



PERIODIC REVIEW

**US West (now Qwest) Airport Way,
Service Operating Center (Airport Way SOC)
Facility Site ID#: 69857925**

**811 South Massachusetts Street
(formerly 1709 Airport Way S.),
Seattle, Washington**

Northwest Region Office

TOXICS CLEANUP PROGRAM

December 2010

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1.0 INTRODUCTION

This document is a review by the Washington State Department of Ecology (Ecology) of post-cleanup Site conditions and monitoring data to ensure that human health and the environment are being protected at the US West Airport Way SOC (Site). Cleanup at this Site was implemented under the Model Toxics Control Act (MTCA) regulations, Chapter 173-340 Washington Administrative Code (WAC).

Cleanup activities at this Site were completed under the Voluntary Cleanup Program. The cleanup actions resulted in concentrations of petroleum hydrocarbons remaining at the Site which exceed MTCA cleanup levels. The MTCA cleanup levels for soil are established under WAC 173-340-740. The MTCA cleanup levels for groundwater are established under WAC 173-340-720. WAC 173-340-420 (2) requires that Ecology conduct a periodic review of a Site every five years under the following conditions:

- (a) Whenever the department conducts a cleanup action
- (b) Whenever the department approves a cleanup action under an order, agreed order or consent decree
- (c) Or, as resources permit, whenever the department issues a no further action opinion, and one of the following conditions exists:
 - 1. Institutional controls or financial assurance are required as part of the cleanup;
 - 2. Where the cleanup level is based on a practical quantitation limit; or
 - 3. Where, in the department's judgment, modifications to the default equations or assumptions using Site-specific information would significantly increase the concentration of hazardous substances remaining at the Site after cleanup or the uncertainty in the ecological evaluation or the reliability of the cleanup action is such that additional review is necessary to assure long-term protection of human health and the environment.

When evaluating whether human health and the environment are being protected, the factors the department shall consider include [WAC 173-340-420(4)]:

- (a) The effectiveness of ongoing or completed cleanup actions, including the effectiveness of engineered controls and institutional controls in limiting exposure to hazardous substances remaining at the Site;
- (b) New scientific information for individual hazardous substances of mixtures present at the Site;
- (c) New applicable state and federal laws for hazardous substances present at the Site;
- (d) Current and projected Site use;
- (e) Availability and practicability of higher preference technologies; and
- (f) The availability of improved analytical techniques to evaluate compliance with cleanup levels.

The Department shall publish a notice of all periodic reviews in the Site Register and provide an opportunity for public comment.

2.0 SUMMARY OF SITE CONDITIONS

2.1 Site Description and History

The US West (now Qwest) Airport Way Service Operating Center (SOC) facility is located at 811 South Massachusetts Street, formerly 1709 Airport Way South, Seattle, Washington. The property is in a largely industrial and commercial area of Seattle. The METRO Atlantic base is immediately north of the property and the Northwest EnviroService, Inc. (NWES) chemical processing facility (aka Emerald Petroleum) is located to the northeast across Airport Way South. The facility is located on the southwest corner of the intersection of Airport Way and South Massachusetts Street. Eighth Avenue South is oriented north to south along the western property boundary of the Site. The facility consists of a one-story office building on the northwest corner of the property, a vehicle parking and maintenance building along the southern edge of the property (SOC building), employee parking in the northeastern area of the property, and a small unused building in the southwestern corner of the property. Topography at the Site is relatively flat, but the topography of the vicinity surrounding the Site slopes from the east, off of the Beacon Hill area of Seattle, to the west, towards Puget Sound.

2.2 Site Investigations and Sample Results

Two underground storage tanks (USTs) that had contained waste motor oil and heating fuel oil were closed at the Site (Boateng Environmental Scientists [Boateng] 1993a) in May 1993. Tank # 1, a 300-gallon waste motor oil tank, which had been located just west of the southwest corner of the SOC building, was excavated and removed from the Site. Tank # 2, a 1,760-gallon heating fuel oil tank, was closed in place just north of the northwest corner of the SOC building. Eight soil samples (four from each excavation area) were collected during the closure of the two tanks. Only one sample (Sample ID T1 -2), collected from the south wall of the excavation for Tank #1, contained petroleum hydrocarbon concentrations above the Ecology MTCA Method A groundwater cleanup levels. Boateng (1993b) removed additional soil in July 1993, from the southern end of the excavated area of Tank #1 and a soil sample collected from the southern wall of the over-excavation did not contain petroleum hydrocarbons above MTCA Method A cleanup levels.

AGRA Earth & Environmental, Inc. (AGRA) in 1998 conducted an UST Site assessment for the excavation and removal of two 4,000 gallon USTs (one tank contained gasoline and one tank contained diesel) located at the Site (AGRA 1998). Both tanks had been positioned end-to-end, next to each other, parallel to and just west of the northwestern corner of the SOC building. The gasoline UST was located at the north end of the tank pit and the diesel UST was located at the southern end of the tank pit. The former dispenser area was located above the southern end of the diesel UST. Six soil samples were collected from the sidewalls of the UST excavation, one from the north wall, one from the south wall, and two from each of the east and west walls. The soil samples from the south wall (Sample ID, T2S- 10.0) had total petroleum hydrocarbons (TPH) diesel (d), TPH gasoline (g), and benzene, toluene, ethylbenzene, and xylenes (BTEX) concentrations greater than MTCA Method A cleanup levels. The southern sample from the west wall (Sample ID, T2W- 10.0) had TPHd, TPHg, and BTEX constituents (except toluene)

concentrations greater than MTCA Method A cleanup levels. The northern soil sample from the east wall (Sample ID, T1E-11.0) had TPHg concentrations greater than MTCA Method A levels. The southern soil sample from the east wall (Sample ID, T2E-10.0) had TPHd, TPHg, and all BTEX concentrations greater than MTCA Method A cleanup levels.

