintain a detailed record of the well construction. The soil encountered during drilling will be field-screened for evidence of contamination, and soil samples will be collected and archived for possible laboratory analysis if evidence of contamination is encountered. All of the new wells will be shallow monitoring wells and will be constructed with 2-inch-diameter, flush-threaded, Schedule 40 polyvinyl chloride (PVC) pipe and 10-foot screens with 0.020-inch machine-slotted casing, and filter pack material consisting of pre-washed, pre-sized number 10/20 silica sand. The well screens will be placed from 5 to 15 feet (ft) below ground surface to intersect the water table. The filter pack will be placed from the bottom of the well to approximately 2 ft above the top of the screen. Filter pack material will be placed slowly and carefully to avoid bridging of material. A bentonite seal will be placed above the filter pack material to within about 3 ft of the ground surface. Grout will be used to backfill the boring to the subgrade for placement of the protective cover. The well installation depths, screen intervals, and sampling parameters are shown in Table 1.

The groundwater monitoring wells will be developed to improve their hydraulic connection with groundwater to obtain representative water samples and water elevations. The wells will be developed at least 24 hours after completion to avoid compromising the surface seal. The wells will be developed by appropriate combinations of surging, bailing, or pumping.

GROUNDWATER MONITORING WELL SAMPLING

The new monitoring wells and the existing wells MW-16D and MW-18D will be sampled using a peristaltic pump and single-use polyethylene tubing. Low-flow sampling techniques (EPA/540/S-95/504) will be used. Samples will be collected directly from the sampling equipment into laboratory-supplied containers and stored on ice in a cooler. Groundwater samples collected for metals analysis will be field-filtered using a 0.45-micron inline filter. Groundwater samples collected from monitoring wells will be designated with the well number (e.g., CMW-19) and the date the sample was collected in month day year format (e.g., CMW-19-072212). The samples will be logged on a chain-of-custody form and submitted to an Ecology-accredited laboratory following proper chain-of-custody protocols. The transportation and handling of samples will be accomplished in a manner that protects the integrity of the samples. Samples will be delivered or sent by courier to the laboratory within 24 hours of sample collection.

Groundwater samples will be submitted to the laboratory and analyzed for the list of parameters shown in Table 1, and by the analytical methods shown in Table 2. These consist of benzene, toluene, ethylbenzene, and xylenes (BTEX) by U.S. Environmental Protection Agency (EPA) Method 8021; gasoline-range total petroleum hydrocarbons (TPH-G) and diesel-range total petroleum hydrocarbons (TPH-D) by Ecology-approved Methods NWTPH-Gx and NWTPH-Dx; polycyclic aromatic hydrocarbons (PAHs) by EPA Method 8270 SIM; and dissolved metals (i.e., arsenic, cadmium, chromium, lead, mercury, copper, and zinc) by EPA Method 200.8 except mercury, which will be analyzed by EPA Method 7471.0.

EQUIPMENT DECONTAMINATION AND MANAGEMENT OF INVESTIGATION-DERIVED WASTE

All non-disposable sampling equipment will be decontaminated between uses. Downhole drilling and sampling equipment will be decontaminated between uses at each boring location. Any visible contamination will be removed with paper towels prior to decontamination. Soil and decontamination and purge water generated during the field activities will be contained in labeled drums for storage on site pending the results of the laboratory analysis of the groundwater samples. Soil and water will be disposed of appropriately at a permitted facility based on the analytical results for the groundwater samples and available soil analytical data from previous Property investigations. Disposable equipment and clothing will be disposed of as solid waste.

QUALITY ASSURANCE/QUALITY CONTROL

The accuracy of the data will be determined through recovery of spiked surrogates, matrix spikes, duplicates, and spiked laboratory control samples. Control limits for spike recovery will be laboratory acceptance limits generated according to EPA guidelines. Blind field duplicates will be collected at a frequency of 1 per 20 samples, so 1 blind duplicate sample will be submitted per groundwater sampling event. The duplicate will be collected by alternately filling sample containers for the original sample and the corresponding duplicate sample for every container filled to decrease the variability between duplicates. One laboratory-supplied trip blank will also be included with each cooler shipped to the laboratory.

REPORTING

Following completion of groundwater monitoring activities, and after receipt from the laboratory, the analytical results will be tabulated and subjected to a quality assurance/quality control review. The findings of the groundwater compliance monitoring will be incorporated into a compliance report for submittal to Ecology.

PROJECT SCHEDULE

The proposed installation and development of the prescribed number of new monitoring wells will take place in conjunction with the schedule for Property development. All wells will be installed during the west block construction (Phase I of Property development) and any wells that are damaged or destroyed as part of east block construction (Phase II of Property development) will be repaired or replaced, as appropriate. The initial well installation is anticipated to require about 3 to 4 days in the field. Sampling and analysis of the six monitoring wells is anticipated to require 2 days in the field for each sampling event. Receipt of the analytical results is anticipated approximately 2 weeks after sample submittal, based on a standard turnaround time from the laboratory. Compliance reports will be submitted to Ecology approximately 6 to 8 weeks following receipt of the final analytical data, according to the schedule presented below.

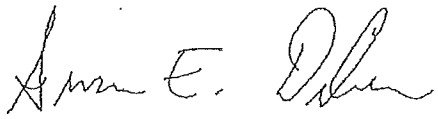
Sampling and analysis of monitoring wells during the first 5 years is anticipated to occur quarterly for the first year and then annually for the next 4 years of monitoring; however, the frequency of monitoring will be determined based on the groundwater analytical results and whether analytes are detected at concentrations greater than the cleanup levels. In the event that the detected concentration of one or more constituents is greater than the cleanup level, the well will be re-sampled and the data re-evaluated. If the re-sampling indicates one or more constituents at concentrations greater than the cleanup level, then a remediation contingency plan will be developed and implemented. After 5

consecutive years with no exceedances, both the monitoring frequency and the number of sampling locations will be reduced, as appropriate, based on site conditions at the time and upon approval from Ecology. Groundwater compliance monitoring will conclude after 30 years with no exceedances of the cleanup levels. All changes to the groundwater compliance monitoring schedule will be approved in advance by Ecology based on the evaluation of site conditions at the time.

* * * * *

This document has been prepared under the supervision and direction of the following key staff.

LANDAU ASSOCIATES, INC.



