

**STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY**

In the Matter of Remedial Action by:
**The Boeing Company, King County and the
City of Seattle**

North Boeing Field/Georgetown Steam Plant
AGREED ORDER

No. DE 5685

TO: POTENTIALLY LIABLE PERSONS

Mr. Steven Tochko
Environmental Remediation Manager
The Boeing Company
P.O. Box 3707
M/C 6Y-94
Seattle, WA 98124-2207

Mayor Greg Nickels
Mayor's Office
City of Seattle
P.O. Box 94749
Seattle, WA 98124-4749

Mr. Robert Burke, Airport Director
King County International Airport
7277 Perimeter Road South
Seattle, WA 98108

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I. INTRODUCTION

The mutual objective of the State of Washington, Department of Ecology (Ecology) and the Boeing Company, King County and the City of Seattle under this Agreed Order (Order) is to facilitate Ecology-conducted remedial action at a facility where there has been a release or threatened release of hazardous substances. Under the terms of this Order, the Boeing Company, King County and the City of Seattle agree to grant Ecology access to property they respectively own and/or control, located at 7370 E. Marginal Way South and 6700-13th Avenue South in Seattle, King County, WA., for the purpose of completing a Remedial Investigation/Feasibility Study (RI/FS) and for conducting one or more interim actions, if appropriate, for the North Boeing Field/Georgetown Steam Plant Site (Site). The Boeing Company, King County, and the City of Seattle shall be given the first opportunity to perform any interim actions that may be required under this Order. If the PLPs are unable to perform interim actions required under this Order, Ecology may perform interim actions and bill the PLPs for all interim action costs. The Boeing Company, King County and the City of Seattle agree to make payments of remedial action costs for state-conducted remedial actions at the Site. Ecology intends to use the funds received from the PLPs to complete the RI/FS and any interim actions performed by Ecology for the Site. Ecology believes the actions required by this Order are in the public interest.

II. JURISDICTION

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

III. PARTIES BOUND

This Agreed Order shall apply to and be binding upon the Parties to this Order, their successors and assigns. The undersigned representative of each Party hereby certifies that he or she is fully authorized to enter into this Order and to execute and legally bind such Party to comply with the Order. The Boeing Company, King County and the City of Seattle agree to undertake all actions required by the terms and conditions of this Order. No change in ownership or corporate status shall alter the Boeing Company's, King County's and the City of Seattle's responsibility under this Order.

IV. DEFINITIONS

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

A. Site: The Site is referred to as the North Boeing Field/Georgetown Steam Plant Site and is generally located at 7370 E. Marginal Way South and 6700-13th Avenue South in Seattle, King County, WA. The Site is defined by the extent of contamination caused by the release of hazardous substances at the Site. Based upon factors currently known to Ecology, the Site is more particularly described in Exhibit A to this Order, which includes a detailed Site diagram. The Site constitutes a Facility under RCW 70.105D.020(5).

B. Parties: Refers to the State of Washington, Department of Ecology (Ecology) the Boeing Company, King County and the City of Seattle.

C. Potentially Liable Persons (PLPs): Refers to the Boeing Company, King County and the City of Seattle.

D. Agreed Order or Order: Refers to this Order and each of the exhibits to the Order. All exhibits are integral and enforceable parts of this Order. The terms "Agreed Order" or "Order" shall include all exhibits to the Order.

V. FINDINGS OF FACT

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

A. The Site, which is defined by the extent of contamination caused by the release of hazardous substances, includes land impacted by industrial practices at the Georgetown Steam Plant (GTSP) and North Boeing Field (NBF) properties which are located northeast and east of Slip 4, respectively, and approximately 4 miles south of downtown Seattle. The approximate Site boundaries are shown in Exhibit A. Slip 4 is part of the Lower Duwamish Waterway (LDW) Superfund site. The GTSP is located near the intersection of Warsaw and Ellis Avenue South near the northwest corner of King County International Airport (KCIA). The GTSP property contains an old powerhouse that currently houses the Georgetown Powerplant Museum. A condenser pit beneath the powerhouse is connected to an underground concrete tunnel that discharges into a flume (the GTSP flume). The GTSP flume extends for approximately 0.4 mile from the powerhouse into the head of Slip 4. The City of Seattle owns the 7.29-acre property that contains the powerhouse and property adjacent to the GTSP flume.

King County owns most of the land within NBF, which is bounded to the northwest by Ellis Avenue South, the southeast by the southern end of the Boeing Company's flight line and taxi ways, the northeast by the eastern edge of the Boeing Company's flight line and taxi ways, and the southwest by East Marginal Way South. The Boeing Company leases about 117 acres of NBF property from King County and owns the improvements it has constructed on the leased property. The Boeing Company also leases a few acres on either side of the GTSP flume from the City of Seattle and owns the parcel containing Building 3-390 (King County parcel number 2924049106) and an adjacent parcel used for parking (King County parcel number 2924049066). The Boeing Company manages numerous research, testing, and manufacturing facilities on the property. A network of stormwater catch basins, drains, and pipes collect and convey stormwater from NBF to the head of Slip 4.

B. The Site has been the subject of numerous environmental investigations and cleanups beginning in the early 1980s. These investigations and cleanups are summarized in the following report:

North Boeing Field and Georgetown Steam Plant Summary of Existing Information and Identification of Data Gaps, dated February 2007 by Science Applications International Corporation (SAIC).

More detailed information on individual investigations and cleanups is available in the references listed in this report.

C. Environmental investigations and cleanups revealed releases of polychlorinated biphenyls (PCBs), petroleum hydrocarbons, polynuclear aromatic hydrocarbons (PAHs), antimony, arsenic, cadmium, chromium, copper, lead, mercury, and zinc to soil; petroleum hydrocarbons, volatile organic compounds (VOCs), semi-volatile organic compounds (SVOCs), antimony, arsenic, chromium, and lead to groundwater; and PCBs, PAHs, SVOCs, arsenic, copper, lead, mercury, and zinc to suspended solids in stormwater.

D. The U.S. Environmental Protection Agency (EPA) added the LDW to the federal Superfund list on September 13, 2001. EPA has entered into a Memorandum of Understanding with Ecology under which Ecology has been designated the Lead Agency to implement efforts to investigate and control sources of contamination to LDW sediments. PCBs and SVOCs have been identified as contaminants of concern in Slip 4 sediments, and Slip 4 has been identified as an early action area for sediment remediation. Releases of PCBs, PAHs, SVOCs, and metals have been identified in suspended solids in storm water and deposited in storm water piping systems from the Site. Since stormwater from the Site discharges into Slip 4, there is the potential for suspended solids in stormwater from the Site to contaminate sediment in Slip 4. Cleanup of sediment in Slip 4 has been delayed because of potential recontamination of sediment in Slip 4 that might result from contaminant releases from the Site.

E. On the basis of the facts set forth herein, Ecology has determined that a release or threatened release of hazardous substances at the Site requires remedial actions to protect human health and the environment. This Order sets forth the measures that need to be taken to perform a remedial investigation/feasibility study for the Site.

F. Ecology and the PLPs have determined that it is in the best interests of the Parties for Ecology to perform the RI/FS for the Site. The PLPs have agreed to reimburse Ecology for the costs of performing the RI/FS in accordance with Exhibit D of this Order.

VI. ECOLOGY DETERMINATIONS

A. The PLPs are “owners or operators as defined in RCW 70.105D.020(17) of a “facility” as defined in RCW 70.105D.020(5) because the PLPs owned or operated facilities on property at which, and from which, hazardous substances were released into the environment during the PLPs’ ownership or operations.

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

C. Based upon credible evidence, Ecology issued a PLP status letter to each PLP dated March 9, 2007, pursuant to RCW 70.105D.040, -.020(21) and WAC 173-340-500. After providing for notice and opportunity for comment, reviewing any comments submitted, and concluding that credible evidence supported a finding of potential liability, Ecology issued determinations that The Boeing Company, King County, and the City of Seattle are PLPs under RCW 70.105D.040 and notified each PLP of this determination by letter dated April 20, 2007.

D. Pursuant to RCW 70.105D.030(1) and .050(1), Ecology may require the PLPs to investigate or conduct other remedial actions with respect to any release or threatened release of hazardous substances, whenever it believes such action to be in the public interest. Ecology is also authorized under MTCA to conduct remedial actions and require access for that purpose. RCW 70.105D.030 (1) (a), (b). Based on the foregoing facts, Ecology believes the remedial actions required by this Order are in the public interest.