Qwest Communications International Inc. (Qwest) tasked Tetra Tech EM Inc. (Tetra Tech), under Environmental Services Agreement No. USW-000215, to conduct a subsurface investigation and provide a report summarizing the results of the investigation for the Qwest Airport Way SOC in Seattle, Washington.

Soil borings were completed to 12 feet below ground surface (bgs) and groundwater was encountered between 7.5 and 9 feet bgs. Boring B-3, located within the former gasoline/diesel UST excavation area, however, was the only boring not completed to 12 feet bgs because of refusal. Boring B-3 was completed at 10 feet bgs. Soils encountered in the borings consisted primarily of sands, including clayey sand, silty sand, and gravelly sand. Wet soils, or groundwater, were commonly encountered at about 7.5 feet bgs in a poorly sorted sand to silty sand unit with traces of fine to medium sized gravel. Except for Boring B-3 and Boring B-5, the water table was encountered below a moist clay, silty clay, or clayey sand layer (0.5 to 1-foot thick). The backfill material encountered in Boring B- 3 was sand, gravelly sand, and sandy gravel; native soils were encountered below 9 feet bgs.

Only one of the twelve samples collected contained petroleum hydrocarbons above the MTCA Method A cleanup levels. In Boring B-3, TPHd (370 milligrams per kilogram [mg/kg]) was detected above the MTCA Method A cleanup level (200 mg/kg) in Sample ID B-3: 9' collected at 9 feet bgs. BTEX constituents and TPHg also were detected in this sample but not above MTCA Method A cleanup levels. Benzene and xylenes were detected at concentrations below MTCA Method A cleanup levels in Boring B-1 from the sample collected at 10 feet bgs. BTEX, TPHg, and TPHd were not detected above the laboratory detection limits in any other soil sample.

BTEX, TPHg, and TPHd concentrations in groundwater were detected above the MTCA Method A cleanup levels in Boring B-3 as follows: benzene (300 micrograms per liter [ug/L], toluene (430 ug/L), ethylbenzene (380 ug/L), xylenes (1,700 ug/L), TPHg (5,900 ug/L), and TPHd (6,100 ug/L). In Boring B-1, benzene, total xylenes, and TPHg concentrations were 880, 35, and 2,400 ug/L. Concentrations of BTEX and TPH were detected in samples from Borings B-4, B-5, and B-6 but not above MTCA Method A cleanup levels. The groundwater sample from Boring B-2 did not have detectable concentrations of any of the analytes.

The results of this subsurface investigation indicate that groundwater and soil contamination is limited. In groundwater the MTCA Method A cleanup levels were exceeded in the sample collected from Boring B-3, which was completed within the location of the excavation area of the former USTs and the sample collected from Boring B-1, which was completed northwest of the excavation area. In soil, the MTCA Method A cleanup levels were only exceeded in one sample collected at 9 feet bgs in Boring B-3.

A geoprobe investigation was performed during 2003 (Tetra Tech 2003). Sampling locations that exceeded the MTCA Method A groundwater cleanup levels were within and adjacent to the areas of the previous tank excavations for the 4,000-gallon gasoline and diesel USTs. Concentrations of benzene (maximum of 880 ug/L), total xylenes (maximum of 1,700 ug/L), TPHd (maximum of 5,900 ug/L), and TPHg (maximum of 6,100 ug/L) exceeded the MTCA Method A cleanup levels established for these compounds.

Qwest Communications International Inc. (Qwest), tasked Tetra Tech EM Inc. (Tetra Tech), under Environmental Services Agreement No. USW-000215, Task Order MVT-EHS-025, to install and develop monitoring wells at the Qwest Airport Way facility, to conduct groundwater sampling, and to report on the results of the sampling. Tetra Tech conducted fieldwork at the Qwest Airport Way facility during January and February 2004. The objectives of the fieldwork at the Airport Way facility were to characterize soil and groundwater contaminant concentrations, geochemical conditions, and groundwater flow directions at the Site.

Concentrations of diesel (41.7 mg/kg) and motor oil (117 mg/kg) were detected in the soil collected from the monitoring well MW-1 boring at a depth of about 6.5 feet bgs. However, the concentration of TPHd is below the MTCA Method A cleanup level (2,000 mg/kg) for unrestricted land use.

Groundwater was encountered at around 7.0 feet bgs during drilling. Based on water level measurement data, groundwater flow is to the west. The horizontal groundwater gradient at the Airport Way facility is about 0.019 ft/ft. Based on the small amount of drawdown observed during well development and sampling and the observed lithology, the shallow water-bearing zone appears to be characterized by moderate hydraulic conductivity (probably about 10^{-4} to 10^{-3} centimeters per second).