Susan E. Dickerson
Staff Geologist

Timothy L. Syverson, L.G.
Senior Associate Geologist

SED/TLS/ccy

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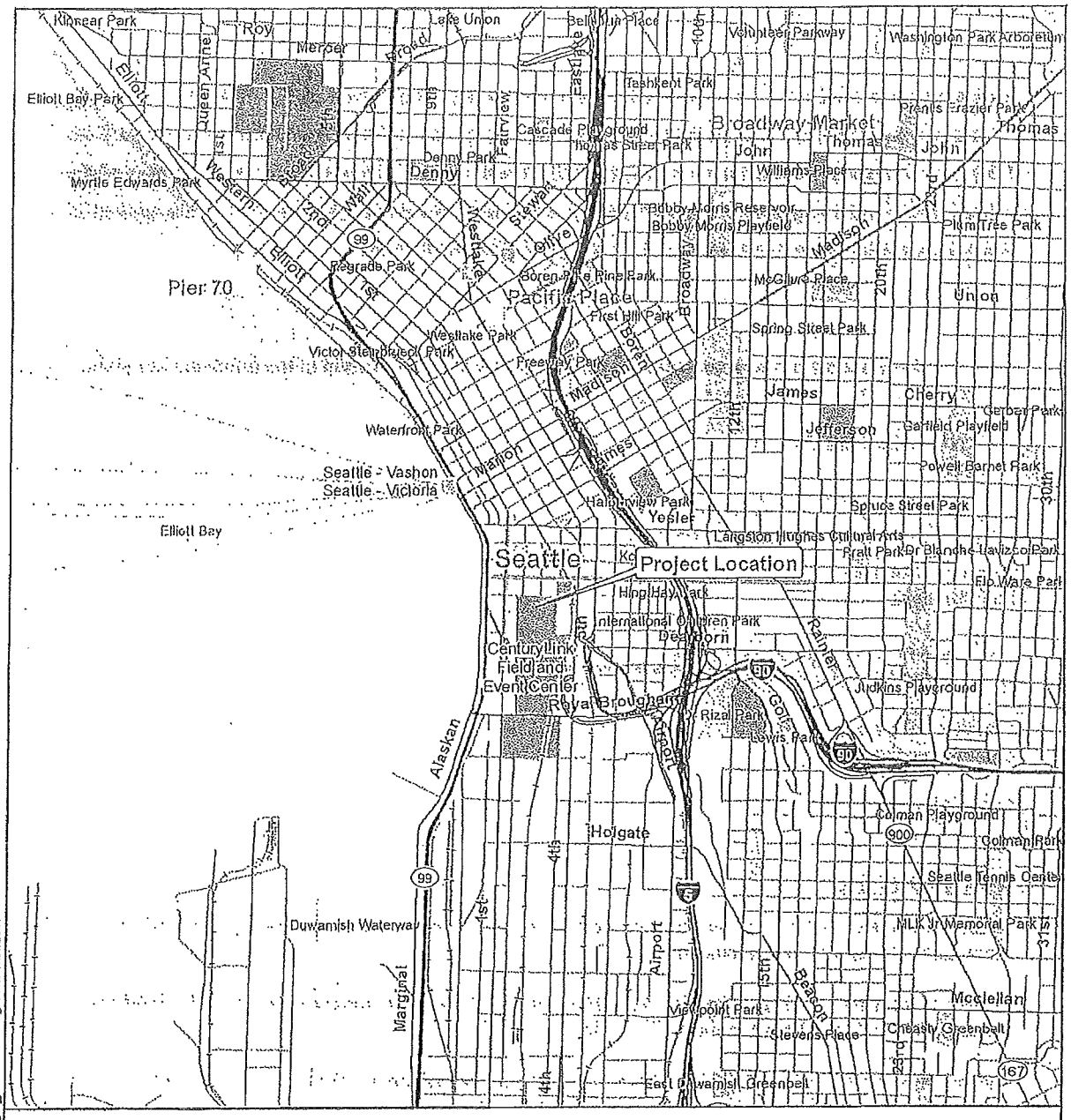

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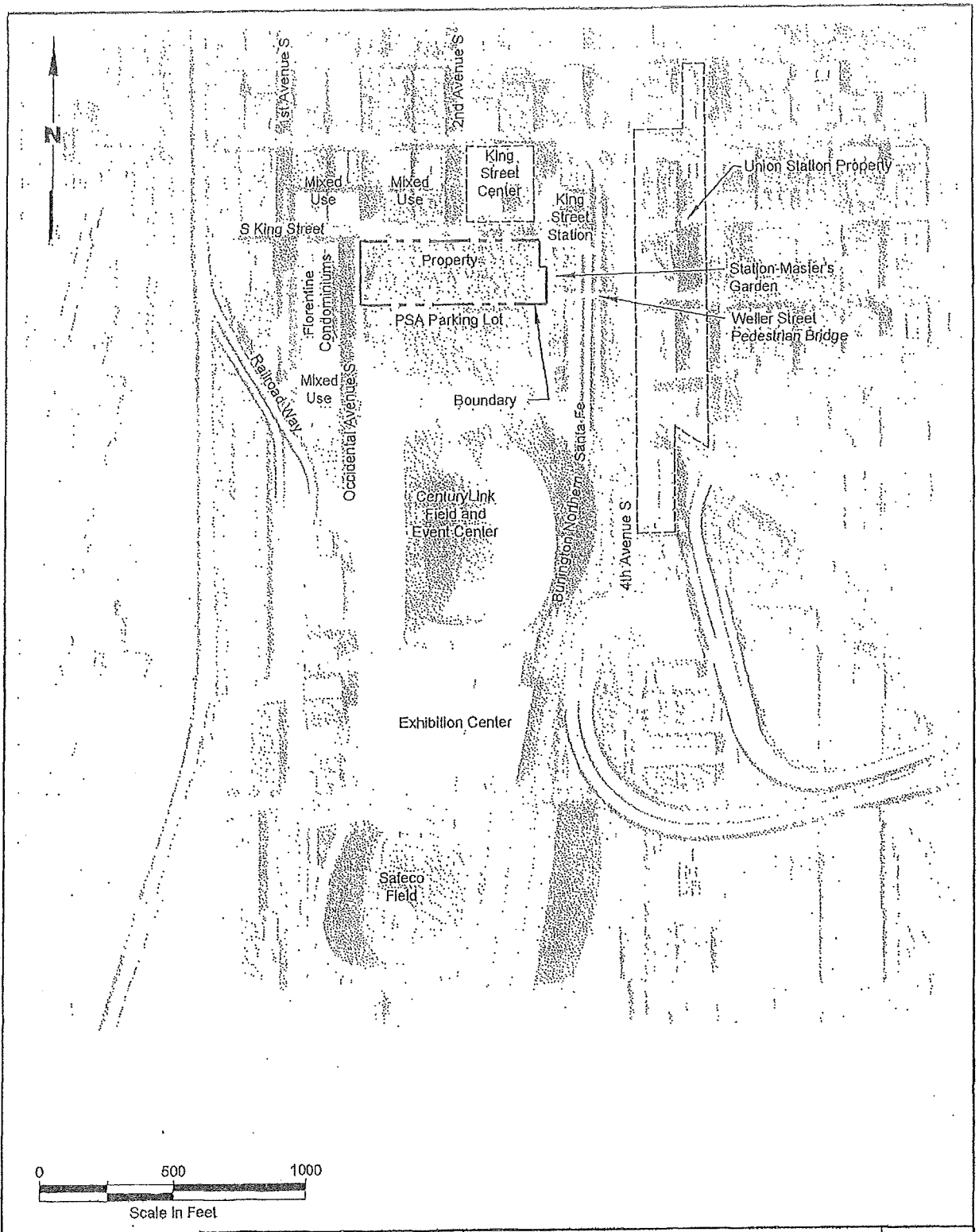
LANDAU ASSOCIATES

