



STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY

Northwest Regional Office • 3190 160th Avenue SE • Bellevue, Washington 98008-5452 • (425) 649-7000
May 11, 2010

Kevin Daniels, President
Nitze-Stagen & Co., Inc.; Daniels Development Co.
2401 Utah Ave. S., Suite 305,
Seattle, WA 98134-1431

Notice of Periodic Review Conducted at the following Hazardous Waste Site:

- Name: Union Station
- Address: South Jackson Street and Fourth Avenue South, Seattle, WA
- Facility/Site No.: 2060

Dear Mr. Daniels:

The Model Toxics Control Act, Chapter 70.105D Revised Code of Washington, which governs the cleanup of hazardous waste sites in Washington State, requires the Department of Ecology to conduct a periodic review of formal cleanup sites with institutional controls (covenants) every five years. This letter serves to inform you that a periodic review has been conducted at the Union Station (Site).

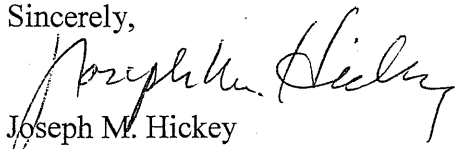
The periodic review process includes the following steps:

1. review cleanup information including any recent monitoring data,
2. confirmation that the covenant is active and recorded with the title to the property,
3. visit the Site to confirm the institutional controls and conditions of the covenant are effective.

The Site appears to meet most of the requirements of Chapter 173-340 Washington Administrative Code based on the information examined during this periodic review, and the selected remedy continues to be protective of human health, but since the cleanup is incomplete, the environment is unprotected; however, the cleanup is proceeding as planned.

A periodic review will be required every five years as long as institutional controls and/or a covenant are required to protect human health and the environment. The next periodic review will be due in 2015. Please call me at 425-649-7202 if you have any questions regarding this letter or if you would like additional information regarding the cleanup of hazardous waste sites.

Sincerely,


Joseph M. Hickey
Toxics Cleanup Program

cc: Kristy J. Hendrickson, P.E., Principal, Landau Assoc.
JH:jh
Enclosures: 1 (Periodic Review Document)





PERIODIC REVIEW

**Union Station
Facility Site ID#: 2060**

**Jackson Street and Fourth Avenue Vicinity,
Seattle, Washington**

Northwest Region Office

TOXICS CLEANUP PROGRAM

January 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 Union Station (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 a Prospective Purchaser Consent Decree 97-2-18936-5SEA, King County Superior Court. The cleanup actions resulted in concentrations of carcinogenic polycyclic aromatic hydrocarbons and metals in soil, and polycyclic aromatic hydrocarbons, petroleum hydrocarbons, benzene, and arsenic in groundwater 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;
- (d) 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
 - 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 Union Station property consists of three parcels located in Seattle, Washington. The property spans six city blocks and includes portions of the grade level, beneath elevated viaduct portions of South Jackson Street, South Airport Way, and 4th Avenue S. The property was originally part of the South Seattle industrial neighborhood. The Seattle Gaslight Company constructed a coal gasification plant at the property in 1874 on pilings over the mudflats of Duwamish Bay. The area surrounding the pile-supported facility was filled prior to about 1912. Around the turn of the century, Vulcan Iron Works manufactured iron, brass, and steel on the southern portion of the property. The Union Station passenger railroad station was constructed at the property in 1911. Union Station served passengers until 1971, when Union Pacific discontinued passenger operations at the property. The property was essentially dormant from 1971 until the purchase of the property by Union Station Associates in 1997. The southernmost terminus of the downtown Seattle transit project bus tunnel was completed at the property along 5th Avenue S. in 1990.

2.2 Site Investigations and Sample Results

The property was placed on the Washington Hazardous Sites List in 1991. Subsequently, a remedial investigation/feasibility study (RI/FS; Landau Associates and Hart Crowser 1996) was conducted. The RI included review of the property's industrial history to confirm that the investigation included the areas likely to have contamination, evaluation of existing soil and groundwater sampling information, and analysis of new soil and groundwater samples. The RI compared chemical testing results for soil and groundwater to screening levels and identified constituents of concern that required additional evaluation. The RI identified carcinogenic polycyclic aromatic hydrocarbons (cPAHs) from the coal gasification process, and metals from the coal gasification process and from the foundry within fill soil that was placed on the former tideflat surface during operation of the historic industries. Concentrations of cPAHs and some metals in some soil samples exceeded cleanup levels. Groundwater analytical results from tests during the RI and from supplemental monitoring performed after the RI and before the Consent Decree showed that groundwater screening levels for cPAHs, petroleum hydrocarbons, benzene, and arsenic were exceeded in samples from some wells at the property. Arsenic was found in an upgradient well at concentrations exceeding those found in property wells. There were also indications that a source or sources of petroleum hydrocarbons existed upgradient of the property. No pesticides, polychlorinated biphenyls (PCBs), herbicides, or evidence of dense non-aqueous phase liquids (DNAPL) were detected.