Groundwater samples were collected from the groundwater monitoring wells at the Airport Way facility on February 9, 2004. Groundwater samples were analyzed for BTEX constituents, TPHg, TPHd, and geochemical parameters (used to indicate natural attenuation). Petroleum constituents were detected at levels below MTCA Method A groundwater cleanup levels in the monitoring wells located down gradient of the tank excavation (monitoring wells MW-1 and MW-3). Benzene (maximum of 2.40 ug/L in MW-3) and gasoline (maximum of 70.1 ug/L in MW- 1) were detected at concentrations below the MTCA Method A groundwater cleanup levels. Diesel (maximum of 360 ug/L in well MW-3) also was detected below the MTCA Method A groundwater cleanup level. The concentrations of petroleum constituents for the February 2004 groundwater well data are generally lower than the concentrations obtained by Tetra Tech during the July 2003 subsurface investigation (Tetra Tech 2003). During the July 2003 sampling, the concentrations of benzene (maximum of 880 ug/L), TPHg (maximum of 5,900 ug/L), and TPHd (maximum 6,200 ug/L) exceeded the MTCA Method A groundwater cleanup levels (Tetra Tech 2003) and are one to two orders of magnitude higher than results of the later investigation. The differences in results are most likely because of the monitoring well and direct push drilling locations, the screen interval, and the sampling techniques used. The direct-push borings (Tetra Tech 2003) characterized by moderate to high TPH and BTEX concentrations were located within or immediately adjacent to the tank excavation. The 2003 direct push data and 2004

monitoring well data show that (1) the portion of the groundwater contaminant plume above the MTCA Method A cleanup levels is limited to the immediate area of the tank excavation, (2) the groundwater contaminant plume is small (less than about 40 feet long), and (3) the plume has not migrated off Site. Nearby hazardous waste Sites undergoing cleanup including the NWES Airport Way property (NWES 2003) and the Philip Services Corporation (PCS) Georgetown property (PSC 2003) have made demonstrations under the Washington Administrative Code (WAC) 173-340-720(2) that there is no current or future groundwater beneficial use in the Site vicinities, and therefore groundwater protection standards based on drinking water use are not applicable.

2.3 Cleanup Actions

During 1998, two 4,000-gallon gasoline and diesel USTs and associated fuel dispenser piping were removed from the Site AGRA (1998). About 305 tons of petroleum contaminated soil were excavated and removed. Groundwater was encountered at about 8 feet bgs. Soil samples collected from the sidewalls at about 11 feet bgs contained gasoline, diesel, and BTEX constituents above the MTCA Method A cleanup levels. The 1998 report states that “access to the bottom of the excavation was severely restricted due to sidewall instability” (AGRA 1998).

The February 2004 monitoring well sampling results and July 2003 direct-push groundwater sampling results (Tetra Tech 2003) prompted the request to Ecology that no further action be necessary for groundwater at the Qwest Airport Way facility. The argument presented was:

- Soil contamination at the Site appears to be limited to the former tank excavation in areas below the water table. Further excavation from these areas is not practicable because of excavation stability issues and the need for dewatering.
- The major sources of contamination (that is the USTs) and accessible petroleum contaminated soil have been removed.
- Chemical concentrations in the monitoring well network 40 feet down gradient (west) of the main tank excavation are currently below the MTCA Method A groundwater cleanup levels. The 2003 direct-push groundwater data show that groundwater contamination above the MTCA Method A groundwater cleanup levels for petroleum hydrocarbons is present in the immediate vicinity of the tank excavation (Tetra Tech 2003). Although MTCA Method A groundwater cleanup levels were used for screening purposes in this report, it appears that they may not be applicable based on groundwater beneficial use demonstrations made at nearby hazardous waste Sites (NWES 2003; PSC 2003; Ecology 2004).
- Based on the newly documented westerly groundwater flow direction and the monitoring well results, the groundwater contaminant plume has not migrated off Site. The groundwater-to- surface water transport pathway does not appear to be of concern at the down gradient (western) property boundary. The downgradient property boundary represents a potential conditional point of compliance as defined under WAC 173-340-720(8).
- Geochemical conditions at the Site suggest that anaerobic biodegradation of fuel constituents is occurring.

Ecology agreed with these arguments and issued a 'No Further Action' letter on March 2, 2005, after a restrictive covenant was recorded with the county. There are also compliance monitoring requirements for quarterly groundwater monitoring in the letter. The monitoring was to continue until satisfactory results over four consecutive quarters were obtained. This data was not in Ecology files at the beginning of this Periodic Review, but was provided by Qwest when requested. The results of the monitoring was satisfactory.

2.4 Cleanup Levels

MTCA Method A cleanup standards were used to set cleanup levels at the conditional points of compliance, and to evaluate protectiveness overall.

2.5 Restrictive Covenant

Based on the Site use, surface cover and cleanup levels, it was determined that the Site was eligible for a 'No Further Action' determination if a Restrictive Covenant was recorded for the property. A Restrictive Covenant was recorded for the Site in 2005, which was superseded by another covenant in 2010 to correct a property description error. The following limitations were altered slightly in the recent covenant from the original, but not substantively:

Section 1. No groundwater may be taken for any use from the Property. A portion of the Property contains petroleum hydrocarbon as gasoline and diesel contaminated soil located in the sidewall excavation of the former gasoline and diesel underground storage tank located near the northwest corner of the building. The Owner shall not alter, modify, or remove the existing structure[s] in any manner that may result in the release or exposure to the environment of that contaminated soil or create a new exposure pathway without prior written approval from Ecology.