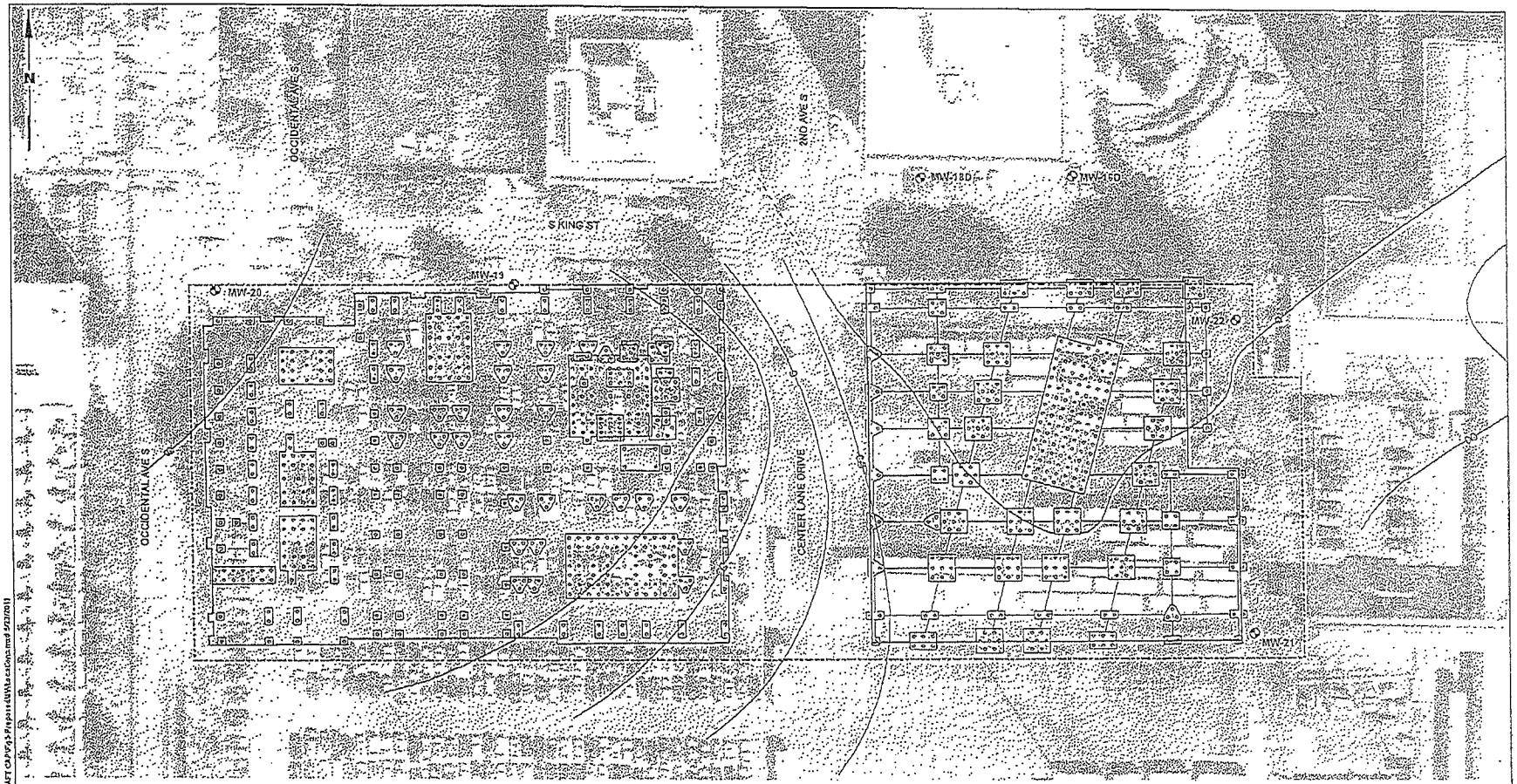
North Lot Development Seattle, Washington	Vicinity Map	Figure 1



Qwest Field | V:\10140\50\Conceptual\Figure 2.dwg (A) "Figure 2" 7/20/2011

LANDAU ASSOCIATES

North Lot Development Seattle, Washington	Property Plan and Surrounding Area	Figure 2



Legend

- Proposed Monitoring Well Location
- Property Boundary
- Groundwater Elevation Contour (ft)

Note

1. Black and white reproduction of this color original may reduce its effectiveness and lead to incorrect interpretation.
2. Building foundation plans from North Lot Development CAD files, dated February 25, 2011.

Data Source: Triad Boundary Survey, King County

0 60 120
Scale in Feet

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North Lot Development Seattle, Washington	Proposed Compliance Monitoring Well Locations	Figure 3

TABLE 1
SAMPLING LOCATION AND ANALYSIS MATRIX
NORTH LOT DEVELOPMENT - SEATTLE, WASHINGTON

Sample Location	Sample Depth/ Screened Interval	Drilling Method for Well Installation	Parameters for Analysis				
			BTEX (a)	TPH-G (b)	TPH-D (c)	PAHs (d)	Metals (e)
MW-16D (f)	12 to 22 ft	N/A	✓	✓	✓	✓	✓
MW-18D (f)	12 to 22 ft	N/A	✓	✓	✓	✓	✓
MW-19, -20, -21, and -22	5 to 15 ft	HSA	✓	✓	✓	✓	✓

Notes:

(a) BTEX = Benzene, Toluene, Ethylbenzene, and Xylenes
(b) TPH-G = Gasoline-range Petroleum Hydrocarbons
(c) TPH-D = Diesel-range Petroleum Hydrocarbons
(d) PAHs = Polycyclic Aromatic Hydrocarbons
(e) Metals = Arsenic, Cadmium, Chromium, Copper, Lead, Mercury, and Zinc
(f) Existing off-Property monitoring well
HSA = Hollow-Stem Auger

TABLE 2
ANALYTICAL METHODS
NORTH LOT DEVELOPMENT - SEATTLE, WASHINGTON

Analysis	Medium	Analytical Method	Reporting Limits (a)
Metals (b)	Water	200.8/7471.0	0.02 to 20 µg/L
PAHs (c)	Water	8270D-SIM	1.0 µg/L
TPH-G (d)	Water	NWTPH-Gx	0.25 mg/L
TPH-D (e)	Water	NWTPH-Dx	0.25 mg/L
BTEX (f)	Water	8021	1 µg/L

Notes:

(a) Target reporting limits
(b) Metals = Arsenic, Cadmium, Chromium, Copper, Lead, Mercury, and Zinc
Metals analysis by EPA Method 200.8 except mercury by EPA Method 7471.0.
(c) PAHs = Polycyclic Aromatic Hydrocarbons
(d) TPH-G = Gasoline-range Petroleum Hydrocarbons
(e) TPH-D = Diesel-range Petroleum Hydrocarbons
(f) BTEX = Benzene, Toluene, Ethylbenzene, and Xylenes
µg/L = Micrograms per liter
mg/kg = Milligrams per kilogram

APPENDIX B

Cleanup Action Construction Schedule

TABLE B-1
CLEANUP ACTION CONSTRUCTION SCHEDULE
NORTH LOT DEVELOPMENT
SEATTLE, WASHINGTON

Activity/Area	Description	Duration
WEST BLOCK (PHASE I)		
Hotspot Removal	• Excavation in NW corner – Testing/excavation to south and east until standard met – Application of bioremediation technology [Oxygen Release Compound (ORC)] to the bottom of the excavated area near the depth of the water table – Fill with clean soil backfill	1 month after start of construction
Under Building Footprint	• West block building footprint – Remove approximately 18 inches of soil – Additional excavation for obstructions, utilities, piles, pile caps, elevator pits – Construct barrier (concrete slab on grade)	4 months after start of construction
Sidewalk Area Outside Building Footprint/ Landscape Scope	• West, North and East Sidewalk – Remove approximately 18 inches of soil under sidewalk – Remove 5 feet of soil in landscape/planter areas o Place barrier at bottom and back fill with clean soil – Construct concrete barrier	10 months after start of construction
Asphalt Repair or Replacement	• Access road and east block – Inspect and repair or replace as appropriate	13 months after start of construction
Monitoring Wells	• All monitoring wells to be installed and fully functional	13 months after start of construction
Sidewalk Area Outside Building Footprint/ Landscape Scope	• South Sidewalk – Remove approximately18 inches of soil under sidewalk – Remove 5 feet of soil in landscape/planter areas o Place barrier at bottom and backfill with clean soil – Construct concrete barrier	25 months after start of construction
EAST BLOCK (PHASE II)		
Under Building Footprint	• East block building footprint – Remove approximately 18 inches of soil – Additional excavation for obstructions, utilities, piles, pile caps, elevator pits – Construct barrier (concrete slab on grade)	4 months after start of east block construction
Sidewalk Area Outside Building Footprint/ Landscape Scope	• North, West, South Sidewalk – Remove approximately 18 inches of soil under sidewalk – Remove 5 feet of soil in landscape/planter areas o Place barrier at bottom and backfill with clean soil – Construct concrete barrier	13 months after start of construction
Monitoring Wells	• Any monitoring wells that were removed or damaged as a result of construction will be repaired and/or replaced and be fully functional.	13 months after start of construction
Sidewalk Area Outside Building Footprint/ Landscape Scope	• East Sidewalk – Remove approximately 18 inches of soil under sidewalk – Remove 5 feet of soil in landscape/planter areas o Place barrier at bottom and backfill with clean soil – Construct concrete barrier	25 months after start of construction
Private Drive	• East Sidewalk – Remove approximately 18 inches of soil under sidewalk – Remove 5 feet of soil in landscape/planter areas o Place barrier at bottom and backfill with clean soil – Construct concrete barrier	30 months after start of construction