2.3 Cleanup Actions

The RI findings were used to develop alternatives to remediate the property. The evaluations of these alternatives were included in the FS. The FS defined cleanup standards, developed and

evaluated four cleanup action alternatives, and identified a preferred cleanup action alternative that would adequately protect human health and the environment. Soil cleanup levels were conservatively based on residential use conditions, although the property was zoned International District Mixed and planned property use was commercial with limited potential for direct contact.

Groundwater monitoring requirements for the property are described in the Cleanup Action Plan (CAP) and are summarized in Table 3 of the CAP. Monitoring wells originally included in the monitoring program were HC-101, HC-102, HC-103, MW-104, MW-105, MW-106, MW-107, and upgradient background wells B-4 and B-6. As described in a report (Landau Associates 2000), between 1997 and 1999 wells HC-101, HC-102, MW-106, MW-107, MW-108, and B-6 were abandoned and replaced with monitoring wells in similar locations. Ecology approved suspension of water quality monitoring in 2000 in well HC-103. Just prior to the August 2009 monitoring event, it was discovered that background well B-4 had been paved over during City of Seattle street repairs and was no longer accessible. As a result, a replacement well was installed approximately 20 ft east of well B-4. Monitoring wells currently included in the groundwater quality and groundwater level monitoring program are property wells MW-101R, MW-102R, MW-104, MW-106, MW-107R, MW-108R, and upgradient background wells B-4R and B-6R. HC-103 is monitored only for groundwater level.

Quarterly groundwater monitoring was required for 8 quarters beginning within 3 months of the effective date of the Consent Decree. The CAP also requires that quarterly sampling be performed for 8 quarters beginning the first quarter after all foundations are completed. The CAP establishes that groundwater monitoring frequency be reduced to annual if the upper 95 percent confidence limit on the mean (UCL) for results from compliance monitoring wells is less than or equal to cleanup levels. Annual monitoring was then required until 3 years after foundation loading (building construction) is complete. Groundwater monitoring frequency is then to be reduced to every 5 years if the UCL for results from compliance monitoring well is less than or equal to cleanup levels. The CAP also specifies procedures to be implemented if any sample exceeds cleanup levels during monitoring. A report documenting groundwater monitoring for 8 quarters after foundation loading was submitted to Ecology in August 2000 (Landau Associates 2000). Ecology required an additional year of quarterly monitoring after review of the report. The results for the additional year of groundwater monitoring were submitted in March 2002 in a report to Ecology with recommendations to reduce groundwater monitoring frequency to annual (Landau Associates 2002). Ecology approved reducing groundwater monitoring frequency to annual in November 2002. Annual groundwater monitoring was conducted in 2002, 2003, and 2004. Construction at the main parcel was completed in 2001. Construction at the south parcel was completed in 1999. Therefore, 3 years of groundwater monitoring after foundation loading was complete after the June 2004 monitoring event. Based on the results of the June 2002, 2003, and 2004 sampling events, Ecology approved reducing the groundwater monitoring frequency to every 5 years. Ecology also issued a Certificate of Completion for the property in 2005, but did not remove the property from the Hazard Ranking List due to the presence of petroleum hydrocarbons in groundwater at the property and up gradient of the property. The latest (2009) groundwater monitoring event showed that the compliance well results for contaminants originating on the property comply with cleanup levels. Groundwater data from the past eight

sampling events is used for the statistical evaluation. In general, the concentrations of the five constituents measured at the property wells in 2009 are similar to concentrations measured previously at the property wells. Only a few changes in measured concentrations were observed for the 2009 monitoring event, as follows:

- Concentrations of diesel-range petroleum hydrocarbons in property wells were lower compared to concentrations measured at property wells during recent monitoring events. The highest concentrations of diesel-range petroleum hydrocarbons detected in the property wells have historically occurred at monitoring well MW-101R; however, these concentrations have steadily decreased from 4,200 micrograms per liter (ug/L) in 2002 to 1,500 ug/L in 2009. For the first time, diesel-range petroleum hydrocarbons were not detected at monitoring wells MW-104 and MW-105, and they continued to be below the reporting limit at MW-108R. Diesel-range petroleum hydrocarbons were also not detected for the first time since 2000 at monitoring well MW-102.
- Concentrations of gasoline range petroleum hydrocarbons in property wells were higher compared to concentrations measured during previous monitoring events. Gasoline range petroleum hydrocarbons were detected for the first time since March 2002 at well MW-104, although the concentration is within the concentrations measured historically at this well. The concentration of gasoline-range petroleum hydrocarbon at monitoring well MW-105 is the highest concentration measured at this well during the past eight monitoring events, although it also is within the range measured historically at this well.
- The concentration of benzene, a typical gasoline component, also increased at monitoring well MW-105 during this monitoring event, to a value within its previous range, but decreased at well MW-101R to a value slightly less than its previous range. The benzene concentration measured at well MW-101R during this monitoring event is the lowest concentration measured at this well during the past eight monitoring events.
- The concentration of arsenic at property well MW-105 is the lowest concentration measured at well MW-105 during the past eight monitoring events. The concentration of arsenic at property well MW-104 is the highest concentration measured at well MW-104 during the past eight monitoring events.
- At well MW-105, concentrations of cPAHs increased somewhat compared to the previous range of concentrations measured at this well, although the 2009 concentrations were less than those measured in the past at background well B4.
- At the upgradient well B-4R, concentrations of four of the five constituents were lower than the concentrations measured during previous events or not detected. Only the dissolved arsenic concentration was greater than the concentrations previously measured at well B-4.
- At upgradient well B-6R, concentrations of the five constituents were similar to previous concentrations detected at this well.

2.4 Cleanup Levels

The point of compliance for soil is throughout the property. Groundwater cleanup levels were based on protection of marine surface water. The point of compliance for groundwater is the property boundary and extends from the uppermost level of the saturated zone vertically to the

lowest depth that could potentially be affected by the property. The cleanup action selected includes paving, construction soil excavation, groundwater monitoring, contingent groundwater remediation, and institutional controls.

Ecology and Union Station Associates entered into a Prospective Purchaser Consent Decree for the property in 1997. Since that time, Union Station Associates has implemented the selected remedial action for the property. Paving and construction soil excavation were completed as part of property redevelopment. A restrictive covenant implementing the required institutional controls was recorded on the property deed. Groundwater monitoring began in October 1997. Construction at the property is complete. A parking garage was completed on the south parcel in 1999. Construction at the main parcel, including renovation of the Union Station building and construction of a parking garage and four new buildings, was completed in 2001. A new building at the north parcel was completed in 2002.

Following completion of the last eight groundwater monitoring events at the property (performed from June 2001 through August 2009), a statistical evaluation was performed to determine compliance with the cleanup levels at each well and, if appropriate, background based screening levels. Procedures to be used to evaluate exceedances of cleanup levels are described in the CAP. The CAP specifies that basic statistical parameters such as mean and median be developed and that the UCL be calculated for compliance well data to evaluate exceedances of cleanup levels. The methodology used for demonstrating statistical compliance, in accordance with the CAP, followed statistical methods from the Ecology Toxics Cleanup Program guidance document, Statistical Guidance for Ecology Site Managers (Ecology 1992), the Supplement to Statistical Guidance for Ecology Site Managers (Ecology 1993), and MTCASat97 compliance module. In general, compliance was determined by calculating the UCL for each detected compound at each property well and comparing it to the cleanup level listed in the CAP. For arsenic, cPAHs, and some petroleum hydrocarbon-related constituents, screening levels were calculated based on concentrations found in one of the background wells.

Evaluation of historical and current analytical results for the property indicates that there are upgradient sources of gasoline-range and diesel-range petroleum hydrocarbons and related constituents that have migrated in groundwater onto the property. For this reason, groundwater concentrations at well B-4 have historically been used to evaluate compliance for gasoline-range and diesel-range petroleum hydrocarbons, acenaphthene, and benzene in property wells. Sometime since the previous groundwater monitoring event in June 2004 well B-4 was paved over and is no longer accessible. This well was replaced by well B-4R, located approximately 20 ft east of well B-4. The groundwater elevation measured at the replacement well was higher than the elevations measured at the property wells. This indicates that the groundwater flow in the vicinity of the property is to the west, and that low groundwater elevations measured at well B-4 beginning in March 2001, after the Nisqually earthquake, were likely a result of physical changes to the well and/or subsurface.

Background based screening levels were calculated for petroleum hydrocarbons, benzene, acenaphthene, and cPAHs using data from well B-4/B-4R and for arsenic using data from B-6R. Data from the entire monitoring period October 1997 through August 2009 were used to

calculate screening levels for each constituent. For petroleum hydrocarbons, benzene, acenaphthene, and cPAH, data from the period when well B-4/B-4R was clearly upgradient of property wells (October 1997 through December 2000, and August 2009) were also used to calculate screening levels. Calculated values from both data sets were similar. The values from October 1997 through December 2000, and August 2009 were used as background based screening levels for petroleum hydrocarbons, benzene, acenaphthene, and cPAHs and used in compliance evaluations.