E. Under WAC 173-340-430, an interim action is a remedial action that is technically necessary to reduce a threat to human health or the environment by eliminating or substantially reducing one or more pathways for exposure to a hazardous substance, that corrects a problem that may become substantially worse or cost substantially more to address if the

remedial action is delayed, or that is needed to provide for completion of a site hazard assessment, remedial investigation/feasibility study or design of a cleanup action. Cleanup of contaminated sediment in Slip 4 has been delayed because of the potential for sediment recontamination as a result of contaminant releases from the Site. Investigation of the Site may reveal sources of contamination to Slip 4 that if addressed promptly will allow Slip 4 remediation to proceed. The need to reduce or eliminate sources of contamination to Slip 4 or imminent threats to human health or the environment might warrant an interim action consistent with WAC 173-340-430. The PLPs shall be given the first opportunity to perform any interim actions that may be required under this Order. Interim actions performed by the PLPs shall be in conformance with WAC 173-340-430. If the PLPs are unable to perform interim actions required under this Order, Ecology may perform interim actions and bill the PLPs for all interim action costs in accordance with Exhibit D of this Order. Such interim actions may be conducted under an amendment to Exhibit B (Scope of Work) for this Order

VII. WORK TO BE PERFORMED

Based on the Findings of Fact and Ecology Determinations, it is hereby ordered that PLPs take the following remedial actions at the Site and that these actions be conducted in accordance with Chapter 173-340 WAC unless otherwise specifically provided for herein:

A. Access

Each of the PLPs shall provide access to Ecology, any authorized representative of Ecology, and any party or entity directed or authorized by Ecology, to all property at the Site that the PLP either owns, controls, or has access rights to at all reasonable times, so that Ecology can perform any remedial actions that Ecology deems necessary for conducting or monitoring the RI/FS or interim action work at the Site. Ecology or any Ecology authorized representative shall have the full authority to enter and freely move about all property at the Site that the PLPs either own, control, or have access rights to at all reasonable times for the purposes of, *inter alia*: 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 performed for July 3, 2008

purposes of the RI/FS, and any other activity necessary to conduct the RI/FS or any interim actions under WAC 173-340-430 and Section VI E. of this Order. The PLPs shall make all reasonable efforts to secure access rights for those properties within the Site not owned or controlled by the PLPs where remedial investigations will be performed pursuant to this Order.

Ecology or any Ecology authorized representative shall give reasonable notice to any PLP before entering any Site property owned or controlled by that PLP or to which that PLP has access rights unless an emergency prevents such notice. All persons who access the Site pursuant to this Section shall comply with any applicable Health and Safety Plan(s), appropriate PLP access and security procedures, and applicable FAA requirements. Ecology employees and their representatives shall not be required to sign any liability release or waiver as a condition of Site property access. Any required activities that could potentially interrupt airport operations must be performed to minimize impact to airport operations. Any required activities within the Runway Safety Areas must be scheduled with the Airport a minimum of 14 days prior to the proposed work.

Each PLP's Project Coordinator or other representative may accompany Ecology's representative(s) at all times at property owned or operated by that PLP. If property is owned or operated by more than one PLP, then each PLP who is an owner, lessee, or operator may have its Project Coordinator or other representative accompany Ecology's representative. Any photography, video or audio recording of any activities at property owned or operated by The Boeing Company may be reviewed by The Boeing Company, to enable The Boeing Company to make a claim of business confidentiality related to any such photographs or recordings. In the event Ecology receives a public disclosure request for information related to this Site, The Boeing Company agrees not to assert any business confidentiality claim with regard to any geologic, hydrologic or analytical data.

PLPs shall provide information to Ecology and any Ecology authorized representatives regarding the nature and location of all utilities, including but not limited to buried utilities, in areas of the site where RI/FS activities will be conducted. If requested by Ecology, PLPs shall

assign staff with relevant training and knowledge of utilities to escort Ecology staff and any Ecology authorized representatives when they enter the Site to conduct RI/FS or interim action related activities. PLPs shall 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 arising from disturbing, damaging or otherwise coming in contact with utilities on the Site. However, PLPs shall not indemnify the State of Washington nor save nor hold its employees and agents harmless from any claims or causes of action arising out of the negligent acts or omissions of the State of Washington, or the employees or agents of the State, resulting from disturbing, damaging or otherwise coming in contact with utilities on the Site.

VIII. TERMS AND CONDITIONS OF ORDER

A. Public Notices

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

B. Remedial Action Costs

For work performed by Ecology's contractor on the RI/FS or interim actions for the Site, the PLPs shall make payments to Ecology in accordance with the North Boeing Field/Georgetown Steam Plant Site Receivable Agreement attached hereto as Exhibit D and incorporated herein. The payments provided pursuant to that agreement will constitute payment of remedial action costs for state-conducted remedial action at the Site, including but not limited to a remedial investigation and feasibility study, and interim actions Ecology deems necessary or appropriate for Ecology to perform under WAC 173-340-430.

For work other than that performed by Ecology's contractor on the RI/FS or interim actions for the Site, the PLPs shall pay to Ecology costs incurred by Ecology pursuant to this Order and consistent with WAC 173-340-550(2). These costs shall include work performed by

Ecology or its contractors for, or on, the Site under Chapter 70.105D RCW, including remedial actions and Order preparation, negotiation, oversight, and administration. These costs shall include work performed both prior to and subsequent to the issuance of the Order. Costs for work prior to issuance of the Order began to accrue on August 1, 2007. The PLPs shall pay the required amount within ninety (90) days of receiving from Ecology an itemized statement of costs that includes a summary of costs incurred, an identification of involved staff, and the amount of time spent by involved staff members on the project. A general statement of work performed will be provided upon request. Itemized statements shall be prepared quarterly. Pursuant to WAC 173-340-550(4), failure to pay Ecology's costs within ninety (90) days of receipt of the itemized statement of costs will result in interest charges at the rate of twelve percent (12%) per annum, compounded monthly.

C. Implementation of Remedial Action

Except where necessary to abate an emergency situation, PLPs shall not perform any remedial actions at the Site unless Ecology concurs, in writing, with such additional remedial actions.

D. Designated Project Coordinators

The project coordinator for Ecology is:

Mark H. Edens
Washington State Department of Ecology
Northwest Regional Office
Toxics Cleanup Program
3190 – 160th Avenue S.E.
Bellevue, WA 98008-5452
Telephone: 425-649-7070

The project coordinators for the PLPs are:

Peter Dumaliang
King County International Airport
7277 Perimeter Road S.
Seattle, WA 98112
Telephone: 206-296-7597

Tom Meyer
City of Seattle/City Light Department
P.O. Box 34023
Seattle, WA 98124
Telephone: 206-386-9168

Carl Bach
The Boeing Company
P.O. Box 3707, M/C 1W-12
Seattle WA 98124-2207
Telephone: 206-898-0438

The Ecology project coordinator will be Ecology's designated representative for the Site. To the maximum extent possible, communications between Ecology and the PLPs, and all communications, including reports and other documents, concerning the activities performed pursuant to the terms and conditions of this Order shall be directed through the project coordinator(s).

Ecology and PLPs may change their respective project coordinator, but must provide ten (10) days advance written notification of the change to the other parties.

E. Public Participation

A public participation plan is required for this Site. Ecology has developed a public participation plan in conjunction with the PLPs, which is included as Exhibit C. Exhibit C is incorporated by reference and is an integral and enforceable part of this Order.

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

1. Notify Ecology's project coordinator five business days prior to any of the following scheduled activities: the issuance of press releases; distribution of fact sheets; performance of other outreach activities; meetings with the interested public and/or local governments. Likewise, Ecology shall notify PLPs five business days prior to the issuance of press releases and fact sheets, and before meetings with the interested public and local governments. When a PLP or Ecology conducts or participates in an unscheduled public involvement activity such as those described above, the PLP or Ecology shall provide the other

Parties with notice of such activities within five business days following the unscheduled activity. For all scheduled press releases, fact sheets, meetings, and other outreach efforts by the PLPs that do not receive prior Ecology approval, the PLPs shall clearly indicate to its audience that the press release, fact sheet, meeting, or other outreach effort was not sponsored or endorsed by Ecology;

2. 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;

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

- a. South Park Library
8604 Eight Ave S. Cloverdale St.
Seattle, WA 98108
- b. Ecology's Northwest Regional Office
3190 – 160th Avenue S.E.
Bellevue, WA 98008-5452

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

F. Retention of Records

During the pendency of this Order and for ten (10) years from the date of completion of work performed pursuant to this Order, PLPs shall preserve all records, reports, documents, and underlying data in its possession relevant to the implementation of this Order. Upon request of Ecology, PLPs shall make all records consistent with Chapter 42.56 RCW available to Ecology and allow access for review within a reasonable time. In the event Ecology receives a public disclosure request for information related to this Site, Ecology agrees to notify the Boeing
July 3, 2008

Company in order to allow the Boeing Company to oppose release of records pursuant to RCW 42.56.540. The Boeing Company agrees not to assert any business confidentiality claim with regard to any geologic, hydrologic or analytical data.

G. Resolution of Disputes

1. In the event a dispute arises regarding access to the Site by Ecology or its authorized representatives or other decisions by Ecology, the Parties shall utilize the dispute resolution procedure set forth below.

a. Upon receipt of the Ecology project coordinator's decision regarding a Site access dispute or other Ecology decision, PLPs have fourteen (14) days within which to notify Ecology's project coordinator in writing of its objection to the decision.