EXHIBIT C

Cleanup Action Plan Addendum
North Lot Property
Seattle, Washington

September 18, 2013

Prepared for

North Lot Development, LLC

and

255 S. King Street LP

LANDAU ASSOCIATES
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LIST OF ABBREVIATIONS AND ACRONYMS

ARAR	Applicable or Relevant and Appropriate Requirement
BGS	Below Ground Surface
BTEX	Benzene, Toluene, Ethylbenzene, and Xylenes
CAP	Cleanup Action Plan
DCA	Disproportionate Cost Analysis
Ecology	Washington State Department of Ecology
EPA	U.S. Environmental Protection Agency
FS	Feasibility Study
ft	Feet
MCL	Maximum Contaminant Level
MTCA	Washington State Model Toxics Control Act
NLD	North Lot Development
NPDES	National Pollutant Discharge Elimination System
O&M	Operation and Maintenance
PAH	Polycyclic Aromatic Hydrocarbon
PCB	Polychlorinated Biphenyl
PPA/CD	Prospective Purchaser Agreement/Consent Decree
Property	North Lot Property
RCW	Revised Code of Washington
RI	Remedial Investigation
SWPPP	Stormwater Pollution Prevention Plan
TPH	Total Petroleum Hydrocarbons
TPH-D	Diesel-Range Total Petroleum Hydrocarbons
TPH-G	Gasoline-Range Total Petroleum Hydrocarbons
TPH-O	Motor Oil-Range Total Petroleum Hydrocarbons
WAC	Washington Administrative Code

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1.0 INTRODUCTION

This cleanup action plan addendum (CAP Addendum) documents certain changes to the CAP (Landau Associates 2011a) for the North Lot Property (Property). The revisions herein affect only the cleanup action for the East Parcel of the Property. North Lot Development (NLD) is developing the West parcel of the Property as planned, and no changes are proposed to the remedial activities for the West Parcel as set forth in the original RI/FS or CAP.

The Property is located in the south end Central Business District, southeast of the intersection of South King Street and Occidental Avenue South in Seattle, Washington (Figure 1). 255 S. King Street LP purchased the East Parcel of the Property from NLD on August 30, 2013, and will execute a development plan that will include construction of a high-rise hotel and commercial/retail building with one level of below-ground parking and associated uses.

The 2011 Remedial Investigation (RI) and Feasibility Study (FS) reports (Landau Associates 2011b,c) and CAP for the Property were prepared to be consistent with NLD's development plan at the time the reports were prepared. The CAP for the Property was adopted on August 12, 2011. The CAP described the history and physical conditions at the Property, and identified the Property-specific cleanup standards.

The information regarding the Property history, physical conditions, and cleanup standards has not changed since 2011, and is still applicable to this CAP Addendum. This information is summarized in the sections below, as appropriate. This CAP Addendum specifically identifies only the elements of 255 S. King Street LP's proposed cleanup action for the East Parcel of the Property, and the associated monitoring to document that the cleanup activities have been completed.

On April 27, 2012, 255 S. King Street LP sent a letter to Ecology (Foster Pepper 2012) requesting permission to become a party to the existing Prospective Purchaser Consent Decree (PPCD; Ecology 2009) for the Property. Ecology responded with a protocol for evaluating and negotiating the proposed remedial activities to be performed by 255 S. King Street LP to accommodate its proposed development plan for the East Parcel. In accordance with that protocol, a draft FS Addendum addressing the proposed changes in the cleanup action for the East Parcel (Landau Associates 2012) was submitted to Ecology on June 22, 2012. Ecology subsequently provided comments following its review of the draft FS Addendum (Ecology 2012a), which were incorporated into the FS Addendum and the CAP Addendum.

255 S. King Street LP's proposed excavation for construction of the below-ground parking and associated uses represents a "substantial change" (as defined in Section XVI of the PPCD) from the development plan identified by NLD for the East Parcel. The FS Addendum and this CAP Addendum have been prepared to document the proposed changes in the cleanup action for the East Parcel resulting from the change in ownership and a change in the proposed development plan.

On September 28, 2012, NLD submitted a Cleanup Action Report (CAR) to Ecology, reporting that certain remedial activities set forth in the CAP and PPCD were completed for the West Parcel and identifying those remedial activities that remain to be completed. By letter of December 3, 2012, Ecology confirmed its receipt and review of the CAR (Ecology 2012b).

The following sections present a summary of the information specified by the Model Toxics Control Act (MTCA) [Washington Administrative Code (WAC) 173-340-380] to be included in the CAP Addendum for the East Parcel of the Property. The information presented in this CAP Addendum for the East Parcel of the Property is based on the evaluations and analyses developed and presented in the RI and FS reports, the FS Addendum, and the CAP. As documented in the FS Addendum and in this CAP Addendum, the proposed cleanup action for the East Parcel will comply with WAC 173-340-360.

1.1 SUMMARY OF EAST PARCEL DEVELOPMENT PROJECT

The East Parcel of the Property currently remains paved pending commencement of development activities. The development proposed by 255 S. King Street LP for the East Parcel will include a high-rise hotel and commercial/retail building with one below-ground level of parking and associated uses. The specifics of the design for the high-rise building are still in development.

The additional remedial actions for the East Parcel, as outlined in the FS Addendum, include excavation and off-Property disposal of soil from 0 to approximately 17.5 feet (ft) below ground surface (BGS) within the building footprint. The current shoring plan for the proposed development on the East Parcel involves installation of a steel sheet pile wall around the perimeter of the building footprint to aid in construction, including the soil excavation and associated dewatering, with the sheet pile wall remaining in place as part of the building structure. The East Parcel surface will be capped by the building foundation. Outside of the building foundation footprint, added measures will be implemented to prevent contact with shallow contaminated soil (i.e., concrete pavement in walkways and driveways or soil cover in landscaped areas). The size of the building footprint within the parcel will be maximized leaving limited area for walkways or driveways and landscaping. The excavation will be deeper than 17.5 ft BGS in localized areas for installation of pile caps, elevator pits, grade beams, and other building components. The proposed conceptual schematic design for the East Parcel development is provided in Appendix A; the conceptual East Parcel pile and excavation exhibit is provided in Appendix B.

1.2 PROPERTY DESCRIPTION AND HISTORY

The Property is known as the "North Lot Property" and is located in Seattle, Washington's south end Central Business District adjacent to CenturyLink Field and Event Center, as shown on Figure 1. The Property consists of 3.85 acres currently owned by NLD, and is located southeast of the intersection of

South King Street and Occidental Avenue South in Seattle, Washington (Figure 2). The West Parcel of the Property is currently under development; the East Parcel of the Property consists of a paved parking lot, which is currently used for commuter parking and parking for events at CenturyLink Field and Event Center.

Based on a Phase I Environmental Site Assessment completed by Landau Associates (2007), the Property was originally undeveloped tideflats of Elliott Bay. The Property was filled in the late 1890s and early 1900s and was operated as a rail yard from the late 1800s until the late 1960s. The fill material underlying the Property is composed of remnants of the former rail yard operations and construction debris (i.e., brick, metal, and concrete). Prior to filling, the area that includes the Property was initially developed with streets, buildings, and railroad tracks elevated on and supported by pilings. Several sets of railroad tracks were formerly present on the Property. Structures associated with the rail yard included engine maintenance buildings, paint shops, track switching areas, and materials storage areas. In addition, two gasoline stations were formerly located in the northwestern portion of the Property at different times between the late 1930s and approximately 1966. King County purchased the Property in the 1970s to facilitate construction of the Kingdome stadium to the south of the Property, which was later demolished and replaced with the current CenturyLink Field and Event Center development.