UCLs were calculated for each well for detected constituents and compared to cleanup levels identified in the CAP. The only exceedances of CAP cleanup levels are for acenaphthene (wells MW-101R and MW-104) benzene (MW-101R and MW-105), arsenic (MW-101R, MW-102R, MW-104, MW-105, MW-107R, MW-108R), benzo(a)anthracene (MW-105), and chrysene (MW-105). These constituents are also present in at least one of the background wells indicating they have migrated onto the property from offsite. Only the UCL for benzene in MW-105 exceeds the background based screening level. There are no exceedances of screening levels for diesel range or gasoline range petroleum hydrocarbons in any property well. These results are consistent with the results of previous statistical evaluations. Historical results for groundwater samples at B-4 have consistently demonstrated that petroleum related constituents were migrating from off-property onto the property (Landau Associates 2000 2002 2003a b, and 2004). Concentrations of petroleum related constituents in 2009 samples from well B-4R are lower than historical concentrations at B-4 indicating that the off-Site source may no longer be present, or the groundwater plume from an off-Site source may no longer be in the immediate vicinity of well B-4/B-4R. In any case, because these exceedances allegedly do not represent contamination originating on the property, the consultant recommends they should not be used to trigger groundwater treatment or an increase in the frequency of groundwater monitoring.

Arsenic was detected in all property wells and in both background wells. The concentrations reported for the background wells were significantly higher than the concentrations reported for the property wells indicating that arsenic is migrating in groundwater onto the property. A background based screening level was calculated using the well B-6R data and was used to evaluate compliance. There were no exceedances of the background based screening level. These arsenic exceedances allegedly do not represent contamination originating on the property; therefore, the consultant recommends they should not be used to trigger groundwater treatment or an increase in the frequency of groundwater monitoring.

UCLs for two cPAHs [benzo(a)anthracene and chrysene], exceed the CAP cleanup levels at well MW-105, but do not exceed the background-based screening levels. Because the cPAH exceedances allegedly do not represent contamination originating on the property, the consultant recommends they should not be used to trigger groundwater treatment or an increase in the frequency of groundwater monitoring.

2.5 Restrictive Covenant

Based on commercial Site use, surface cover, and cleanup levels, it was determined that the Site cleanup could be protective of human health if a Restrictive Covenant was recorded for the

property. A Restrictive Covenant was recorded for the Site in 1997 which imposed the following limitations:

Section 1. No groundwater may be taken for domestic purposes from the Property.

Section 2. No wells of any sort unless associated with the Remedial Action, may be constructed on the Property.

Section 3. There will be no residential housing or day care facilities located at street level on the Property.

Section 4. Without approval from Ecology the capping components and groundwater monitoring and treatment facility called for in the Cleanup Action Plan will not be altered, modified, or removed in any manner that may result in the release or exposure to the environment of contaminated soil or create a new exposure pathway.

Section 5. Owner and Owner's assigns and successors in interest reserve the right under WAC 173-340-440 (1991 ed.) to record an instrument which provides that this Restrictive Covenant shall no longer limit use of the Property or be of any further force or effect. However, such an instrument may be recorded only with the consent of Ecology or of a successor agency. Ecology or a successor agency may consent to the recording of such an instrument only after public notice and comment

The Restrictive Covenant is available as Appendix 6.4.

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 27, 2010, the remedy at the Site continues to eliminate exposure to contaminated soils by ingestion and contact. The asphalt, pavement and other surface cover appears in satisfactory condition and no repair, maintenance, or contingency actions have been required. The Site is still operating as a large city block of various activities including a bus tunnel portal. A photo log is available as Appendix 6.5.

Soils with carcinogenic polycyclic aromatic hydrocarbons and metals in soil, and polycyclic aromatic hydrocarbons, petroleum hydrocarbons, benzene, and arsenic in groundwater 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. The groundwater is still remediating as planned.

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 (1991 ed.). 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	None listed	None listed	1000	None listed
TPH-Gas	100	100/30	None listed	1000/800
TPH- Diesel	200	2000	None listed	500
TPH-Oil	200	2000	None listed	500

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; the environment (groundwater) is still remediating as planned. 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. The environment (groundwater) is being monitored and remediating slowly, as expected.
- Soils cleanup levels have not been met at the standard point of compliance for the Site; however, the cleanup action for the soil 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 Restrictive Covenant for the property is in place and continues to be effective in protecting public health 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 at this time. 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

RI/FS; Landau Associates and Hart Crowser 1996.