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

ii. Such detail shall include the specific Ecology determination regarding Site access or other Ecology decision in dispute and shall include specific argument(s) documenting the basis for invoking the dispute resolution procedure.

iii. Clarification of Ecology directions or determinations shall not be managed through the dispute resolution procedure. The Ecology project coordinator will make such clarifications in a manner and time they deem appropriate to expedite to the maximum extent practicable the work performed under this order.

b. 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.

c. PLPs may then request Ecology management review of the decision. This request shall be submitted in writing to the Northwest Region Toxics Cleanup Section

Manager within seven (7) days of receipt of Ecology's project coordinator's written decision.

d. The Section Manager shall conduct a review of the dispute and shall endeavor to issue a written decision regarding the dispute within sixty (60) days of PLP's request for review. The Section Manager's decision shall be Ecology's final decision on the disputed matter.

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

H. Comment and Review by PLPs and Ecology

1. Ecology shall provide copies of the following documents to the PLPs for review and comment:

Supplemental Data Gaps Report

Remedial Investigation Work Plan

Remedial Investigation Work Plan Amendments

Remedial Investigation Report

Feasibility Study Report

Interim Action Recommendations, Plans, Reports, or Memoranda

Additional documents may be provided for review at Ecology's discretion.

PLPs may submit comments on documents submitted to them for review and comment no later than 30 days after receiving the documents from Ecology. The time limits for document review may be extended by written permission from Ecology. Ecology will consider the PLPs' timely submitted comments, and may incorporate them into the documents or make changes to the documents based on them as deemed appropriate by Ecology.

2. For interim actions performed by the PLPs, the PLPs shall submit a draft interim action report to Ecology in accordance with WAC 173-340-430(7). Ecology shall provide the

PLPs with comments on the interim action report no later than 30 days after receiving the document from the PLPs. The time limits for interim action report review may be extended or decreased by mutual agreement between Ecology and the PLPs. The PLPs shall address Ecology's review comments, prepare a final interim action report, and submit the final interim action report to Ecology for approval. Plans or reports for interim action construction shall be submitted to Ecology for review and approval in accordance with WAC 173-300-400.

I. Amendment of Order

This Order may be formally amended only by the written consent of both Ecology and the PLPs. If the amendment to the Order represents a substantial change, Ecology will provide additional public notice and opportunity to comment. At Ecology's discretion amendments to Exhibit B (Scope of Work) of this Order for interim actions may not be considered a substantial change to this Order by Ecology if generally such interim actions have been identified as potential interim actions in Exhibit B prior to the Amendment. Ecology may elect to discontinue performance of the RI/FS or interim actions at any time and instead have the PLPs carry out, or complete carrying out, under a new scope of work, the RI/FS or interim action(s). In that event, Ecology shall provide 30 days advance written notice to PLPs of its intention to discontinue its performance of the RI/FS and require the PLPs to carry out or complete the RI/FS or any interim actions.

J. Endangerment

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

K. Reservation of Rights

This Order is not a settlement under Chapter 70.105D RCW. Ecology's signature on this Order in no way constitutes a covenant not to sue or a compromise of any Ecology rights or authority. In addition, Ecology will not take additional enforcement actions against PLPs regarding remedial actions required by this Order, provided PLPs comply with this Order. Ecology reserves its rights under Chapter 70.105D RCW, including the right to require remedial

actions at the Site should it deem such actions necessary to protect human health and the environment, and to issue orders requiring such remedial actions. Ecology also reserves all rights regarding the injury to, destruction of, or loss of natural resources resulting from the release or threatened release of hazardous substances at the Site.

L. 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 any of the PLPs without provision for continued implementation of all requirements of this Order and implementation of any remedial actions found to be necessary as a result of this Order.

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

M. Indemnification

PLPs agree to indemnify and save and hold the State of Washington, its employees, and agents harmless from any and all claims or causes of action for death or injuries to persons or for loss or damage to property arising or resulting from entry into and implementation of this Order, or from Ecology's or its agents' entry onto the Site and performance of tasks necessary to complete the RI/FS for the site. However, PLPs shall not indemnify the State of Washington nor save nor hold its employees and agents harmless from any claims or causes of action arising out of the negligent acts or omissions of the State of Washington, or the employees or agents of the State, in entering into or implementing this Order.

IX. SATISFACTION OF ORDER

The provisions of this Order shall be deemed satisfied upon PLP's receipt of written notification from Ecology that Ecology has completed the RI/FS and any required interim

action(s), the PLPs have made final payments of invoiced amounts as required by the North Boeing Field/Georgetown Steam Plant Receivable Agreement, and access for the purposes of performing the RI/FS is no longer required.

X. ENFORCEMENT

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

A. The Attorney General may bring an action to enforce this Order in a state or federal court.

B. The Attorney General may seek, by filing an action, if necessary, to recover amounts spent by Ecology for remedial actions and orders related to the Site.

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

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

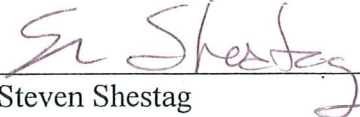
2. Civil penalties of up to \$25,000 per day for each day it refuses to comply.

D. This Order is not appealable to the Washington Pollution Control Hearings Board.

This Order may be reviewed only as provided under RCW 70.105D.060.

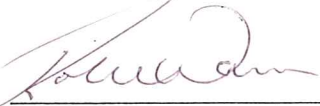
Effective date of this Order: AUGUST 14, 2008

The Boeing Company



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**STATE OF WASHINGTON,
DEPARTMENT OF ECOLOGY**



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Seattle, WA 98104
Telephone: 206-296-4040

The City of Seattle

Greg Nickels
Mayor
City Hall
600 Fourth Avenue, 7th Floor
Seattle, WA 98124
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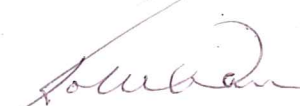
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Effective date of this Order: AUGUST 14, 2008

The Boeing Company

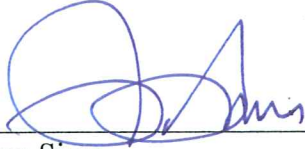
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STATE OF WASHINGTON, DEPARTMENT OF ECOLOGY



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action(s), the PLPs have made final payments of invoiced amounts as required by the North Boeing Field/Georgetown Steam Plant Receivable Agreement, and access for the purposes of performing the RI/FS is no longer required.

X. ENFORCEMENT

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

A. The Attorney General may bring an action to enforce this Order in a state or federal court.

B. The Attorney General may seek, by filing an action, if necessary, to recover amounts spent by Ecology for remedial actions and orders related to the Site.

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

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

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

D. This Order is not appealable to the Washington Pollution Control Hearings Board.

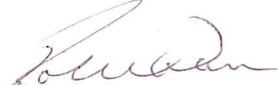
This Order may be reviewed only as provided under RCW 70.105D.060.

Effective date of this Order: AUGUST 14, 2008

The Boeing Company

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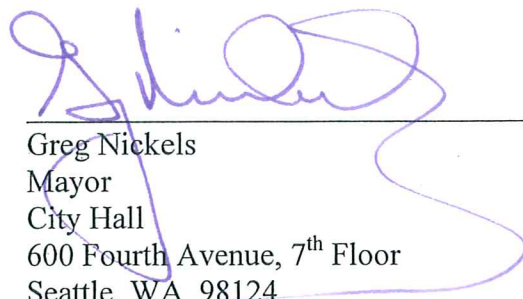


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EXHIBIT A – North Boeing Field-Georgetown Steam Plant Agreed Order – Site Diagram

EXHIBIT B
SCOPE OF WORK AND SCHEDULE
North Boeing Field/Georgetown Steam Plant RI/FS

SCOPE OF WORK

PURPOSE

The purpose of this RI/FS Scope of Work (SOW) for the North Boeing Field/Georgetown Steam Plant Site (the Site) is to describe the work to be carried out by the parties to the Agreed Order (AO) entered into by the Department of Ecology (Ecology) and the city of Seattle, King County, and The Boeing Company (the PLPs). The AO provides that Ecology may perform the RI/FS. The PLPs will be given the first opportunity to perform any interim actions that may be required under the AO. If the PLPs are unable to perform interim actions required under the AO, Ecology may perform interim actions and bill the PLPs for all interim action costs. The RI/FS is intended to provide sufficient data, analysis, and evaluations to enable Ecology to select a cleanup alternative for the Site. The SOW is divided into five major tasks. Tasks 1, 2, 3, & 5 may be completed by Ecology's contractor. Task 4, Potential Interim Actions will be performed by the PLPs unless they are unable to perform interim actions. If the PLPs are unable to perform interim actions, Ecology or Ecology's contractor may perform interim actions. The five SOW tasks are as follows:

Task 1. Progress Reports

Task 2. Supplemental Summary of Existing Information and Data Gaps Report and RI/FS Project Plans

Task 3. Remedial Investigation

Task 4. Potential Interim Actions

Task 5. Feasibility Study and SEPA Compliance

This SOW assumes that separate RI and FS reports will be prepared and submitted for public review. Ecology may direct the preparation of a combined RI/FS report, if project staff resources and schedules allow for preparation of a combined report.