The Property has been used as a parking lot since the 1970s (Landau Associates 2007). The Property is served by various utilities including a stormwater drainage system that consists of a series of storm drain pipelines running north to south across the Property. A storm drain pipeline also runs approximately northwest to southeast on the East Parcel of the Property. The King County main storm drain runs along King Street to the north of the Property, and the King County combined sewer main runs along Occidental Avenue to the west of the Property. Relevant historical Property features on the East Parcel are shown on Figure 3. Existing Property features on the East Parcel include asphalt paving, the stormwater drainage system, site lighting, and below-grade utilities on and adjacent to the Property (Figure 4).

1.3 PROPERTY CHARACTERIZATION

The environmental investigations conducted at the Property from 2008 through 2010 are summarized in the 2011 RI and FS reports and includes the Phase II investigation, the RI field investigation, the supplemental investigation, and the data gaps investigation. An investigation of soil vapor in the northwestern portion of the Property was also conducted as part of the FS (Landau Associates 2011c). The investigations of the Property included a review of the Property's industrial history to confirm that the investigations included all areas likely to have contamination; an evaluation of

soil and groundwater conditions; and laboratory analysis of soil, groundwater, and soil vapor samples to document the nature and extent of contamination.

The investigations included the sampling of soil, soil vapor, and/or groundwater from more than 70 borings and the installation and sampling of 20 groundwater monitoring wells. The soil, groundwater, and soil vapor samples collected during the various investigations were submitted for selected laboratory analysis for a comprehensive list of analytical parameters including:

- Total petroleum hydrocarbons (TPH)
- Gasoline-range total petroleum hydrocarbons (TPH-G)
- Diesel-range total petroleum hydrocarbons (TPH-D)
- Motor oil-range total petroleum hydrocarbons (TPH-O)
- Metals (including arsenic, cadmium, chromium, copper, lead, mercury, and zinc)
- Benzene, toluene, ethylbenzene, and xylenes (BTEX)
- Polycyclic aromatic hydrocarbons (PAHs)
- Semivolatile organic compounds
- Volatile organic compounds
- Polychlorinated biphenyls (PCBs)
- Dioxins/furans.

Soil quality was evaluated during the RI by area based on the operational history and the findings of the various investigations. The areas on the West Parcel of the Property requiring remedial action have been addressed by the completed cleanup action elements during the building construction that is currently underway. The locations where soil samples were collected on the East Parcel of the Property and the areas of soil contamination to be addressed, based on the RI and FS, are shown on Figure 5. The constituents of concern identified in the RI for the East Parcel of the Property include TPH, benzene, PAHs, and arsenic. The analytical data indicated that the extent of impacts to groundwater from the soil contamination at the Property is limited and that contamination in groundwater did not pose a threat to human health or the environment.

The Property consists of heterogeneous fill that was placed over the native tideflat surface to allow development of the area in the vicinity of the Property. The soil contamination in the East Parcel of the Property includes one distinct, localized area of creosote-like material present at the base of the fill in the northeastern corner of the East Parcel. Within this localized area, the contaminant concentrations are above the cleanup levels due to the creosote-like material, which is a remnant of historical operations. Property-wide concentrations of PAHs and arsenic that are associated with the heterogeneous fill material are also above the cleanup levels. PAHs have been detected in various shallow soil samples (0 to 2 ft BGS), but are also anticipated to be dispersed throughout the fill.

As mentioned above, the extent of impacts to groundwater from soil contamination appears to be limited. There is no evidence of soil contaminants leaching to groundwater, or of contaminants in groundwater migrating off-Property at concentrations greater than the cleanup levels. On the East Parcel of the Property, arsenic was the only analyte detected in groundwater at concentrations greater than the cleanup level at multiple locations. The locations where arsenic has been detected at concentrations greater than the cleanup level in the East Parcel are hydraulically upgradient of much of the Property, and, as discussed in the RI report, the arsenic concentrations are the result of migration from off-Property sources.

As identified in the RI and FS reports, concentrations of benzene and gasoline above the cleanup levels are locally present in deeper (approximately 20 ft BGS) soil and groundwater in the northeastern portion of the Property adjacent to the creosote layer at the base of the fill material. These concentrations of benzene and gasoline pose a potential vapor intrusion threat to users of the below-ground parking garage proposed for the East Parcel. As discussed in Section 3.1.2, the potential for vapor intrusion would be addressed as part of the planned building construction.

In summary, the nature and extent of contamination on the East Parcel of the Property is discussed in the 2011 RI and FS reports, based on the operational history of the Property and the analytical results for the soil and groundwater samples, and is as follows:

- Creosote-like material was encountered at the base of the fill material in the northeastern portion of the East Parcel, and where creosote-related constituents have locally been detected in soil and groundwater
- Various constituents have been detected in soil across the East Parcel (and Property-wide) that are interpreted to be related to the presence of the fill placed over the native tideflat surface during the development of the area or that may be related to activities that occurred Property-wide, such as the rail yard operations.

Groundwater elevations have been measured Property-wide six times (November 24, 2008; January 16, 2009; June 3, 2009; August 25, 2009; February 24, 2010; and April 22, 2010). Groundwater elevations at wells located at the Union Station site, which is located to the east and hydraulically upgradient of the Property, were also collected during the June 3, 2009; February 24, 2010; and April 22, 2010 monitoring events. In February 2010, information from the King Street Center building located at 201 South Jackson Street (immediately to the north of the Property) verified the presence of a foundation drain system at the building. The drain system passively collects groundwater along the building foundation. The water that collects in the drain system is pumped to the sanitary sewer system for disposal. The groundwater elevation contours for all six monitoring events are provided on Figures 6 through 11.

2.0 CLEANUP ACTION SELECTION

The RI findings were used in the FS to develop and evaluate remedial alternatives for cleanup of the Property. The FS defines cleanup standards, identifies and evaluates six cleanup action alternatives, and identifies a preferred cleanup action alternative that is protective of human health and the environment per MTCA requirements. The FS Addendum describes the proposed changes to the cleanup action alternative selected in the FS based on the change in the development plan for the East Parcel of the Property proposed by 255 S. King Street LP. The following sections describe the cleanup levels, points of compliance, and cleanup action alternatives developed and evaluated in the FS and FS Addendum for the East Parcel of the Property.

2.1 PROPERTY CLEANUP LEVELS

Cleanup levels were developed for the Property in the RI, FS, and CAP and have been applied to the cleanup action on the West Parcel of the Property. As noted in the FS Addendum, these cleanup levels will also be applied to the cleanup action for the East Parcel of the Property.

Pre-development conditions at the Property presented a limited risk to users of the Property because contaminated soil was and is capped by the existing asphalt pavement, and groundwater in the Property area is not used as a potable water source. However, as discussed in the RI report, preliminary soil cleanup levels were identified for the detected constituents. For all constituents except lead and TPH, MTCA Method B soil cleanup levels were developed based on the most stringent of the constituent concentrations in soil protective of groundwater as drinking water and marine surface water, and protective of human health based on direct contact (Method B standard formula values for carcinogens and non-carcinogens). In accordance with MTCA, the MTCA Method A soil cleanup levels were used for lead, TPH-G, TPH-D, and TPH-O. Cleanup levels for arsenic, copper, and mercury were adjusted upward to the natural background concentration in soil. Cleanup levels for non-carcinogens were evaluated based on total Property risk and were adjusted downward, where necessary, to achieve a hazard index for the Property equal to or less than 1. Cleanup levels for carcinogens were also evaluated based on total Property risk; adjustment of the cleanup levels for carcinogens for total Property risk was not necessary. Table 1 summarizes cleanup levels for soil. A remediation level for benzene in soil on the West Parcel of the Property of 780 milligrams per kilogram was also developed, based on the potential for vapor intrusion to buildings due to benzene in shallow soil (see Table 2). Additional information regarding cleanup level development is provided in Appendix F of the FS report (Landau Associates 2011c).