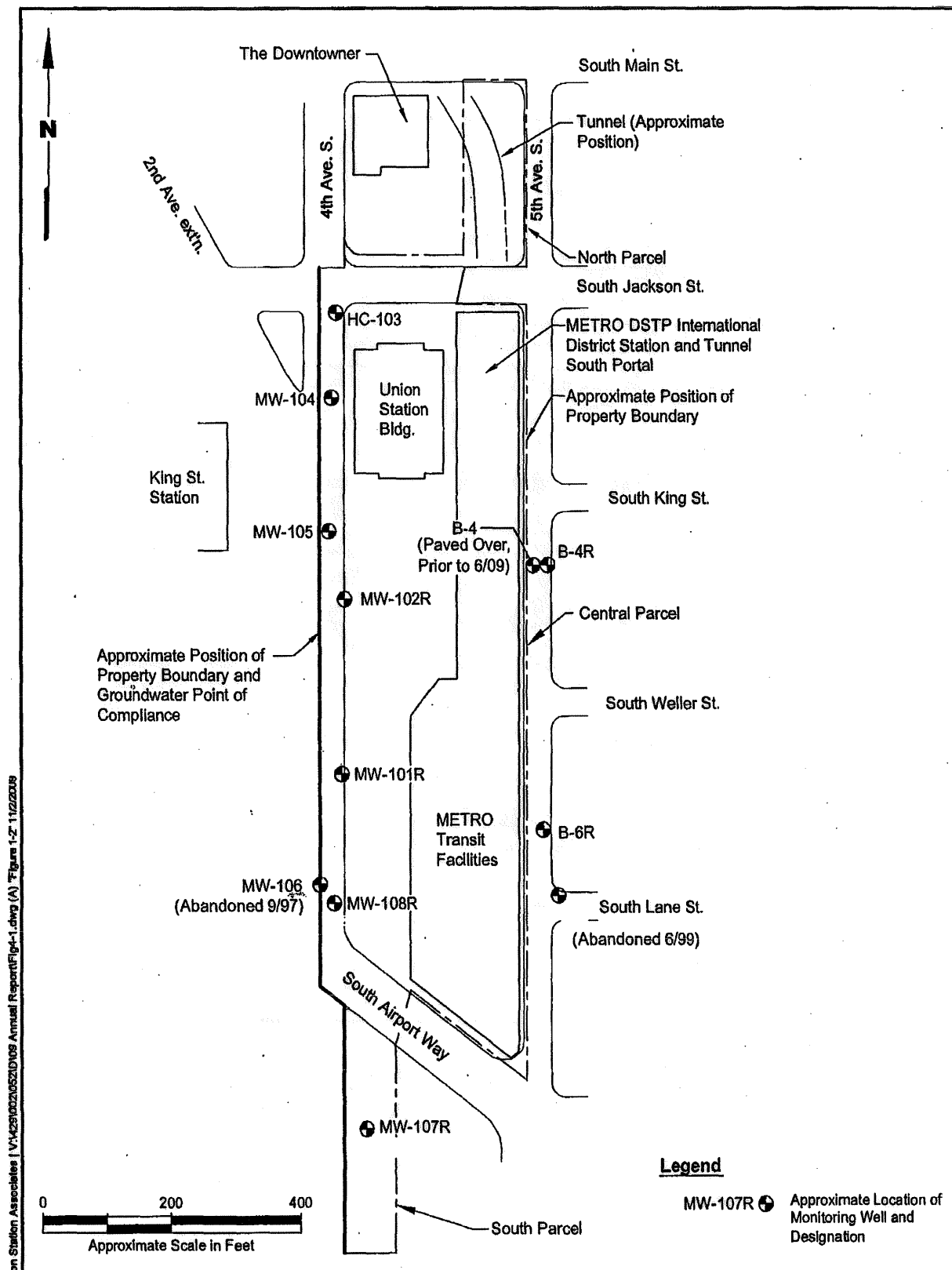
Other references from these consultants are numerous; please see Ecology file.

1997 Restrictive Covenant.

Ecology, 2010, Site Visit.

6.0 APPENDICES

6.2 Site Plan



6.3 TPH-Dx Concentration Map

6.4 Environmental Covenant

RETURN ADDRESS:

David H. Oswald, Esq.
Ryan, Swanson & Cleveland, PLLC
1201 Third Avenue, Suite 3400
Seattle, WA 98101-3034

RESTRICTIVE COVENANT

GRANTOR: Union Station Associates, LLC

ABBREVIATED LEGAL DESCRIPTION: Lots 4 through 8, Block 28, and all of Blocks 25, 26 and 27, D.S. Maynard's Plat of Seattle, Vol. 1, Pg. 23; Lots 1 through 7, Columbia and Puget Sound Railroad Replat of part of Block 283, Seattle Tide Lands, Vol. 12, Pg. 88

ASSESSOR'S TAX PARCEL NO.: 524780-1290-02-7666980-0004-06

Union Station Associates, LLC ("Owner") is the fee owner of real property in the County of King, State of Washington, hereafter referred to as the "Property." A legal description of the Property is attached hereto as Exhibit A.