TASK 1. PROGRESS REPORTS

As long as Ecology is conducting the RI/FS it shall require that its contractor(s) submit progress reports to it monthly for the duration of the RI/FS project. Ecology will request that its contractor submit progress reports to the Ecology project coordinator by the 15th of the month following the reporting month. If this day is a weekend or holiday, the progress report will be submitted to Ecology on the next business day. At a minimum, progress reports should contain the following information regarding the preceding reporting period:

- A description of the actions which have been taken to comply with the AO and SOW during the previous reporting period.

- An estimate of the percentage of RI/FS work completed to date.
- Summaries of sampling and testing reports and other data reports received.
- Summaries of deviations from approved work plans, including schedule changes.
- Summaries of contacts with representatives of the local community, public interest groups, press, and federal, state, or tribal governments.
- Summaries of problems or anticipated problems in meeting the schedule or objectives set forth in the SOW and Work Plan.
- Summaries of solutions developed and implemented or planned to address any actual or anticipated problems or delays.
- Changes in key personnel.
- A description of work planned for the next reporting period.

TASK 2. SUPPLEMENTAL SUMMARY OF EXISTING INFORMATION AND DATA GAPS REPORT AND RI/FS PROJECT PLANS

Task 2.1 Supplemental Summary of Existing Information and Data Gaps Report

Science Applications International Corporation (SAIC) prepared a *Summary of Existing Information and Identification of Data Gaps* report for the Site in February 2007 (Data Gaps Report). This report included information and data through mid-September 2006. Current information will be needed to determine the data gaps that need to be addressed during the RI/FS. Within sixty (60) days of signing the AO, the PLPs shall provide additional information that was not included in the Data Gaps Report. This information shall include historical or recent Site environmental monitoring data that were not included in the Data Gaps Report; a description of any past and present buildings, structures (including utility and storm drain lines) and areas on the Site that were not described in the Data Gaps Report including drawings, maps of their locations, descriptions of the activities that occurred at these locations including hazardous substances that might have been used, and potential releases of hazardous substances that might have occurred; a description of any historical or recent remedial actions taken at the Site that were not described in the Data Gaps Report; and a description of any future investigations or cleanups that have been planned for the Site.

A *Supplemental Summary of Existing Information and Identification of Data Gaps* report (Supplemental Data Gaps Report) may be prepared by the Ecology contractor, which should provide the following information:

- Historical or recent Site environmental monitoring data that was not included in the Data Gaps Report.
- A description of any past and present buildings, structures, and areas on the Site that were not described in the Data Gaps Report including maps of their locations, descriptions of the activities that occurred at these locations, including hazardous substances that might have been used, and potential releases of hazardous substances that might have occurred.

Scope of Work and Schedule, North Boeing Field/Georgetown Steam Plant RI/FS
July 3, 2008

- A description of any historical or recent remedial actions taken at the Site that were not described in the Data Gaps Report.
- A description of any future investigations or cleanups that have been planned for the Site.
- Data gaps related to the objectives of the RI/FS based on available Site-related information

The purpose of the supplemental information described above and information in the February 2007 Data Gaps Report is to prepare a list of data gaps that need to be addressed as part of the RI and to identify contaminants of concern (COCs) for various Site locations and media. Ten (10) copies of the draft Supplemental Data Gaps Report are to be prepared and submitted to Ecology for review and comment. After Ecology's comments on the draft report are addressed, ten (10) copies of the final draft report are to be prepared and submitted to Ecology for distribution to the PLPs for review and comment. After the PLPs' comments on the final draft report are addressed, ten (10) copies of the final report are to be prepared and submitted to Ecology for distribution. Draft, final draft and final deliverables shall also be provided electronically in Word/Excel and Adobe .pdf formats. Historical data reviewed and/or summarized during this task will not be uploaded to Ecology's Environmental Information Management (EIM) database.

Task 2.2 RI/FS Project Plans

Task 2.2.1. RI/FS Work Plan

To plan and manage the RI/FS, the project tasks and management strategies may be summarized in an RI/FS Work Plan (Work Plan) that will be developed and submitted to Ecology and the PLPs for review in accordance with this SOW. The Work Plan is to specify and describe all tasks to be accomplished to complete an RI/FS that meets the requirements of WAC 173-340-350 in accordance with the AO and this SOW. The Work Plan is to outline the overall technical approach, and should include, at a minimum, the following elements:

- Preliminary conceptual Site model.
- Summary of results of Data Gaps Report and Supplemental Data Gaps Report.
- Overall description of RI/FS activities.
- Project management strategy for implementing and reporting on RI/FS activities, including phasing of activities.
- Responsibility and authority of all organizations and key personnel involved in conducting the RI/FS.
- Description of individual RI/FS tasks, subtasks and interim and final deliverables.
- A plan for prioritizing the RI to prioritize investigations that focus on existing or potential contaminant releases that might recontaminate Slip 4.
- Draft outline of final RI and FS reports, including types of data evaluation, figures, and tables that will be included.

- Proposed schedule, including a timeline for completion of all RI/FS tasks, subtasks, and interim and final deliverables, including but not limited to the deliverables listed in this SOW. The objectives and anticipated content of any deliverable not listed in this SOW will also be provided.

The Work Plan is not to be implemented until approved by Ecology. Once approved by Ecology, the Work Plan may be implemented according to the schedule contained in this SOW or any schedules contained or revised in the Work Plan that are approved by Ecology. RI/FS subtasks may be developed to address the data gaps identified in the Data Gaps Report and the Supplemental Data Gaps Report prepared as Task 2.1 of this SOW. RI/FS tasks and subtasks may be developed to include, as appropriate, the following:

- Development of a conceptual Site model – Identification of potential contaminant sources, types and concentrations of hazardous substances, potentially contaminated media, and actual and potential exposure pathways and receptors.
- Analysis of applicable or relevant and appropriate requirements (ARARs) – Identification of MTCA cleanup levels, maximum contaminant levels, Sediment Management Standards, and other regulatory limits for Site COCs and other regulatory requirements for the Site.
- Determination of data quality objectives – Determination of the level of data quality needed for environmental sampling and testing and the contaminant detection limits that will be achievable and necessary to determine compliance with ARARs.
- Analysis and investigation of documented areas of contamination – Analysis of Site areas identified in the Data Gaps Report or Supplemental Data Gaps Report where environmental investigations or cleanups have been conducted, and plans for subsurface soil and groundwater investigations of Site areas that have residual contamination exceeding ARARs or that have the potential to contaminate Site stormwater.
- Investigation of suspected areas of contamination – Plans for subsurface soil and groundwater investigations of Site areas that are suspected to be contaminated on the basis of information in the February 2007 Data Gaps Report or the Supplemental Data Gaps Report prepared for Task 2.1 of this SOW.
- Analysis and investigation of stormwater system – Plans for sampling and testing of Site stormwater and sediments to trace sources of contaminants into the stormwater system; analysis of stormwater system historical maps and recent inspections to identify abandoned or damaged piping or structures that might be allowing contaminants to enter into the system; plans for subsurface soil and groundwater sampling and testing of areas that are suspected to be sources of contaminants into the stormwater system.
- Analysis and investigation of contaminated joint sealant material – Analysis of contaminated joint sealant sampling and testing, removal, and replacement; analysis of replacement joint sealant that has become recontaminated to determine the mechanism for recontamination; plans for sampling and testing concrete associated with contaminated joint sealant; analysis of airport sweeping data to evaluate impacts of joint sealant removal and replacement on contaminant

concentrations; plans for sampling and testing remaining contaminated joint sealant and associated concrete for leachability and weathering to determine if these materials might continue to be a source of stormwater contamination.

- Analysis and investigation of building coatings, caulk, and roofing materials – Analysis of coatings, caulk, and roofing materials on buildings and structures on the Site to determine if these materials contain contaminants that might be released to stormwater; plans for sampling and testing these materials for the presence of contaminants and for the potential release of these contaminants to stormwater.
- Other field investigations, as appropriate.
- Phasing of RI tasks to prioritize investigations that focus on existing or potential contaminant releases that might recontaminate Slip 4.
- Data evaluation.
- Terrestrial ecological evaluation.
- RI Report.
- Remedial alternatives development and screening.
- Detailed analysis of alternatives.
- FS Report.