Due to the proposed below-ground parking garage on the East Parcel of the Property and the presence of benzene in deeper soil, the proposed building construction will include measures to address potential vapor intrusion into the below-ground garage. Additionally, compliance monitoring will be conducted (see Appendix C) to document indoor air quality within the garage and to allow for evaluation of potential mitigation measures, if warranted, to protect users of the below-ground garage. These issues are discussed in both the FS Addendum and in Section 3.1.2 of this CAP Addendum.

The Property is located within 1,100 ft of Elliott Bay and groundwater at the Property, where not affected by the King Street Center foundation drains, generally flows toward Elliott Bay. As noted above, groundwater in the Property area is not used as a potable water source and the City of Seattle would require connection to the city water system as part of Property development. However, the MTCA Method B groundwater cleanup levels based on drinking water use and discharge to marine surface water, or the MTCA Method A groundwater cleanup levels for petroleum hydrocarbons, were used to identify groundwater cleanup levels for constituents detected at the Property. The MTCA Method B groundwater cleanup levels were developed based on the most stringent of the federal or state maximum contaminant levels (MCLs), state primary and secondary MCLs, protection of marine surface water, and the MTCA Method B standard formula values. The MTCA Method A groundwater cleanup levels were used for TPH-G, TPH-D, and TPH-O. Cleanup levels for non-carcinogens were evaluated based on total Property risk and were adjusted downward, where necessary, to achieve a hazard index for the Property equal to or less than 1. Adjustment of cleanup levels for carcinogens for total Property risk was not necessary. Total risk adjustment tables are provided in Appendix F of the FS report (Landau Associates 2011c). Table 3 summarizes the groundwater cleanup levels developed for constituents detected at the Property.

2.2 POINT OF COMPLIANCE

Under MTCA, the point of compliance is the point or points where the cleanup levels must be attained. The standard point of compliance where soil cleanup levels protective of direct human contact must be met is throughout a site from the ground surface to 15 ft below the ground surface, in accordance with WAC 173-340-740(6)(d). The standard point of compliance where soil cleanup levels protective of groundwater must be met is throughout the soil column, in accordance with WAC 173-340-740(6)(b). For the Property, the proposed soil point of compliance established in the FS is throughout the soil column throughout the Property. As noted in the FS Addendum, the soil point of compliance established in the FS remains applicable to the proposed development plan for the East Parcel.

The standard point of compliance for groundwater is throughout groundwater at the Property, including the East Parcel. The proposed conditional point of compliance for groundwater is the Property boundary or as close to the Property boundary as practicable. For a conditional point of compliance [in

accordance with WAC 173-340-720(8)(c, d)], there must be a demonstration that it is not practicable to meet the cleanup levels throughout the site in a reasonable restoration timeframe and that all practicable methods of treatment are to be used in the site cleanup.

As established in the FS and in the FS Addendum, the proposed cleanup action alternative is permanent to the maximum extent practicable, and meets the aforementioned criteria for establishing a conditional point of compliance. Specifically, the preferred alternative was selected based on a detailed disproportionate cost analysis (DCA) to identify the alternative that is permanent to the maximum extent practicable. Consistent with Alternative 3 in the FS, the revised remedial action approach for the East Parcel also provides for equal or greater benefits under the MTCA evaluation criteria, including but not limited to the requirement for a reasonable restoration timeframe, and the requirement for consideration of public concerns. Therefore, the proposed conditional point of compliance for groundwater is the Property boundary for most of the Property and as close to the Property boundary as practicable in the northeastern portion of the Property. Due to the presence of the creosote-like material along the northeastern Property boundary, it is not feasible to install a compliance monitoring well in the creosote-like material, so the proposed conditional point of compliance for the northeastern portion of the East Parcel would be as close to the Property boundary as practicable, and would be the Property boundary for the remainder of the East Parcel. The compliance monitoring plan (Appendix C) identifies the approach to document groundwater quality at the conditional point of compliance and indoor air quality within the parking garage level of the proposed structure on the East Parcel of the Property.

2.3 EVALUATED CLEANUP ACTION ALTERNATIVES

The development of cleanup action alternatives included analysis of technologies and process options potentially applicable to conditions at the Property. Potential general response actions and remedial technologies were identified based on the known site conditions, media impacted, contaminant types, and best professional judgment regarding applicable remedial technologies. The identified remedial technologies were screened in the FS on the basis of effectiveness, implementability, and cost. Screened technologies included institutional controls, containment, removal/excavation, and treatment.

Each of the cleanup action alternatives developed for the Property was developed to be protective of human health and the environment, consistent with the MTCA regulations, and suitable for integration into the proposed NLD development plan for the Property at the time the FS was completed. Each alternative is comprehensive and considers the Property and its future use as a whole, but includes the use of separate cleanup action technologies for the different areas of concern. The six alternatives incorporate the most viable cleanup action technologies within the general response action categories of containment,

source removal (i.e., excavation), treatment, and institutional controls. The six alternatives developed and evaluated in the FS are:

- Alternative 1: Containment including a Vapor Barrier
- Alternative 2: Hotspot Excavation and Containment
- Alternative 3: Hotspot Excavation, Focused Treatment of Residual Gasoline/Benzene, Containment, and Added Measures to Prevent Contact with Shallow Contaminated Soil Outside the Footprints of the Building Foundations
- Alternative 4: Hotspot Excavation, Focused Treatment of Residual Gasoline/Benzene, Focused Treatment of Creosote Area, and Containment
- Alternative 5: Hotspot Excavation, Focused Treatment of Residual Gasoline/Benzene, Excavation of Fill Material across the Property to 5 ft BGS, and Containment
- Alternative 6: Complete Excavation of Fill Material.

3.0 PROPOSED CLEANUP ACTION

The selection of the preferred alternative in the FS included an extensive and detailed disproportionate cost analysis (DCA). The DCA was conducted as part of the comparative analysis of the cleanup action alternatives to determine which alternative is permanent to the maximum extent practicable for the Property. Based on the evaluations in the FS, including the DCA, the preferred cleanup action alternative for the Property was Alternative 3. Alternative 3 was deemed to be compatible with the development planned for the Property at the time the FS was completed. The purchase of the East Parcel of the Property by 255 S. King Street LP has necessitated revisions to Alternative 3 to address the revised development plan and the additional remediation for the East Parcel of the Property. After additional review and analysis, it has been confirmed that Alternative 3 is still the preferred cleanup action alternative for the Property because Alternative 3 is compatible with the revised development plan and meets applicable MTCA requirements.

As detailed in the FS Addendum and discussed below, the revised Alternative 3 adds the following elements with regard to the East Parcel of the Property:

- Excavation and off-Property disposal of soil from 0 to approximately 17.5 feet (ft) below ground surface (BGS) within the building footprint.
- Installation of a vapor barrier with the building foundation to address potential vapor intrusion into the below-ground parking garage.
- Capping of most of the East Parcel surface by the building foundation.
- Additional capping measures consisting of concrete pavement on walkways and driveways, excavation to 5 ft BGS, and soil cover in landscaped areas to prevent contact with shallow contaminated soil in areas outside the building foundation footprint.
- Implementation of institutional controls.
- Groundwater Compliance Monitoring.

3.1 COMPONENTS OF THE PROPOSED CLEANUP ACTION

The components of the revised alternative for the East Parcel of the Property are discussed in the following sections. The conceptual model for the proposed cleanup action is shown on Figure 12.

3.1.1 CONSTRUCTION SOIL EXCAVATION

Project construction includes removal and off-Property disposal of soil across the East Parcel to a depth of approximately 1.5 ft BGS (including existing asphalt, associated subgrade, and shallow soil/fill) to prepare the parcel for development. Additional below-grade excavation on the East Parcel includes excavation to approximately 17.5 ft BGS in the area of the building footprint. The excavation will go deeper in localized areas for installation of pile caps, elevator pits, grade beams, and other building

components, primarily within the building foundation footprint. Based on current construction estimates, approximately 33,400 cubic yards (measured in place) of existing surface material will be excavated as part of the proposed construction. This volume does not include the 1.5 ft of material that will be excavated as part of the preparation for East Parcel construction or the additional soil that will be excavated below 17.5 ft BGS in localized areas for the below-ground building components listed above. As discussed in Section 3.1.3, additional soil will also be excavated to a depth of 5 ft BGS in any landscaped areas outside the building footprint that are not capped with concrete. Excavated material, including shallow contaminated soil, removed during construction will be disposed of off-Property consistent with MTCA and other applicable regulations.