The Property has been the subject of remedial action under Chapter 70.105D RCW. The work done to clean up the Property (hereinafter "Remedial Action") is described in the Cleanup Action Plan entered in *State of Washington, Department of Ecology v. Union Station Associates, L.L.C.*, King County Superior Court Cause No. 97-2-18936-5SEA. This Restrictive Covenant is required by the Department of Ecology ("Ecology") under WAC 173-340-440 (1991 ed.) due to residual concentrations of hazardous substances remaining at the Property as described in the Cleanup Action Plan.

Owner makes the following declarations 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.

Section 1. No groundwater may be taken for domestic purposes from the Property.

Section 2. No wells of any sort, unless associated with the Remedial Action, may be constructed on the Property.

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OCTOBER 24, 1997

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Section 3. There will be no residential housing or day care facilities located at street level on the Property.

Section 4. Without approval from Ecology, the capping components and groundwater monitoring and treatment facility called for in the Cleanup Action Plan will not be altered, modified or removed in any manner that may result in the release or exposure to the environment of contaminated soil or create a new exposure pathway.

Section 5. Owner and Owner's assigns and successors in interest reserve the right under WAC 173-340-440 (1991 ed.) to record an instrument which provides that this Restrictive Covenant shall no longer limit use of the Property or be of any further force or effect. However, such an instrument may be recorded only with the consent of Ecology, or of a successor agency. Ecology, or a successor agency, may consent to the recording of such an instrument only after public notice and comment.

DATED: October 24, 1997

UNION STATION ASSOCIATES, LLC
By NSD, LLC - Manager

By [Signature]
Kevin Daniels - Member

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

THIS IS TO CERTIFY that on this 24th day of October, 1997, before me, the undersigned, a notary public in and for the state of Washington, duly commissioned and sworn, personally appeared KEVIN DANIELS, to me known to be a Member of NSD, LLC, a Washington limited liability company, to me known to be the Manager of Union Station Associates, LLC, the Washington limited liability company that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and

deed of each limited liability company for the uses and therein mentioned, and on oath stated that said individual was authorized to execute said instrument.

WITNESS my hand and official seal hereto affixed this 24th day of October, 1997.

Linda Pieratt
(Signature of Notary)
LINDA PIERATT
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the State of
Washington, residing at Renton, wa
My Appointment Expires: 8-19-00

9710241276

145120.01
OCTOBER 24, 1997

EXHIBIT A

DESCRIPTION:

Parcel 1:

A portion of Lots 4, 5, 6, 7 and 8, and the vacated alley, Block 28, D.S. Maynard's Plat of the Town (now City) of Seattle, King County, Washington, according to the plat thereof recorded in Volume 1 of Plats, page 23, records of King County, Washington, more particularly described as follows:

9710241276
Beginning at the Southwest corner of said Lot 4;
THENCE North along the West line of said Lot 4 a distance of 55.0 feet to a Southwesterly corner of that certain parcel of land described in Warranty Deed dated August 2, 1954, from Union Pacific Railroad Company to Dorothy Replin, identified in said Railroad Company's Records as C. D. No. 40800-1, Union Pacific Land Sold Audit No. 2322;
THENCE Southeasterly along a Southwesterly line of said deeded parcel of land, which is a tangent curve concave Northeasterly having a radius of 40.0 feet, a distance of 62.83 feet to a point that is 15.0 feet distant Northerly, measured at right angles from the South line of said Block 28;
THENCE Southeasterly along a Southwesterly line of said deeded parcel of land which is a straight line parallel with said South line of Block 28, a distance of 138.0 feet, more or less, to a point that is 78.0 feet distant Westerly, measured at right angles, from the East line of said Block 28;
THENCE North along the East line of said deeded parcel of land which is a straight line parallel with said East line of Block 28, a distance of 225.0 feet, more or less, to a point in the North line of said Block 28;
THENCE East along said North line of Block 28, a distance of 78.0 feet, more or less, to the Northeast corner of said Block;
THENCE South along the East line of said block, a distance of 240.0 feet to the Southeast corner thereof;
THENCE West along the South line of said block, a distance of 256.0 feet to the true point of beginning.

(CONTINUED)

- 1 of 6 -

DESCRIPTION CONT. .

Parcel 2:

A parcel of land being all of Blocks 25, 26 and 27, and the vacated alleys located therein, D.S. Maynard's Plat of the Town (now City) of Seattle, according to the plat thereof recorded in Volume 1 of Plats, page 23, records of King County, Washington, all of Blocks 201 and 202, and the vacated alleys located therein of the plat of the Seattle Tide Lands, according to the Official Maps on file in the Office of the Commissioner of Public Lands in Olympia, Washington, and all those portions of vacated King, Weller and Lane Streets adjoining to the above mentioned blocks, all in the City of Seattle, King County, Washington.