Any activity on the Property that may result in the release or exposure to the environment of a hazardous substance that remains on the Property as part of the Remedial Action, or create a new exposure pathway is prohibited without prior written approval from Ecology. Some examples of activities that are prohibited in the capped areas include: drilling, digging, placement of any objects or use of any equipment which deforms or stresses the surface beyond its load bearing capability, piercing the surface with a rod, spike or similar item, bulldozing or earthwork.

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

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

Section 4. The Owner of the property must give thirty (30) day advance written notice to Ecology of the Owner's intent to convey any interest in the Property. No conveyance of title, easement, lease, or other interest in the Property shall be consummated by the Owner without adequate and complete provision for continued monitoring, operation, and maintenance of the Remedial Action.

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

Section 6. The Owner must notify and obtain approval from Ecology prior to any use of the Property that is inconsistent with the terms of this Covenant. Ecology may approve any inconsistent use only after public notice and comment.

Section 7. The Owner shall allow authorized representatives of Ecology the right to enter the Property at reasonable times for the purpose of evaluating the Remedial Action; to take samples, to inspect remedial actions conducted at the property, to determine compliance with this Covenant, and to inspect records that are related to the Remedial Action.

Section 8. The Owner of the Property reserves the right under WAC 173-340-440 to record an instrument that provides that this Covenant shall no longer limit use of the Property or be of any further force or effect. However, such an instrument may be recorded only if Ecology, after public notice and opportunity for comment, concurs.

The Restrictive Covenant is available as Appendix 6.4. Please note a typo error on the cover page of the recorded document of an extra '3' in the parcel number; it is correct on the following page.

3.0 PERIODIC REVIEW

3.1 Effectiveness of completed cleanup actions

The Restrictive Covenant for the Site was recorded and is in place. This Restrictive Covenant prohibits activities that will result in the release of contaminants at the Site without Ecology's approval, and prohibits any use of the property that is inconsistent with the Covenant. This Restrictive Covenant serves to ensure the long term integrity of the remedy.

Based upon the Site visit conducted on January 3, 2011, the remedy at the Site continues to eliminate exposure to contaminated soils by ingestion and contact. The asphalt appears in satisfactory condition and no repair, maintenance, or contingency actions have been required. The Site is still operating as a Qwest SOC. A photo log is available as Appendix 6.5.

Soils with TPH concentrations higher than MTCA cleanup levels are still present at the Site. However, the remedy prevents human exposure to this contamination by ingestion and direct contact with soils. The Restrictive Covenant for the property will ensure that the contamination remaining is contained and controlled.

3.2 New scientific information for individual hazardous substances for mixtures present at the Site

There is no new scientific information for the contaminants related to the Site.

3.3 New applicable state and federal laws for hazardous substances present at the Site

The cleanup at the Site was governed by Chapter 173-340 WAC. WAC 173-340-702(12) (c) [2001 ed.] provides that,

“A release cleaned up under the cleanup levels determined in (a) or (b) of this subsection shall not be subject to further cleanup action due solely to subsequent amendments to the provision in this chapter on cleanup levels, unless the department determines, on a case-by-case basis, that the previous cleanup action is no longer sufficiently protective of human health and the environment.”

Although cleanup levels changed for petroleum hydrocarbon compounds as a result of modifications to MTCA in 2001, contamination remains at the Site above the new MTCA Method A and B cleanup levels. Even so, the cleanup action is still protective of human health and the environment. A table comparing MTCA cleanup levels from 1991 to 2001 is available below.

Analyte	1991 MTCA Method A Soil Cleanup Level (ppm)	2001 MTCA Method A Soil Cleanup Level (ppm)	1991 MTCA Method A Groundwater Cleanup level (ppb)	2001 MTCA Method A Groundwater Cleanup Level (ppb)
Cadmium	2	2	5	5
Lead	250	250	5	15
TPH	NL	NL	1000	NL
TPH-Gas	100	100/30	NL	1000/800
TPH-Diesel	200	2000	NL	500
TPH-Oil	200	2000	NL	500

NL = None listed

3.4 Current and projected Site use

The Site is currently used for commercial purposes. There have been no changes in current or projected future Site or resource uses.

3.5 Availability and practicability of higher preference technologies

The remedy implemented included containment of hazardous substances, and it continues to be protective of human health and the environment. While higher preference cleanup technologies may be available, they are still not practicable at this Site.

3.6 Availability of improved analytical techniques to evaluate compliance with cleanup levels

The analytical methods used at the time of the remedial action were capable of detection below selected Site cleanup levels. The presence of improved analytical techniques would not affect decisions or recommendations made for the Site.

4.0 CONCLUSIONS

The following conclusions have been made as a result of this periodic review:

- The cleanup actions completed at the Site appear to be protective of human health and the environment.
- Soils and groundwater cleanup levels have not been met at the standard point of compliance for the Site; however, the cleanup action has been determined to comply with cleanup standards since the long-term integrity of the containment system is ensured, and the requirements for containment technologies are being met. The conditional point of compliance for groundwater is within the property boundary.
- The Restrictive Covenant for the property is in place and continues to be effective in protecting public health and the environment from exposure to hazardous substances and protecting the integrity of the cleanup action.

Based on this periodic review, the Department of Ecology has determined that the requirements of the Restrictive Covenant continue to be met. No additional cleanup actions are required by the property owner. It is the property owner's responsibility to continue to inspect the Site to assure that the integrity of the remedy is maintained.