3.1.2 Vapor Barrier and Indoor Air Sampling

A vapor barrier will be integrated within the building design and installed during construction (in conjunction with the building foundation's water barrier) to mitigate the potential for vapor intrusion into the below-ground parking garage proposed for the East Parcel. The ventilation system for the below-ground parking garage will also be designed to allow for proper ventilation and to allow the space to be operated under positive pressure. The compliance monitoring plan will include baseline indoor air sampling and analysis to document conditions following construction and to assess the need for additional mitigation or monitoring, as warranted, to protect users of the below-ground garage and associated uses (see Appendix C).

3.1.3 Surface Cap and Added Measures to Prevent Contact with Contaminated Soil Outside the Building Foundations

The contaminated soil remaining in place on the East Parcel following cleanup and development will primarily be contained beneath the building foundation as part of the East Parcel development. The size of the building footprint within the parcel will be maximized leaving a limited area outside the building footprint for walkways, driveways and landscaping. The areas of shallow contaminated soil outside of the building foundation footprint that were excavated to 1.5 ft BGS as part of initial project construction will be addressed by added measures that are equally effective in containing the contaminated soil and preventing potential human contact with shallow soil. The walkways and driveways will be capped with concrete, and the landscaped areas outside of the building foundation footprint will be excavated an additional 5 ft BGS and backfilled with clean soil.

3.1.4 Required Institutional Controls

Institutional controls will be implemented to assure the continued protection of human health and the environment. Institutional controls include restrictions on disturbance of the surface cap, on the installation of wells on the East Parcel of the Property, except as part of the cleanup action, and on the use of site groundwater as drinking water. A deed restriction documenting these limitations will be filed for the East Parcel.

Institutional controls will also include periodic reviews of East Parcel conditions and preparation of status reports on the effectiveness of the cleanup action over time. This periodic review and reporting is a requirement of MTCA (WAC 173-340-420). Periodic reviews are planned to occur every 5 years after the initiation of the cleanup action per MTCA.

3.1.5 Groundwater Compliance Monitoring

The groundwater compliance monitoring plan was developed and included with the CAP and addresses the groundwater monitoring for both the West and East Parcels. The groundwater compliance monitoring plan has not changed with the development of this CAP Addendum, and is attached hereto as Appendix C.

As required by the MTCA regulations, monitoring is included in the proposed cleanup action to assess contaminant concentrations in groundwater and document groundwater flow direction. The groundwater compliance monitoring plan is provided in Appendix C. The groundwater compliance monitoring would include the installation of additional groundwater monitoring wells, groundwater monitoring and sample collection at the new wells and existing wells, and laboratory analysis of groundwater samples.

Groundwater sample analytical parameters and laboratory methods would consist of the following:

- BTEX by U.S. Environmental Protection Agency (EPA) Method 8021
- TPH-G and TPH-D by Ecology-approved Methods NWTPH-Gx and NWTPH-Dx
- PAHs by EPA Method 8270 Selected Ion Monitoring
- Dissolved metals including arsenic and lead by EPA Method 200.8, cadmium, chromium, copper, and zinc by EPA Method 6010B, and mercury by EPA Method 7470A.

The list of analytical parameters and laboratory methods for groundwater sample analysis are provided in Tables 1 and 2 of Appendix C, respectively.

The proposed installation and development of the new monitoring wells (two on the West Parcel and two on the East Parcel, as discussed below) will be coordinated with the construction schedules for development on both parcels. Compliance reports including the monitoring data for the Property (both

parcels) will be submitted to Ecology approximately 6 to 8 weeks following receipt of the final analytical data, according to the schedule presented below.

During the first 5 years, sampling and analysis of monitoring wells will occur quarterly for Year 1 and then annually for the next 4 years of monitoring; however, the frequency of monitoring may be adjusted based on the groundwater analytical results and whether analytes are detected at concentrations greater than the cleanup levels. If the detected concentration of one or more constituents is greater than the cleanup level, the well will be re-sampled and the data re-evaluated. If the re-sampling indicates one or more constituents at a concentration greater than the cleanup level, then a remediation contingency plan will be developed, approved by Ecology, and implemented. After 5 consecutive years with no exceedances, both the monitoring frequency and the number of sampling locations will be reduced, as appropriate, based on site conditions at the time and upon approval from Ecology. Groundwater compliance monitoring will conclude after 30 years with no exceedances of the cleanup levels. All changes to the groundwater compliance monitoring schedule will be approved in advance by Ecology based on the evaluation of site conditions at the time.

3.1.6 Groundwater Treatment Contingency

A contingency for groundwater treatment is included in the proposed cleanup action for the East Parcel of the Property. Under current Property conditions, contamination in groundwater does not pose a threat to human health or the environment; therefore, groundwater treatment options were not evaluated in the cleanup alternatives.

In the event that compliance groundwater monitoring shows a significant increase in contaminant concentrations in groundwater, or evidence of off-Property migration of groundwater with contaminant concentrations greater than the cleanup levels, or a significant change in site conditions, then groundwater treatment options will be evaluated to prevent contaminated groundwater from migrating beyond the conditional point of compliance. One potential treatment option for evaluation as part of the contingency plan is the installation of extraction wells along the Property boundary to collect groundwater before it flows off the Property. Collected groundwater could be treated using a granular-activated carbon treatment system and pumped into the sanitary sewer system for further treatment and disposal.

A conceptual contingency plan for groundwater treatment will be prepared as described in Section 6.0.

3.1.7 Hazardous Substances Remaining at the Property

Following implementation of the proposed cleanup action, hazardous substances remaining on the East Parcel of the Property will include the following:

- Low concentrations of arsenic and PAHs will remain in soil (fill material), from a depth of a minimum of 1.5 ft BGS to the contact with the native soils at approximately 23 ft BGS; however, the soil will be contained beneath the improvements placed as part of development, preventing direct contact with the contamination. The volume of soil remaining with low concentrations of arsenic and PAHs will be further reduced by the excavation for the below-ground parking garage which is contemplated as part of the East Parcel development.
- Creosote-like material will remain in place in the northeastern portion of the Property. There is no evidence of migration of the creosote-like material, and none is expected in the future.
- Localized deeper (i.e., about 20 ft BGS) groundwater contamination by PAHs and petroleum hydrocarbons due to the presence of the creosote-like material will remain in the northeastern portion of the East Parcel. However, as discussed above, there is currently no evidence of off-Property migration of contaminated groundwater and there is no risk of contact with the contaminated groundwater due to a deed restriction.

The proposed cleanup action will include: (1) capping by either the building foundation, concrete walkways and driveways, or a minimum of 5 ft of clean fill to prevent direct contact with contaminated soils remaining in place; (2) the implementation of institutional controls to prevent disruption of the contained soil and to prevent use of groundwater on the Property; (3) a vapor barrier and air sampling to address the potential for vapor intrusion; and (4) groundwater compliance monitoring to document that there is no off-Property migration of contaminants in groundwater.

3.2 COMPLIANCE WITH MODEL TOXICS CONTROL ACT THRESHOLD REQUIREMENTS

The proposed cleanup action for the East Parcel of the Property complies with the MTCA threshold requirements, including protection of human health and the environment, compliance with cleanup standards, compliance with applicable state and federal laws, and inclusion of a provision for compliance monitoring. The proposed East Parcel cleanup action protects human health and the environment through permanent measures to control potential exposure to contaminated soil as part of development. The proposed cleanup action and development on the East Parcel includes excavation and removal of contaminated soil to approximately 17.5 ft BGS in the area of the proposed building footprint, a surface cap over the entire East Parcel, additional capping measures to prevent contact with shallow contaminated soil the of the building foundations footprints within the East Parcel boundary, institutional controls, vapor mitigation and monitoring for potential vapor intrusion, groundwater monitoring, and a contingent groundwater treatment. Cleanup levels will be achieved at the conditional points of compliance upon completion of the cleanup action. The cleanup action will be conducted in compliance with all applicable local, state, and federal laws, identified in Section 5.0. Protection, performance, and confirmational monitoring programs will be implemented to verify adequate protection of human health and the environment during and after development to confirm compliance with the cleanup standards.