Parcel 3:

A parcel of land being portions of Lots 1, 2, 3, 4, 5, 6 and 7, on the Columbia & Puget Sound Railroad Replat of Part of Block 283, Seattle Tide Lands, according to the plat thereof recorded in Volume 12 of Plats, page 88, records of King County, Washington, more particularly described as follows:

Beginning at the most Northerly corner of said replat;
THENCE Southerly along the Westerly line of said replat, South $01^{\circ}08'05''$ West 402.58 feet to the Southwest corner of Lot 7 of said replat;
THENCE along the South line of said Lot 7 South $88^{\circ}51'55''$ East, 129.94 feet to the beginning of a non-tangent curve concave Northeasterly, from which point a radial line bears North $77^{\circ}10'43''$ East, 1,127.00 feet;
THENCE Northwesterly, along said curve, through a central angle of $14^{\circ}02'27''$, 276.18 feet;
THENCE North $01^{\circ}13'10''$ East, 56.54 feet to a point on the Northeasterly line of said replat;
THENCE along said Northeasterly line, North $51^{\circ}59'37''$ West, 120.94 feet to the point of beginning.

(CONTINUED)

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DESCRIPTION CONT.

Parcel 3A:

Air rights parcel: As disclosed by reservation contained in instrument recorded under Recording No. 9209231310, described as follows:

That portion of Lots 1, 2, 3, 4, 5, 6 and 7 of the Columbia & Puget Sound Railroad Replat of a part of Block 283 of the Seattle Tide Lands, according to the plat thereof recorded in Volume 12 of Plats, page 88, records of King County, Washington, lying above an inclined plane which is 16.50 feet above the surface of paving between Highway Engineers Station 10+03.95 and 13+26.37 of the SR 90 EBT line, said surface being substantially as shown on W.S.D.O.T. Map "SR 90 Seattle Transit Access", Sheets 35 & 74 of 1443, as revised on September 1, 1988 and Sheet 96 of 1443 as Revised on March 4, 1988, exhibiting centerline elevations relative to City of Seattle Datum as follows:

Elevation 11.41 at Station 10+10.95 E.B.T.,
Elevation 10.80 at Station 10+86.08 V.P.I.,
Elevation 16.75 at Station 12+11.08 E.V.C.,
Elevation 21.99 at Station 13+21.14 E.B.T.

Said portion being described as follows:

Commencing at the most Northerly corner of said replat;
THENCE along the Northeasterly line of said replat, South 51°59'37" East, 120.94 feet to the true point of beginning;
THENCE South 01°13'10" West, 56.54 feet, to the beginning of a curve, concave Northeasterly, having a radius of 1,127.00 feet;
THENCE Southeasterly, along said curve, through a central angle of 11°30'37", 226.41 feet;
THENCE North 01°08'05" East, 264.77 feet to a point on the Northeasterly line of said replat;
THENCE along said Northeasterly line, North 51°59'37" West, 27.81 feet to the true point of beginning.

(CONTINUED)

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DESCRIPTION CONT.

Parcel 4:

The following vacated portions of South Jackson Street, 4th Avenue South and Airport Way South as vacated by City of Seattle Ordinance No. 118456, recorded under Recording No. 9701160538;

That portion of the following described Parcels A, B and C, as measured from the elevation of the bottom surface of the pavement to a level plan eight feet above the highest point of the surface of the ground;

TOGETHER with that portion of the following described Parcel A where the noise barrier wall, as described in Paragraph 1 of the Property Use and Development Agreement recorded under Recording No. 9611181511, will be constructed in the future, extending above such eight-foot level plane;

EXCEPTING from the following described Parcels, A, B and C the areas where the existing supporting columns for the Bridges (as described in said agreement) are located, and an additional 8" of diameter for existing column:

Parcel A:

That portion of South Jackson Street between East margin of 4th Avenue South and a line approximately half way between 4th Avenue South and 5th Avenue South more fully described as follows:

Beginning at the point of intersection of the South line of South Jackson Street with the East line of 4th Avenue South;

THENCE North $01^{\circ}15'09''$ East, a distance of 66.00 feet to the point of intersection of the East line of 4th Avenue South and the North line of South Jackson Street;

THENCE East along said North line South $88^{\circ}45'48''$ East, a distance of 156.65 feet;

THENCE South $0^{\circ}16'00''$ West, a distance of 60.88 feet;

THENCE North $88^{\circ}20'25''$ West, a distance of 7.87 feet;

THENCE South $0^{\circ}17'40''$ West, a distance of 5.18 feet to a point on the South line of South Jackson Street;

THENCE along said South line North $88^{\circ}45'48''$ West, a distance of 148.75 feet to the Point of Beginning.

(CONTINUED)

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DESCRIPTION CONT.