4.1 Next Review

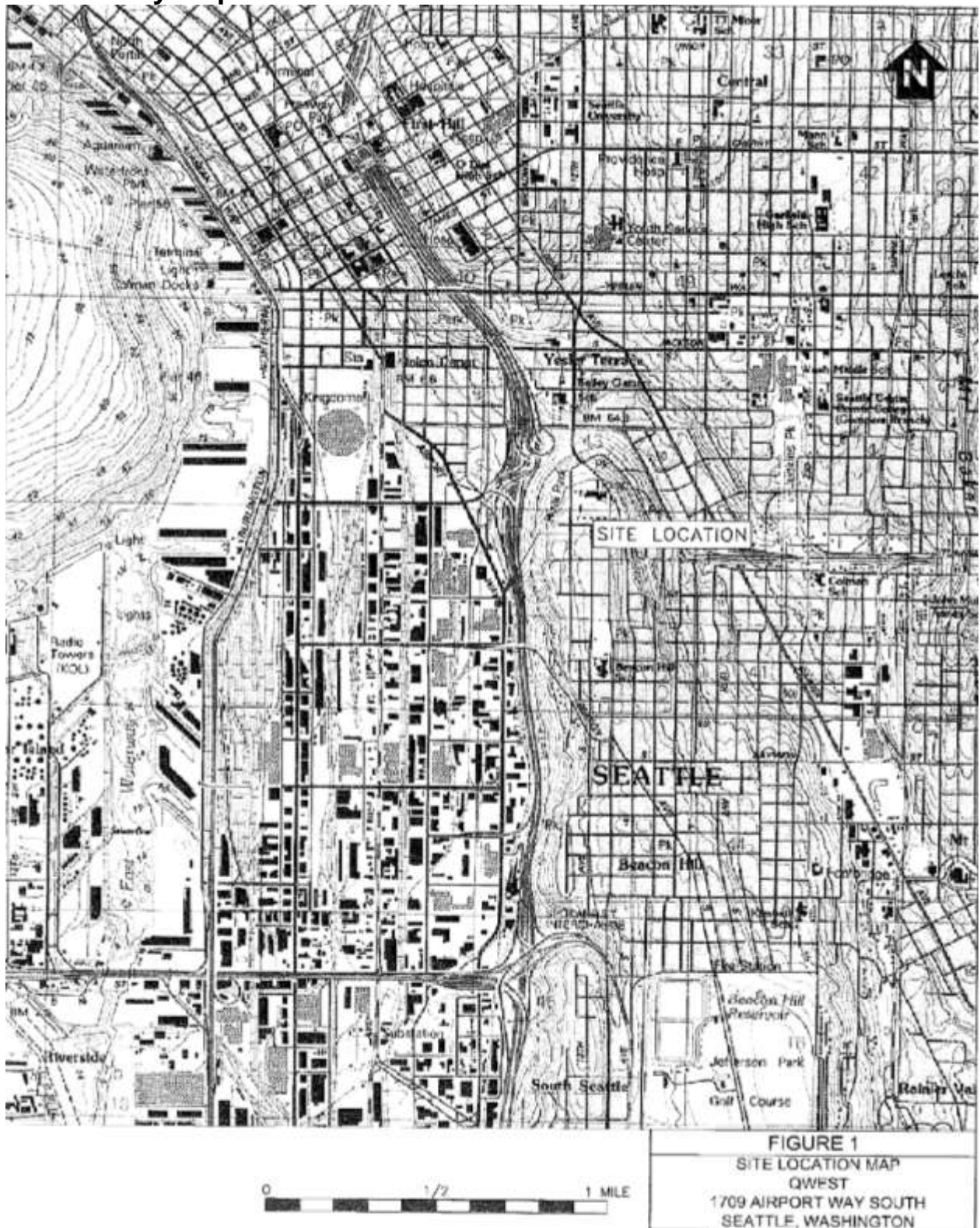
The next review for the Site will be scheduled five years from the date of this periodic review. In the event that additional cleanup actions or institutional controls are required, the next periodic review will be scheduled five years from the completion of those activities.