Ten (10) copies of the draft RI/FS work plan are to be prepared and submitted to Ecology for review and comment. After Ecology's comments on the draft work plan are addressed, ten (10) copies of the final draft work plan are to be prepared and submitted to Ecology for distribution to the PLPs for review and comment. After the PLPs' comments on the final draft work plan are addressed, ten (10) copies of the final work plan are to be prepared and submitted to Ecology for distribution. Draft, final draft, and final work plan deliverables shall also be provided electronically in Word/Excel and Adobe .pdf formats.

Task 2.2.2 Other Project Plans

Pursuant to WAC 173-340-350(7)(c)(iv), a Sampling and Analysis Plan (SAP) and a Quality Assurance Project Plan (QAPP) is to be prepared and submitted for review by Ecology and the PLPs. A Health and Safety Plan (HSP) may also be prepared and submitted but will not be subject to Ecology or PLP review.

Sampling and Analysis Plan

A SAP for RI sampling and analysis activities is to be prepared in accordance with WAC 173-340-820. The purpose of the SAP is to describe the sample collection, handling, and analysis procedures to be used in the RI sampling program, such that the information obtained will meet the data needs identified in the Work Plan. The SAP should describe the sampling objectives and the rationale for the sampling approach. A detailed description of sampling tasks may then be provided, including specification for sample identifiers; the type, number, and location of samples to be collected; contingency measures if samples cannot be collected or if insufficient sample volumes are obtained; the analyses to be performed; descriptions of sampling equipment and collection methods

to be used; and descriptions of sample documentation and sample containers, collection, preservation and handling.

Quality Assurance Project Plan

A QAPP for RI sampling and analysis activities is to be prepared. The QAPP will identify and describe measures that will be taken during the performance of all sampling and analysis tasks to ensure the fulfillment of data quality objectives. Data quality objectives will reflect the criteria or threshold values used for remedial decisions. The QAPP will include the following elements:

- A brief project description, referencing the Work Plan and/or SAP for details.
- Project personnel and QA responsibilities.
- Quality assurance objectives, including precision, accuracy, and level of data validation.
- Field QA measures, including sample acceptability criteria, field QA samples, and calibration of field instruments, referencing the SAP for a discussion of decontamination procedures and sample custody and handling.

An Ecology accredited laboratory, accredited for the specific analyses to be performed under this AO, will be used. If an unaccredited lab is proposed to be used, the results of recent performance audits and systems audits will be provided to Ecology prior to use of the lab.

Health and Safety Plan

An HSP for RI activities is to be prepared in accordance with WAC 173-340-810. The HSP must be consistent with the requirements of the Washington Industrial Safety and Health Act of 1973, chapter 49.17 RCW, including any updates or amendments. The HSP should identify specific monitoring and management responsibilities and activities to ensure the protection of human health during the conduct of activities associated with the RI.

Ten (10) copies of the draft SAP and draft QAPP are to be prepared and submitted to Ecology for review and comment. After Ecology's comments on the draft SAP and QAPP are addressed, ten (10) copies of the final draft SAP and final draft QAPP are to be prepared and submitted to Ecology for distribution to the PLPs for review and comment. After the PLPs' comments are addressed, ten (10) copies of the final SAP and final QAPP are to be prepared and submitted to Ecology for distribution together with ten (10) copies of the final HSP. Draft, draft final, and final SAP and QAPP shall also be provided electronically in Word/Excel and Adobe .pdf formats.

TASK 3. REMEDIAL INVESTIGATION

An RI that meets the requirements of WAC 173-340-350(7) is to be conducted according to the Work Plan as approved by Ecology. The RI will determine the nature and extent of

contamination exceeding MTCA cleanup levels, maximum contaminant levels, Sediment Management Standards, and other regulatory requirements, and will provide sufficient data and information for Ecology to select a final remedy for the Site. The RI will be phased to prioritize investigations that focus on existing or potential contaminant releases that might recontaminate Slip 4. The RI will include, as appropriate, the following elements:

- Subsurface sampling and testing of soil and groundwater in Site areas with confirmed or suspected soil or groundwater contamination that exceeds ARARs or has the potential to contaminate stormwater.
- Identification and location of abandoned or damaged stormwater piping, abandoned piping conduits, subsurface debris, and structures that might be pathways for contamination of stormwater.
- Sampling and testing of stormwater and sediments before and after system cleaning to locate sources of contaminants into the stormwater system.
- Sampling and testing of joint sealant material for the presence of contaminants and for susceptibility to weathering and leaching; sampling and testing of concrete associated with contaminated joint sealant to evaluate potential contamination because of leaching of contaminants from joint sealant material and, if needed, for susceptibility to weathering and leaching; sampling and testing of exposed surfaces in areas where joint sealant has been removed to evaluate residual contamination and susceptibility to weathering and leaching.
- Sampling and testing of solids from airport sweeping.
- Sampling and testing of coatings, caulk, and roofing materials on buildings and structures for the presence of contaminants and for the potential release of contaminants to stormwater.
- Preparation and submittal of interim data reports and updates as new Site data and information become available.

Ecology will be informed of changes to the Work Plan and other project plans and of issues and problems as they develop during the RI. Ecology and the PLPs may verbally agree to minor changes to the work to be performed without formally amending the AO. Minor changes will be documented in writing by Ecology. Major changes to the work, as determined by Ecology, will be addressed in accordance with Section VIII.I of the AO.

The results of the Site investigation are to be compiled into an RI report. Ten (10) copies of the preliminary draft RI report are to be prepared and submitted to Ecology for review and comment. After Ecology's comments on the preliminary draft report are addressed, ten (10) copies of a second preliminary draft RI report are to be prepared and submitted to Ecology for distribution to the PLPs for review and comment. After the PLPs' comments on the second preliminary draft report are addressed, ten (10) copies of a draft RI report are to be prepared and submitted to Ecology for distribution and public comment. Preliminary draft and draft deliverables shall also be provided electronically in Word/Excel and Adobe .pdf formats.

The draft RI report is to be presented at one public meeting or hearing. After the public comment period is completed, a draft responsiveness summary is to be prepared that addresses public comments and a revised draft RI report is to be prepared. Ten (10) copies of the draft responsiveness summary and revised draft RI report are to be prepared and submitted to Ecology for review and comment. After Ecology's comments are addressed, ten (10) copies of a final draft responsiveness summary and final draft RI report are to be prepared and submitted to Ecology for distribution to the PLPs for review and comment. After the PLPs' comments are addressed, ten copies of the final responsiveness summary and final RI report are to be prepared and submitted to Ecology for distribution. Revised draft, final draft, and final deliverables shall also be provided electronically in Word/Excel and Adobe .pdf formats. In addition, RI-generated analytical data will be uploaded to Ecology's Environmental Information Management (EIM) database.

TASK 4. POTENTIAL INTERIM ACTIONS

Remedial actions implemented prior to completion of the RI/FS will be considered interim actions, will be implemented in accordance with WAC 173-340-430 and the AO, and will be designed in a manner that will not foreclose reasonable alternatives for any final cleanup action that may be required.

If an interim action is identified by Ecology that needs to be implemented prior to completion of the RI/FS, the PLPs will be given the first opportunity to perform the interim action. If the PLPs are unable to perform identified interim actions, Ecology may perform interim actions and bill the PLPs for all interim action costs.

Interim action work plans and reports will be prepared and submitted for review in accordance with the AO. Upon successful completion of the work, an Interim Action Report will be prepared as a separate deliverable. Interim action deliverables shall be submitted in hard copy and provided electronically in Word/Excel and Adobe .pdf formats.

The scope of the interim actions may include, but not be limited to, typical source control or containment elements such as:

- Soil removal.
- Groundwater remediation
- Repair, slip lining, replacement, or closure of stormwater piping or other structures such as
conduit, vaults, catch basins, etc.
- Performance and/or confirmation sampling
- Removal of joint sealant material
- Removal of contaminated building or other structural material
- Construction of an interim or final treatment facility

TASK 5. FEASIBILITY STUDY AND SEPA COMPLIANCE

Task 5.1 Feasibility Study

The information obtained in the RI is to be used to conduct an FS that meets the requirements of WAC 173-340-350(8) according to the Work Plan as approved by Ecology. The FS is to include the following elements:

- Determination of cleanup standards and applicable laws.
- Identification and screening of cleanup technologies.
- Basis for assembly of cleanup action alternatives.
- Description of cleanup alternatives.
- Comparative evaluation of cleanup alternatives in accordance with WAC 173-340-360.

The results of these analyses are to be compiled into an FS report. Ten (10) copies of the preliminary draft FS report are to be prepared and submitted to Ecology for review and comment. After Ecology's comments on the preliminary draft report are addressed, ten (10) copies of a second preliminary draft FS report are to be prepared and submitted to Ecology for distribution to the PLPs. After Ecology's comments on the second preliminary draft FS report are addressed, ten (10) copies of a draft FS report are to be prepared and submitted to Ecology for distribution and public comment. Preliminary draft and draft deliverables shall also be provided electronically in Word/Excel and Adobe.pdf formats.