Parcel B:

That portion of the East half of 4th Avenue South between the North margin of South Jackson Street and the Southerly margin of Airport Way South, more fully described as follows:

Beginning at the point of intersection of the South line of South Jackson Street with the East line of 4th Avenue South;

THENCE along said East line South $01^{\circ}15'09''$ West, a distance of 1,055.63 feet to the point of intersection of the East line of 4th Avenue South and the Southwest line of Airport Way South;

THENCE North $51^{\circ}59'37''$ West, a distance of 61.78 feet;

THENCE North $01^{\circ}15'09''$ East, a distance of 1,097.98 feet;

THENCE South $88^{\circ}25'20''$ East, a distance of 8.20 feet;

THENCE South $01^{\circ}11'18''$ West, a distance of 6.39 feet;

THENCE South $88^{\circ}25'20''$ East, a distance of 6.90 feet;

THENCE North $01^{\circ}11'18''$ East, a distance of 6.44 feet;

THENCE South $88^{\circ}55'22''$ East, a distance of 26.51 feet;

THENCE South $01^{\circ}04'38''$ West, a distance of 8.85 feet;

THENCE South $88^{\circ}15'29''$ East, a distance of 7.86 feet to a point on the East line of 4th Avenue South;

THENCE along said East line and its prolongation South, $01^{\circ}15'09''$ West, a distance of 70.45 feet to the point of beginning.

Parcel C:

That portion of Airport Way South located East of the East margin of 4th Avenue South, more fully described as follows:

Beginning at the point of intersection of the East line of 4th Avenue South with the Northeast line of Airport Way South;

THENCE along said Northeast line South $51^{\circ}59'37''$ East, a distance of 114.17 feet;

THENCE South $01^{\circ}17'40''$ West, a distance of 67.19 feet;

THENCE South $52^{\circ}26'31''$ East, a distance of 20.27 feet;

THENCE South $00^{\circ}02'31''$ East, a distance of 58.97 feet to a point on the Southwest line of Airport Way South;

(CONTINUED)

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THENCE along said Southwest line North $51^{\circ}59'37''$ West, a distance of 136.15 feet to the point of intersection of the Southwest line of Airport Way South and the prolongation, from the North, of the East line of 4th Avenue South;
THENCE Northerly along said prolongation, North $01^{\circ}15'09''$ East, a distance of 124.81 feet to the point of beginning.

Situate in the County of King, State of Washington.

EXCEPT that portion of Parcel 4 which lies West of the East 33 feet of 4th Avenue South and North of the Northwesterly extension of the Southwesterly line of Block 25, D.S. Maynard's Plat, according to the plat recorded in Volume 1 of Plats, page 23, records of King County, Washington.

Parcel 5:

All those portions of 4th Avenue South, vacated South King Street and vacated South Weller Street adjoining to Blocks 20, 21, and 22, D. S. Maynard's Plat, according to the Plat recorded in Volume 1 of Plats, Page 23, Records of King County, Washington, and adjoining to Block 200, Plat of the Seattle Tide Lands, according to the Official Maps on file in the Office of the Commissioner of Public Lands in Olympia Washington, being more particularly described as follows:

Beginning at the Point of Intersection of the Southwest line of Airport Way South with a line which is parallel to and 33 feet Westerly of the East Margin of 4th Avenue South; thence along said Southwest line North $51^{\circ}59'37''$ West, a distance of 20.59 feet; thence North $88^{\circ}25'20''$ West a distance of 0.34 feet; thence North $01^{\circ}15'09''$ East, a distance of 1,097.98 feet; thence South $88^{\circ}25'20''$ East, a distance of 8.54 feet; thence South $01^{\circ}11'18''$ West, a distance of 6.39 feet; thence South $88^{\circ}25'20''$ East, a distance of 6.90 feet; thence North $01^{\circ}11'18''$ East, a distance of 6.44 feet; thence South $88^{\circ}55'22''$ East, a distance of 1.38 feet to a line which is parallel to and 33 feet Westerly of the East Margin of 4th Avenue South; thence along said line and its prolongation South $01^{\circ}15'09''$ West, a distance of 1,110.28 feet to the Point of Beginning;

Except that portion of vacated 4th Avenue South lying South of the Northwesterly extension of the Southwesterly line of Block 25, D. S. Maynard's Plat, according to the Plat recorded in Volume 1 of Plats, Page 23, Records of King County, Washington, and East of the centerline of 4th Avenue South.

Situate in the County of King, State of Washington.

6.5 Photo log

Photo 1: Front of Union Station Buildings - from Jackson looking south



Photo 2: Union Sta. Bldg. on the right, Metro facility on the left - looking south



Photo 3: Union Sta. Bldg. west side with other development – looking southeast



Photo 4: Development south of Union Sta. Bldg. –southern limits of Site is 2nd light down