5.0 REFERENCES

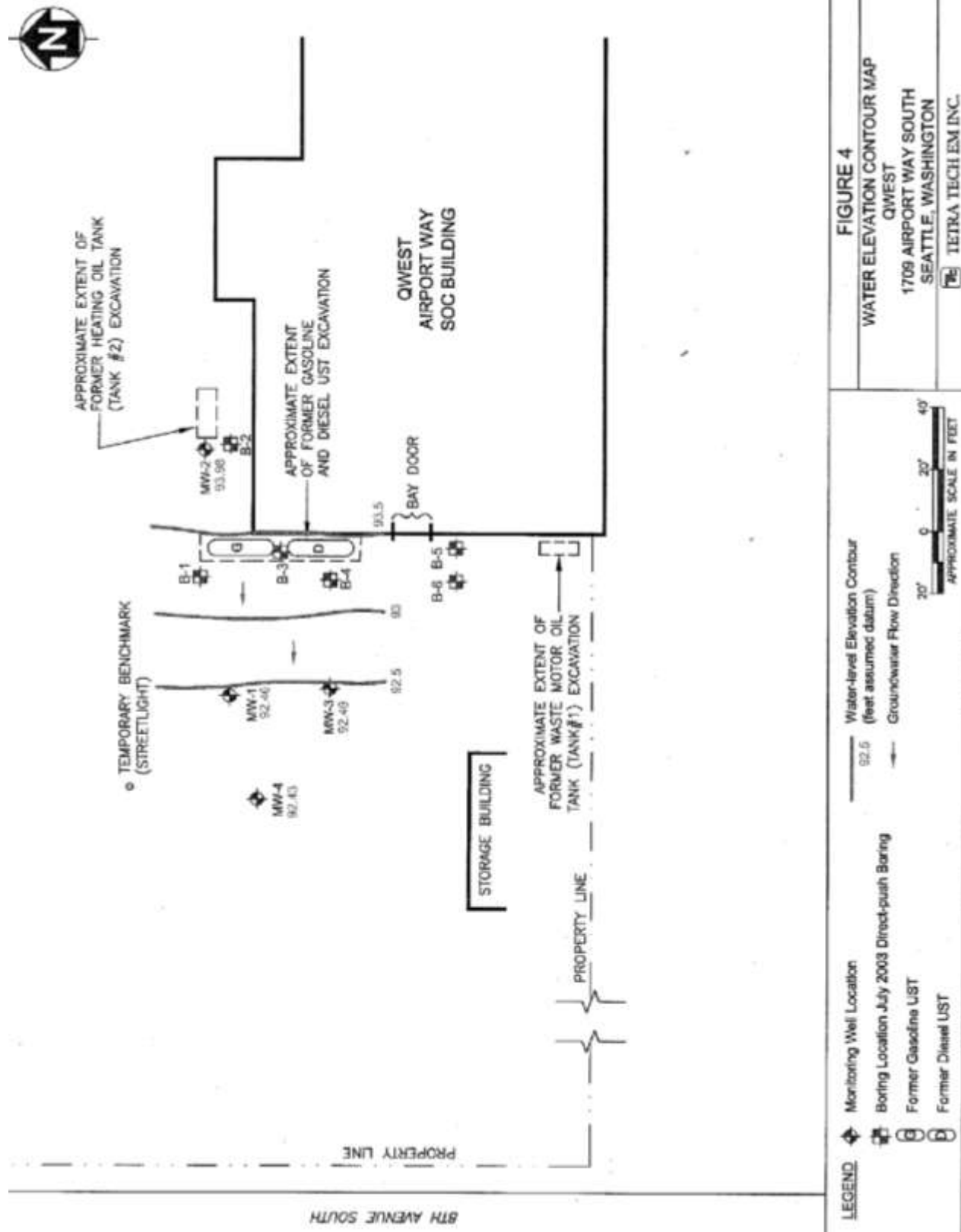
1. Underground Storage Tank Decommissioning, Airport Way Service Operating Center
1709 Airport Way, Seattle, WA
Boateng Environmental Scientists, dated July 1993
2. Phase II Investigation of Contaminated Soils at the U S West Service Operating Center
1709 Airport Way, Seattle, WA
Boateng Environmental Scientists, dated December 1993
3. UST Site Assessment at U S West Facility
1709 Airport Way South, Seattle, Washington
AGRA Earth & Environmental, dated August 14, 1998
4. Subsurface Investigation Airport Way Service Operating Center
Seattle, Washington
Tetra Tech EM Inc., dated August 2003
5. Groundwater Monitoring February 2004 Airport Way Facility
Seattle, Washington
Tetra Tech EM Inc., dated March 2004
6. 2010 Restrictive Covenant (superseded original 2005 Restrictive Covenant);
7. Ecology, 2011 Site Visit.