The draft FS report and SEPA evaluation are to be presented at one public meeting or hearing, in conjunction with the SEPA evaluation (see Task 4.2 below). After the public comment period is completed, a draft responsiveness summary is to be prepared to address public comments and a preliminary draft final FS report is to be prepared. Ten (10) copies of the draft responsiveness summary and preliminary draft final FS report are to be prepared and submitted to Ecology for review and comment. After Ecology's comments are addressed, ten (10) copies of the draft final responsiveness summary and draft final FS report are to be prepared and submitted to Ecology for distribution to the PLPs for review and comment. After the PLPs' comments are addressed, ten (10) copies of the final responsiveness summary and final FS report are to be prepared and submitted to Ecology for distribution. Preliminary draft, draft and final deliverables shall also be provided electronically in Word/Excel and Adobe .pdf formats.

Task 5.2 SEPA Compliance

The RI/FS must comply with the State Environmental Policy Act (SEPA) Rules including preparation and circulation of an environmental checklist, making a threshold determination, and issuing a determination of nonsignificance (DNS) or determination of significance (DS). If it is necessary to issue a DS, draft and final environmental impact

statements must be prepared under a separate Scope of Work to be prepared by Ecology. SEPA public involvement requirements must be coordinated with MTCA public involvement requirements whenever possible, such that public comment periods and meetings or hearings can be held concurrently.

The SEPA evaluations are to be presented at one public meeting or hearing in conjunction with the draft FS report (see Task 4.1 above) and any additional presentations at separate meetings or hearings that might be required for SEPA compliance. Preliminary draft, draft, revised draft, final draft, and final environmental checklists are to be prepared and submitted concurrently with the deliverables described in Task 4.1.

SCHEDULE

A general schedule for deliverables for this SOW is presented below. If a deliverable is due on a weekend or holiday, the deliverable will be submitted on the next business day. For deliverables that may be prepared by Ecology, Ecology may extend dates or otherwise modify this schedule at its discretion. The schedule for the preliminary draft RI report may be revised depending on the phasing of tasks as described in the work plan, A more detailed project schedule will be prepared as part of Task 2.2.1.

RI/FS Deliverables	Completion Times
Task 1. Progress Reports	15 th of every month beginning the first full month after execution of the work order with Ecology's contractor
Task 2.1 Draft Supplemental Summary of Existing Information and Data Gaps Report	60 calendar days after receiving supplemental Site information from PLPs
Task 2.1 Final Draft Supplemental Summary of Existing Information and Data Gaps Report	15 calendar days after receiving review comments from Ecology
Task 2.1 Final Supplemental Summary of Existing Information and Data Gaps Report	15 calendar days after receiving review comments from the PLPs
Task 2.2.1 Draft RI/FS Work Plan	120 calendar days after completing the final Supplemental Data Gaps Report
Task 2.2.1 Final Draft RI/FS Work Plan	30 calendar days after receiving review comments from Ecology
Task 2.2.1 Final RI/FS Work Plan	30 calendar days after receiving review comments from the PLPs
Task 2.2.2 Draft SAP and QAPP	60 calendar days after completing the final RI/FS Work Plan
Task 2.2.2 Final Draft SAP and QAPP	15 calendar days after receiving review comments from Ecology
Task 2.2.2 Final SAP, QAPP, and HSP	15 calendar days after receiving review comments from the PLPs

Scope of Work and Schedule, North Boeing Field/Georgetown Steam Plant RI/FS
 July 3, 2008

Task 3 Preliminary Draft RI Report	300 calendar days after completing the final SAP and QAPP and HSP
Task 3 Second Preliminary Draft RI Report	30 calendar days after receiving review comments from Ecology
Task 3 Draft RI Report	30 calendar days after receiving review comments from the PLPs
Task 3 Draft Responsiveness Summary and Revised Draft RI Report	30 calendar days after completion of the public comment period
Task 3 Final Draft Responsiveness Summary and Final Draft RI Report	15 calendar days after receiving review comments from Ecology
Task 3 Final Responsiveness Summary and Final RI Report	15 calendar days after receiving review comments from the PLPs
Task 4. Interim Action Work Plans and Reports	To be determined by Ecology
Task 4. Final Interim Action Report	To be determined by Ecology
Task 5 Preliminary Draft FS Report and Draft Environmental Checklist	90 calendar days after completion of the RI Report
Task 5 Second Preliminary Draft FS Report and Revised Draft Environmental Checklist	30 calendar days after receiving review comments from Ecology
Task 5 Draft FS Report and Draft Environmental Checklist	30 calendar days after receiving review comments from the PLPs
Task 5 Draft Responsiveness Summary, Revised Draft FS Report, and Revised Draft Environmental Checklist	30 calendar days after completion of the public comment period
Task 5 Final Draft Responsiveness Summary, Final Draft FS Report, and Final Draft Environmental Checklist	15 calendar days after receiving review comments from Ecology
Task 5 Final Responsiveness Summary, Final FS Report, and Final Environmental Checklist	15 calendar days after receiving review comments from the PLPs



EXHIBIT C

PUBLIC PARTICIPATION PLAN
NORTH BOEING FIELD/GEORGETOWN STEAM PLANT
SITE
SEATTLE, WASHINGTON

Prepared by
Washington State Department of Ecology
3190 160th Avenue SE
Bellevue, WA 98008-5452

July 2008

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Introduction

The Washington State Department of Ecology (Ecology) prepared this Public Participation Plan (Plan) according to the Model Toxics Control Act (MTCA). This plan is designed to promote meaningful community involvement during the Remedial Investigation/Feasibility Study at the North Boeing Field/Georgetown Steam Plant properties located at 7370 East E. Marginal Way South and 6700 13th Avenue South in Seattle, Washington. This plan outlines and describes the tools Ecology will use to inform the public about site activities, and it identifies opportunities for the community to become involved in this process.

Ecology and the Boeing Company, the city of Seattle, and King County have negotiated a legal agreement called an Agreed Order to conduct a Remedial Investigation/Feasibility Study at the site. The purpose of the Remedial Investigation (RI) is to determine the nature and extent of contamination on the site. An analysis of potential sources of contaminants into the stormwater system on the site will be included as part of the investigation. Stormwater from the site is an on-going source of contamination to sediments in Slip 4 of the Lower Duwamish Waterway that could cause a violation of sediment cleanup goals. The Feasibility Study (FS) will use the results of the RI to evaluate and select effective measures to prevent releases of contamination from the site, including any sources of contamination migrating from the site to the Lower Duwamish Waterway.

Cleanup actions might be identified during the RI that will eliminate or minimize current releases of contamination to Lower Duwamish Waterway sediments or that are necessary to prevent an imminent threat to human health or the environment. Ecology will consider implementing such cleanup actions as interim actions under the existing Agreed Order.

Location and Site Background

The North Boeing Field/Georgetown Steam Plant properties are located at 7370 East E. Marginal Way South and 6700 13th Avenue South in Seattle, Washington on the east site of the Lower Duwamish Waterway. The Site is bordered to the northwest by Ellis Avenue South, the southwest by East Marginal Way South, and the east by King County International Airport (See figure on page 7 for the approximate site boundaries). Final site boundaries will be defined by the extent of contamination determined during the RI.

Site Background

The Site includes the Georgetown Steam Plant (GTSP) and North Boeing Field (NBF) properties. The GTSP is located near the intersection of Warsaw and Ellis Avenue South near the northwest corner of King County International Airport. The GTSP property contains an old powerhouse that currently houses the Georgetown Power plant Museum. A condenser pit beneath the powerhouse is connected to an underground concrete tunnel that discharges into a flume (the GTSP flume). The GTSP flume extends for about 0.4 mile from the powerhouse into the head of Slip 4. The city of Seattle owns the 7.29-acre property that contains the powerhouse and property adjacent to the GTSP flume.

King County owns most of the land within NBF, which is bounded to the northwest by Ellis Avenue South, the southeast by the southern end of the Boeing Company's flight line and taxi ways, the northeast by the eastern edge of the Boeing Company's flight line and taxi ways, and the southwest by East Marginal Way South. The Boeing Company leases about 117 acres of NBF property from King County and owns the improvements it has constructed on the leased property. The Boeing Company also leases a few acres on either side of the GTSP flume from the City of Seattle and owns land containing one of their buildings and a parcel used for parking. The Boeing Company manages numerous research, testing, and manufacturing facilities on the property. A network of stormwater catch basins, drains, and pipes collect and convey stormwater from NBF to the head of Slip 4.

The GTSP was built by the Seattle Electric Company in 1906 to provide power during periods of high use. Use of the GTSP decreased after 1912 after Puget Power bought it. When built, the GTSP was next to the Duwamish River. Around 1916 the river was straightened to form the Duwamish Waterway. A 0.4 mile flume was built to carry cooling water to Slip 4. In 1951, the city of Seattle bought the GTSP from Puget Power and still owns the 7.29-acre property that contains the powerhouse and property next to the flume. The city of Seattle operated the GTSP on stand-by until they decommissioned it in 1973.