4.0 JUSTIFICATION FOR SELECTING THE CLEANUP ACTION

The proposed cleanup action for the East Parcel of the Property would effectively and permanently protect human health and the environment by:

- Preventing direct contact with contaminated soil through excavation and capping
- Providing for enhanced containment measures (via additional excavation to 5 ft BGS or concrete capping) in areas outside of the building foundations footprints within the Property boundary
- Providing for groundwater compliance monitoring
- Providing for contingent groundwater treatment
- Providing for vapor intrusion assessment and mitigation
- Providing for institutional controls.

The primary risk associated with the Property (direct exposure to contaminated soils) will be effectively controlled through excavation to approximately 17.5 ft BGS within the building footprint on the East Parcel, capping within the building foundation footprint, (excavation of shallow contaminated soil to approximately 1.5 ft BGS outside of the building footprint), added protective containment measures (additional excavation of 5 ft in landscaped areas or concrete capping in areas outside the building foundation footprint, vapor mitigation, post-construction vapor monitoring, and institutional controls. There is currently no evidence of off-Property migration of contaminants in groundwater, and on-Property groundwater will not be used as a drinking water source given the availability of a municipal water supply and regulations prohibiting development of water supply wells in this area.

The proposed cleanup action is consistent with the development contemplated by 255 S. King Street LP for the East Parcel of the Property. Figure 13 shows the conceptual model for the East Parcel prior to incorporation of the revised cleanup action; Figure 14 shows the conceptual model for the East Parcel following incorporation of the additional remedial action elements identified in this CAP Addendum and associated with 255 S. King Street LP's Property development.

The proposed cleanup action on the East Parcel of the Property would effectively achieve the Property remedial action objectives and cleanup standards, further limit the potential for exposure to contaminated soil and groundwater, and provide permanent protection of human health and the environment from potential risks posed by the Property.

5.0 APPLICABLE STATE AND FEDERAL LAWS

In accordance with MTCA, all cleanup actions must comply with applicable state and federal laws [WAC 173-340-710(1)]. MTCA defines applicable state and federal laws to include legally applicable requirements and those requirements that are relevant and appropriate. Collectively, these requirements are referred to as applicable or relevant and appropriate requirements (ARARs). This section provides a brief overview of ARARs for the cleanup action for the East Parcel of the Property, and is identical to the ARARs described in the CAP, which address the entire Property. The primary ARAR is the MTCA cleanup regulation (Chapter 70.105D, RCW; Chapter 173-340 WAC), which outlines requirements for the development of cleanup standards, and procedures for development and implementation of a cleanup under MTCA. The other ARARs that may be applicable to the cleanup action include the following:

- Washington Hazardous Waste Management Act [Chapter 70.105 Revised Code of Washington (RCW)] and its implementing regulations, Dangerous Waste Regulations (Chapter 173-303 WAC). These regulations establish a comprehensive statewide framework for the planning, regulation, control, and management of dangerous waste. The regulations designate those solid wastes that are dangerous or extremely hazardous to human health and the environment. The management of excavated contaminated soil from the Property would be conducted in accordance with these regulations to the extent that any dangerous wastes are discovered or generated during the cleanup action.
- Washington Solid Waste Management Act (Chapter 70.95 RCW) and its implementing regulation, Criteria for Municipal Solid Waste Landfills (Chapter 173-351 WAC). These regulations establish a comprehensive statewide program for solid waste management including proper handling and disposal. The management of any contaminated soil removed from the Property would be conducted in accordance with these regulations to the extent that this soil could be managed as solid waste instead of dangerous waste.
- Hazardous Waste Operations (Chapter 296-843 WAC). These requirements establish safety requirements for workers conducting investigation and cleanup operations at sites containing hazardous materials. These requirements would be applicable to onsite cleanup activities and would be addressed in a site health and safety plan prepared specifically for these activities.
- Federal Clean Water Act National Pollutant Discharge Elimination System (NPDES) Permit and State Construction Stormwater General Permit. Construction activities that disturb one or more acres of land typically need to obtain an NPDES Construction Stormwater General Permit from Ecology. A substantive requirement would be to prepare a stormwater pollution prevention plan (SWPPP) prior to the earthwork activities. The SWPPP would document planned procedures designed to prevent stormwater pollution by controlling erosion of exposed soil and by containing soil stockpiles and other materials that could contribute pollutants to stormwater.

6.0 IMPLEMENTATION SCHEDULE AND RESTORATION TIMEFRAME

The proposed cleanup action will be conducted as part of the construction of the East Parcel development by 255 S. King Street LP. The cleanup activities will begin with the removal and off-Property disposal of approximately 1.5 ft of surface material that will be excavated as part of site preparation. The additional soil excavation within the building footprint will be conducted following removal of the surface material. The remaining cleanup action elements will be implemented as outlined in the schedule provided in Appendix D.

Construction design and engineering plans will be prepared to support implementation of the cleanup action. These plans will include: a soil and water handling and disposal plan, a SWPPP, a dust suppression plan, a health and safety plan for construction workers, and engineering plans for the protective cap. Plans will also be developed to manage long-term operation and maintenance (O&M) of the protective cap, and to provide a conceptual-level outline of contingent groundwater treatment. The O&M plans will include routine evaluation of the storm drain pipes and other underground conduits associated with the Property to ensure the structural integrity as the subsurface piping ages. These plans will be completed and submitted to Ecology prior to implementation of the cleanup action.

The restoration timeframe is expected to be the time at which development of the East Parcel of the Property is complete. At that time, excavation of contaminated soil as described in Section 3.1.1, installation of the vapor barrier as described in Section 3.1.2, and the surface cap or additional excavation/capping measures as described in Section 3.1.4 will be completed. Institutional controls and groundwater and vapor intrusion compliance monitoring will begin following the completion of construction on the East Parcel of the Property.

Groundwater compliance monitoring as described in Appendix C will begin following completion of construction on the both the West and East Parcels, which includes the installation of the additional compliance groundwater monitoring wells. Capping (via installation of building foundations and added concrete in areas outside of the building foundation footprints), will be accomplished in conjunction with the construction for the East Parcel. The contingency for groundwater treatment will remain in effect for the duration of the groundwater compliance monitoring.

The vapor intrusion assessment and monitoring outlined in Appendix C will be initiated following the completion of the below-ground garage, and will be implemented per the compliance monitoring schedule.

7.0 USE OF THIS REPORT

This report was prepared for the exclusive use of North Lot Development, LLC, 255 S. King Street LP, and applicable regulatory agencies, for specific application to the North Lot Property, including review by the public. No other party is entitled to rely on the information, conclusions, and recommendations included in this document without the express written consent of Landau Associates. Further, the reuse of information, conclusions, and recommendations provided herein for extensions of the project or for any other project, without review and authorization by Landau Associates, shall be at the user's sole risk. Landau Associates warrants that within the limitations of scope, schedule, and budget, our services have been provided in a manner consistent with that level of care and skill ordinarily exercised by members of the profession currently practicing in the same locality under similar conditions as this project. We make no other warranty, either express or implied. This document was prepared under the supervision and direction of the undersigned.

LANDAU ASSOCIATES, INC.

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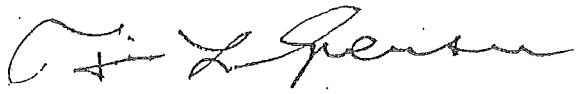
Project Engineer



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