6.0 APPENDICES

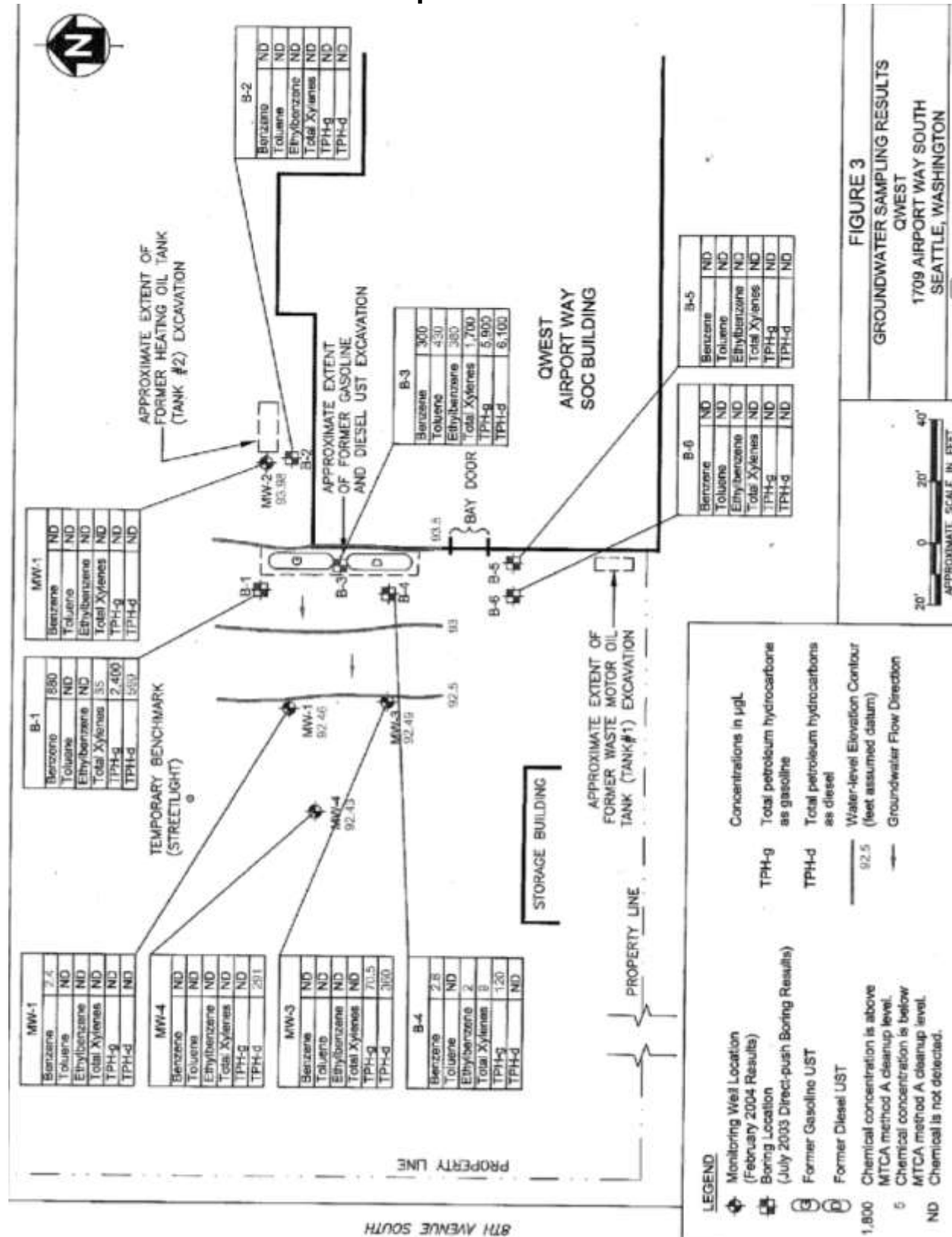
6.1 Vicinity Map



6.2 Site Plan



6.3 TPH-Dx Concentration Map



6.4 Environmental Covenant

Return Address:
Department of Ecology
Northwest Regional Office
3190 160th Ave. SE
Bellevue, WA 98008-5452
Attn: Russ Olsen



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KING COUNTY, WA



Please print or type information

Document Title(s) (or transactions contained therein): (all areas applicable to your document <u>must</u> be filled in) Environmental Covenant	
Reference Number(s) of Documents assigned or released: 20050208001801 Additional reference #'s on page _____ of document	
Grantor(s) (Last name, first name, initials) 1. Qwest Corporation 2. _____ Additional names on page _____ of document.	Old Republic Title Nat'l Accts Ref: <u>2465049</u> <u>① 69</u>
Grantee(s) (Last name first, then first name and initials) 1. State of Washington, Department of Ecology 2. _____ Additional names on page _____ of document.	
Legal description (abbreviated: i.e. lot, block, plat or section, township, range) Lots 1-4 & 19-22, Blk 244 and Lots 19-22, Blk. 249, Supplemental Plat of Seattle Tidelands Additional legal is on page _____ of document.	
Assessor's Property Tax Parcel/Account Number 766620-33295	<input type="checkbox"/> Assessor Tax # not yet assigned
The Auditor/Recorder will rely on the information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.	

RECEIVED

AUG 18 2010

DEPT. OF ECOLOGY

Environmental Covenant

After Recording Return to:

Russ Olsen
Department of Ecology
Northwest Regional Office
3190 160th Ave. SE
Bellevue, WA 98008-5452

RECEIVED
AUG 18 2010
DEPT. OF ECOLOGY

Environmental Covenant

Grantor: Qwest Corporation

Grantee: State of Washington, Department of Ecology

Legal: All of Lots one (1), two (2), three (3), four (4), nineteen (19), twenty (20), twenty-one (21) and twenty-two (22), Block two hundred forty-four (244); and East 50 feet of Lots nineteen (19), twenty (20), twenty-one (21) and twenty-two (22), Block two hundred forty-nine (249); ALL in Seattle Tidelands; TOGETHER with all that portion of 8th Avenue South (vacated by Ordinance No. 19314 of the City of Seattle) lying between said Blocks 244 and 249, and bounded on the north by the south line of Massachusetts Street and on the south by a straight line extended from the southwest corner of Lot 4, said block 244 to the southeast corner of Lot 19, said Block 249.

Tax Parcel Nos.: 766620-3295

Cross Reference: Document #20050208001801 (superseded)

Grantor, Qwest Corporation, hereby binds Grantor, its successors and assigns to the land use restrictions identified herein and grants such other rights under this environmental covenant (hereafter "Covenant") made this 26th day of July, 2010, in favor of the State of Washington Department of Ecology and its successors and assigns ("Ecology"). Ecology shall have full right of enforcement of the rights conveyed under this Covenant pursuant to the Model Toxics Control Act, RCW 70.105D.030(1)(g), and the Uniform Environmental Covenants Act, 2007 Wash. Laws ch. 104, sec. 12.

4830-4750-9511.01

This Declaration of Covenant is made pursuant to RCW 70.105D.030(1)(f) and (g) and WAC 173-340-440 by Qwest Corporation, its successors and assigns, and Ecology.

This Environmental Covenant supersedes and replaces the existing Restrictive Covenant, which is recorded with King County as document #20050208001801.