Boeing has operated at NBF since the 1940s for aircraft and aerospace manufacturing, maintenance, and research. Yet few records are available on site operations before the 1970s. Currently Boeing owns about 80 buildings on NBF. NBF's complicated storm drain system includes over 400 catch basins and 400 manholes, up to 16 oil water separators and

lift stations, parking lot ditches, and roof drains. The system is connected with seven to eight miles of piping that ranges from four to 48 inches in diameter. Storm water from the GTSP flume and from NBF flows into Slip 4, which is part of the Lower Duwamish Waterway (LDW) Superfund site.

Contaminants of Concern

Contamination at the site is due to industrial operation and maintenance. A general list of contaminants of concern includes the following:

- Polychlorinated biphenyls (PCBs)
- Total petroleum hydrocarbons (TPH)
- Polynuclear aromatic hydrocarbons (PAHs)
- Volatile organic compounds (VOCs)
- Semi-volatile organic compounds (SVOCs)
- Metals

There have been numerous environmental investigations and cleanups at the site. These investigations and cleanups have detected concentrations of polychlorinated biphenyls (PCBs), total petroleum hydrocarbons (TPH), polynuclear aromatic hydrocarbons (PAHs), antimony, arsenic, cadmium, chromium, copper, lead, mercury, and zinc in soil exceeding the applicable cleanup levels in various areas of the site. Concentrations of TPH, volatile organic compounds (VOCs), semi-volatile organic compounds (SVOCs), antimony, arsenic, chromium, and lead have also been detected in groundwater at the site exceeding applicable cleanup levels. PCBs, PAHs, SVOCs, arsenic, copper, lead, mercury, and zinc have been detected in sediment collected from the storm water drainage systems. PCBs and SVOCs have been identified as contaminants of concern in Slip 4 sediments. The potential for sediment recontamination from site storm water has delayed cleanup of sediments in Slip 4.

Current Activity

The proposed actions to be conducted under the Agreed Order include the following:

- Review and summarize site history and existing environmental data.

- Identify data gaps.
- Investigate the site and fill data gaps.
- Analyze potential pathways of ongoing contamination to the Lower Duwamish Waterway sediments.
- Analyze feasible alternatives for source control and overall site cleanup.



Site Map: North Boeing Field-Georgetown Steam Plant Site

Community Profile

For decades much of the land adjacent to the Lower Duwamish Waterway has been industrialized. Current commercial and industrial operations include cargo handling and storage, marine construction, boat manufacturing, marina operations, concrete manufacturing, paper and metals fabrication, food processing, metal forging and airplane parts manufacturing.

Although the Lower Duwamish Waterway is viewed mainly as an industrial corridor, two residential neighborhoods border the banks of the river: South Park and Georgetown. The South Park neighborhood is located on the western shore of the Duwamish Waterway, and the Georgetown neighborhood is located on the eastern shore of the Duwamish Waterway. The residents of the communities are well known for their commitment to neighborhood issues. This includes the ongoing site cleanups along the Lower Duwamish Waterway. A description of these communities is provided below.

South Park Community Description

The South Park neighborhood is located in South Seattle, on the west bank of the Duwamish River. The first residents of South Park were Native Americans of the Duwamish tribe who lived on the shores of the Duwamish River for thousands of years. This area was once a small farming town composed of Italian and Japanese farmers who supplied fresh produce to Seattle's Pike Place Market. South Park became part of the city of Seattle in 1907.

By 1920 the Duwamish River was straightened out into a straight, deep channel that would accept ocean-going ships and barges. This change in the Duwamish greatly impacted South Park. The curving meanders had been straightened, which made it easier for industry to develop along the banks of the waterway.

In the mid 1960s, South Park was rezoned as industrial. Over 4,000 people complained and the city of Seattle changed the zoning to low-density residential. The city of Seattle built the South Park community center in 1989 which remains a vital resource within the community.

The South Park community center offers a wide variety of free and low cost programs and special events. Special events include free breakfasts and family events. The community

center provides before and after-school programs and school break camps for students. They also offer adult classes ranging from yoga to technology to English classes.

The Seattle Public Library opened the new South Park branch at 8604 Eighth Avenue South (at Cloverdale Street) in September 2006. This new branch is 5,019 square feet and has the capacity to hold 18,700 books and materials (about one-third of the collection is Spanish-language, including bilingual children's materials and Spanish Language fiction and non-fiction). The library also has bilingual staff on hand to answer questions and to help patrons.

The South Park neighborhood is comprised of about 3,717 people of various ethnicities: 37% Hispanic, 34% white, 14% Asian, 7 % Black, 5% multiracial, 2% American Indian, 1% Native Hawaiian/Pacific Islander. The average age is 31 years old and the average income is \$20,917 (based on records from 2005). A variety of retail and service businesses are located along 14th Avenue South. Data from the Seattle Office of Economic Development lists the primary categories of employment in South Park as wholesale trade, transportation and utilities; construction/resources; manufacturing; and services.

Georgetown Community Description

The Georgetown neighborhood is located in South Seattle, on the east bank of the Duwamish River across the river from the South Park community. Georgetown is Seattle's oldest neighborhood, settled by Luther Collins in 1851. It was incorporated as the city of Georgetown from 1904-1910.

According to records from 2005, just over 1,100 people live in Georgetown. The largest local employers in Georgetown are in the arts, entertainment, and recreation industries. The Georgetown community council is very active.

The Duwamish River Cleanup Coalition

The Duwamish River Cleanup Coalition (DRCC) is an advisory group that works with the South Park and Georgetown neighborhoods. The DRCC has a goal of a Duwamish River cleanup that is accepted by and benefits the community and is protective of fish, wildlife and human health.

DRCC was formed by an alliance of community, environmental and small business groups affected by pollution and cleanup plans in the Duwamish River. The members include: Community Coalition for Environmental Justice, The Duwamish Tribe, The Green-Duwamish Watershed Alliance, The Environmental Coalition of South Seattle, Georgetown Community Council, People for Puget Sound, Puget Soundkeeper Alliance, Washington Toxics Coalition, and Waste Action Project.

DRCC is a formal "community advisory group" recognized by EPA and representing the interests of the community toward the cleanup work along the Lower Duwamish Waterway. DRCC receives public participation grant funding from Ecology. They also receive technical assistance grants from EPA for technical advisors to review all Lower Duwamish Superfund cleanup related studies and plans. They are involved in all aspects of the proposed Superfund cleanup and related MTCA cleanups. DRCC is working with Ecology to ensure that the cleanup and source control measures meet community standards.

Key Community Concerns and Issues

Ecology and EPA conducted interviews with community members, environmental organizations, and community organizations in October 2002 for the Lower Duwamish Waterway Site Community Involvement Plan. The North Boeing Field/Georgetown Steam Plant site is located within the larger Lower Duwamish Waterway Site. Ecology conducted an abbreviated version community interviews in 2006 and determined that the concerns raised in 2002 were still pertinent. Ecology also met with the community in June 2007 to discuss the site and source control for Slip 4. Many of the same concerns were discussed at the meeting in 2007.

There is clear interest in this cleanup process. The following is representative of significant concerns and issues expressed during the community interviews. Ecology will work to respond to community concerns throughout the cleanup process and through coordination with EPA, other organizations, such as state and local health agencies, and the community advisory group that has been established for the site.

- **Health:** One person interviewed was confident that health risks will be addressed, but others are concerned that living close to the Duwamish Waterway could affect their health. People expressed concern about consumption of all bottom fish and parts of other

fish, as well as contamination from chemicals, bacteria and viruses. There is concern about exposure to contaminated sediments through contact at public access parks, employment at industries on the waterway, restoration work, and other cleanup work. Some said that there should be limited access to the river if there is a health risk. At the 2007 meeting, some in the community were concerned about the potential for contaminated dust, soils, water, and sediments moving from the site into the Georgetown neighborhood. The community is also concerned about exposure to contaminants as contaminated soils are trucked through the community.

- **Wildlife:** Not everyone interviewed believes that wildlife is being affected by contamination, but most expressed concern for fish and wildlife. Sea lions, salmon, bottomfish, crabs, mussels, clams, opossums, squirrels, ducks and other birds were mentioned, as well as concern about the disappearance of herons and for herons on Kellogg Island in the Duwamish Waterway.
- **Domestic Animals:** There is concern about dogs eating garbage from the river and horses being on a greenbelt above the river.
- **River and Groundwater Contamination:** There is concern that the river is dying and that it contains contaminants, including PCBs and mercury. There is concern about the effect of septic systems near the river; sewer overflows; surface water runoff, including oil, antifreeze and fertilizers; unreported spills and illegal dumping; and pumping of waste into the river or groundwater. There is concern that permits for discharges to the river are not being enforced or will be revised to be less strict. There is concern that sources of PCBs are not being addressed.
- **Economics:** Some people interviewed are concerned about contamination lowering property values. Others are concerned that businesses will leave the area due to the designation of the Lower Duwamish Waterway as a Superfund site.
- **Cleanup:** Some people are concerned that South Park and the businesses on the water will be affected by cleanup activities, such as increased truck or barge traffic and potential accidents. There are concerns about the costs of damages to natural resources and the possibility that parties responsible for contamination will do some early cleanup activities but nothing more.