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

1. Underground Storage Tank Decommissioning
 Airport Way Service Operating Center
 1709 Airport Way
 Seattle, WA
 Boateng Environmental Scientists, dated July 1993

2. Phase II Investigation of Contaminated Soils at the U.S. West Service Operating
 Center
 1709 Airport Way
 Seattle, WA
 Boateng Environmental Scientists, dated December 1993

3. UST Site Assessment at U.S. West Facility
 1709 Airport Way South
 Seattle, WA
 AGRA Earth & Environmental, dated August 14, 1998

4. Subsurface Investigation
 Airport Way Service Operating Center
 Seattle, WA
 Tetra Tech EM Inc., dated August 2003

5. Groundwater Monitoring Report
 February 2004
 Airport Way Facility
 Seattle, WA
 Tetra Tech EM Inc., dated March 2004

6. Letter from Department of Ecology to P. Mae Vichitkulwongsa, Qwest
 Corporation, Re: Independent Remedial Action (dated March 2, 2005)

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

This Covenant is required because the Remedial Action resulted in residual concentrations of petroleum hydrocarbon as gasoline and diesel which exceed the Model Toxics Control Act Method A Residential Cleanup Levels for soils and groundwater established under WAC 173-340-740 and WAC 173-340-720.

The undersigned, Qwest Corporation, is the fee owner of real property (hereafter "Property") in the County of King, State of Washington, that is subject to this Covenant. The Property is legally described as: all of Lots one (1), two (2), three (3), four (4), nineteen (19), twenty (20), twenty-one (21) and twenty-two (22), Block two hundred forty-four (244); and East 50 feet of Lots nineteen (19), twenty (20), twenty-one (21) and twenty-two (22), Block two hundred forty-nine (249); ALL in Seattle Tidelands; TOGETHER with all that portion of 8th Avenue South (vacated by Ordinance No. 19314 of the City of Seattle) lying between said Blocks 244 and 249, and bounded on the north by the south line of Massachusetts Street and on the south by a straight line extended from the southwest corner of Lot 4, said block 244 to the southeast corner of Lot 19, said Block 249.

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

Section 1. No groundwater may be taken for any use from the Property. A portion of the Property contains petroleum hydrocarbon as gasoline and diesel contaminated soil located in the sidewall excavation of the former gasoline and diesel underground storage tank located near the northwest corner of the building. The Owner shall not alter, modify, or remove the existing structure[s] in any manner that may result in the release or exposure to the environment of that contaminated soil or create a new exposure pathway without prior written approval from Ecology.

Any activity on the Property that may result in the release or exposure to the environment of a hazardous substance that remains on the Property as part of the Remedial Action, or create a new exposure pathway is prohibited without prior written approval from Ecology. Some examples of activities that are prohibited in the capped areas include: drilling,

digging, placement of any objects or use of any equipment which deforms or stresses the surface beyond its load bearing capability, piercing the surface with a rod, spike or similar item, bulldozing or earthwork.

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

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

Section 4. The Owner of the property must give thirty (30) day advance written notice to Ecology of the Owner's intent to convey any interest in the Property. No conveyance of title, easement, lease, or other interest in the Property shall be consummated by the Owner without adequate and complete provision for continued monitoring, operation, and maintenance of the Remedial Action.

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

Section 6. The Owner must notify and obtain approval from Ecology prior to any use of the Property that is inconsistent with the terms of this Covenant. Ecology may approve any inconsistent use only after public notice and comment.

Section 7. The Owner shall allow authorized representatives of Ecology the right to enter the Property at reasonable times for the purpose of evaluating the Remedial Action; to take samples, to inspect remedial actions conducted at the property, to determine compliance with this Covenant, and to inspect records that are related to the Remedial Action.

Section 8. The Owner of the Property reserves the right under WAC 173-340-440 to record an instrument that provides that this Covenant shall no longer limit use of the Property or be of any further force or effect. However, such an instrument may be recorded only if Ecology, after public notice and opportunity for comment, concurs.

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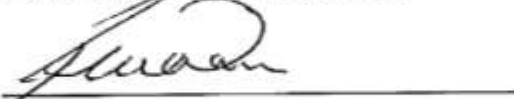
QWEST CORPORATION



LaRae Dodson
Director – Real Estate for Qwest Corporation

Dated: July 27, 2010

STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY

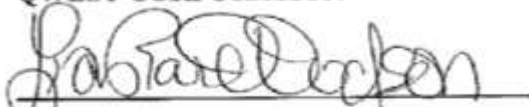


Robert W. Warren
Northwest Regional Office Section Manager, Toxics Cleanup Program

Dated: 7/28/10

The undersigned acknowledge Restrictive Covenant #20050208001801 filed with King County is hereby terminated and replaced with the above Environmental Covenant.

QWEST CORPORATION



LaRae Dodson
Director – Real Estate for Qwest Corporation

Dated: July 27, 2010

STATE OF Colorado
COUNTY OF Denver

[CORPORATE ACKNOWLEDGMENT]

On this 27th day of July, 2010, I certify that Lalae D. Dotson personally appeared before me, acknowledged that he/she is the Director - R.E. of the corporation that executed the within and foregoing instrument, and signed said instrument by free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he/she was authorized to execute said instrument for said corporation.



My Commission Expires Sept. 8, 2012

Julie K. Talley
Notary Public in and for the State of
Washington, residing at
Colorado Littleton
My appointment
expires Sept. 8, 2012

6.5 Photo log

Photo 1: Former tank locations near corner of building - from the north



Photo 2: Former tank locations near building, monitoring wells area in foreground



Photo 3: Former waste oil tank location near building at right



Photo 4: Monitoring well area – from the south