- **Information:** Several people expressed concern about a lack of warning signs for fishermen and recreational users and suggested that such signs should be installed. People are concerned about whether adequate information reaches the Spanish-speaking and other non-English-speaking communities and whether the average person and immigrants understand the risks.
- **Image:** While some people described the Duwamish Waterway neighborhood as an industrial area, others are concerned that it is perceived as a dumping ground. At the 2007 meeting, residents were concerned that many of the businesses in the area that were inspected were not following regulatory requirements and needed corrective action.

Additional public concerns may be identified over the course of the cleanup through: public comment periods; further community interviews; surveys; meetings; and other contacts with individuals, community groups, or organizations.

Ecology will work to respond to community concerns through the cleanup process and will coordinate with other regulatory agencies and property owners as necessary.

Public Participation Activities and Responsibilities

The purpose of this Public Participation Plan is to promote public understanding and participation in the MTCA activities planned for this site. This section of the plan addresses how Ecology will share information and receive public comments and community input on the site activities.

Public Involvement Activities

Ecology uses a variety of activities to facilitate public participation in the investigation and cleanup of MTCA sites. Ecology will implement input provided by community residents, businesses, and other stakeholders whenever possible.

The following is a list of the public involvement activities that Ecology will use, their purposes, and descriptions of when and how they will be used during this site source control investigation.

Formal Public Comment Periods

Comment periods are the primary method Ecology uses to get feedback from the public on proposed cleanup decisions. Comment periods usually last 30 days and are required at key points during the investigation and cleanup process before final decisions are made.

During a comment period, the public can comment in writing. Verbal comments are taken if a public hearing is held. After formal comment periods, Ecology reviews all comments received and may respond in a document called a Responsiveness Summary.

Ecology will consider the need for changes or revisions based on input from the public. If significant changes are made, then a second comment period may be held. If no significant changes are made, then the draft document(s) will be finalized.

Additional public comment periods will be held for any potential draft Remedial Investigation/Feasibility Studies (RI/FS), for any potential draft cleanup action plans that are developed for the site, and for any future legal agreements regarding this site.

Public Meetings and Hearings

Public meetings will be held at key points during the RI/FS. Ecology also may offer public meetings for actions expected to be of particular interest to the community. These meetings will be held at locations convenient to the community.

Information Repositories

Information repositories are places where the public may read and review site information, including documents that are the subject of public comment.

Ecology has established two repositories for the North Boeing Field/Georgetown Steam Plant remedial investigation/feasibility study project.

- Washington State Department of Ecology, 3190 160th Avenue SE, Bellevue, WA 98008, (425) 649-7190. Please call for an appointment.
- South Park Library, 8604 Eight Ave S. at Cloverdale St. Seattle, WA

Site information also will be posted on Ecology's web site at:

http://www.ecy.wa.gov/programs/tcp/sites/lower_duwamish/sites/nBoeingGeorgeTnStmPlant/nBoeingGeorgetown.htm

Site Register

Ecology's Toxics Cleanup Program uses its bimonthly *Site Register* to announce all of its public meetings and comment periods, as well as many other activities. To receive the *Site Register* in electronic or hard copy format, contact Linda Thompson at (360) 407-6069 or by e-mail at Ltho461@ecy.wa.gov. It is also available on Ecology's web site at http://www.ecy.wa.gov/programs/tcp/pub_inv/pub_inv2.html

Mailing List

Ecology has compiled a mailing list for the site. The list includes individuals, groups, public agencies, elected officials, private businesses, business associations, potentially affected parties, and other known interested parties. The list will be maintained at Ecology's Northwest Regional Office and will be updated as needed.

To have your address added or deleted from this mailing list, please contact the Ecology's public involvement coordinator **Molly Morris at (425) 649-7135 or momo461@ecy.wa.gov**.

Fact Sheets

Ecology will mail fact sheets to persons, businesses, and organizations interested in the North Boeing Field/Georgetown Steam Plant RI/FS to inform them of public meetings and comment opportunities and important site activities. Ecology also may mail fact sheets about the progress of site activities.

Newspaper Display Ads

Ecology will place ads in the *Seattle Times* and *Seattle Post Intelligencer*, to announce public comment periods and public meetings or hearings for the site.

Enhanced Public Participation

Ecology will work with EPA and stakeholders according to the enhanced public participation efforts that occur for the Lower Duwamish Waterway Superfund site. Ecology site managers and community involvement coordinators may participate in community meetings and events as needed. Ecology will coordinate with DRCC throughout the public involvement process. This may include such activities as coordination for public meetings and sharing drafts of documents with DRCC for review, as appropriate.

Public Participation Plan Update

This public participation plan may be updated as the project proceeds. If an update is necessary, the revised plan will be submitted to the public for comment.

Points of Contact

If you have questions or need more information about this plan or the North Boeing Field/Georgetown Steam Plant site, please contact the following:

Mark Edens, Site Manager
Washington State Department of Ecology
3190 160th Avenue SE
Bellevue, WA 98008
Tel: (425) 649-7070
E-mail: mede461@ecy.wa.gov

Molly Morris, Public Involvement Coordinator
Washington State Department of Ecology
3190 160th Avenue SE
Bellevue, WA 98008
Tel: (425) 649-7135
E-mail: momo461@ecy.wa.gov

Glossary

Agreed Order: A legal document issued by Ecology which formalizes an agreement between the department and potentially liable persons (PLPs) for cleanup actions needed at a site. Orders are subject to public comment. If an order is substantially changed, an additional comment period may occur.

Antimony: Antimony is a silvery-white metal that is found in the earth's crust. Antimony isn't used alone because it breaks easily, but when mixed into alloys, it is used in lead storage batteries, solder, sheet and pipe metal, bearings, castings, and pewter. Antimony oxide is added to textiles and plastics to prevent them from catching fire. It is also used in paints, ceramics, and fireworks, and as enamels for plastics, metal, and glass. Breathing high levels for a long time can irritate your eyes and lungs and can cause heart and lung problems, stomach pain, diarrhea, vomiting, and stomach ulcers. Ingesting large doses of antimony can cause vomiting.

Arsenic: A metallic element that forms a number of poisonous compounds, arsenic is found in nature at low levels mostly in compounds with oxygen, chlorine, and sulfur.

Cadmium: A metallic element whose salts are toxic and cause cancer.

Chromium: Chromium is a naturally occurring element found in rocks, animals, plants, soil, and in volcanic dust and gases. Chromium (III) is an essential nutrient that helps the body use sugar, protein, and fat. Chromium (VI) at high levels can damage the nose and can cause cancer. Ingesting large amounts of chromium (VI) can cause stomach upsets and ulcers, convulsions, kidney and liver damage, and even death.

Cleanup: Actions taken to deal with a release, or threatened release of hazardous substances that could affect public health and/or the environment. The term "cleanup" is often used broadly to describe various response actions or phases of remedial responses such as the remedial investigation/feasibility study.

Comment Period: A time period during which the public can review and comment on various documents and proposed actions. For example, a comment period may be provided

to allow community members to review and comment on proposed cleanup action alternatives and proposed plans.

Copper: A ductile, malleable, reddish-brown metallic element that is an excellent conductor of heat and electricity and is widely used for electrical wiring, water piping, and corrosion-resistant parts, either pure or in alloys such as brass and bronze. Copper is toxic in its unbound form.

Contaminant: Any hazardous substance that does not occur naturally or occurs at greater than natural background levels

Feasibility Study: A study to evaluate alternative cleanup actions for a site. A comment period on the draft report is required. Ecology selects the preferred alternative after reviewing those documents.

Groundwater: Water found beneath the earth's surface that fills pores between materials such as sand, soil, or gravel. In some aquifers, ground water occurs in sufficient quantities that it can be used for drinking water, irrigation and other purposes.

Hazardous Substance: Any material that poses a threat to public health and/or the environment. Typical hazardous substances are materials that are toxic, corrosive, ignitable, explosive, or chemically reactive.

Information Repository: A file containing current information, technical reports, and reference documents available for public review. The information repository is usually located in a public building that is convenient for local residents such as a public school, city hall, or library.

Lead: A bluish-white soft malleable ductile plastic but inelastic heavy metallic element found mostly in combination and used especially in pipes, cable sheaths, batteries, solder, and shields against radioactivity. Lead may cause irreversible neurological damage as well as renal disease, cardiovascular effects, and reproductive toxicity.

Mercury: A silvery-white poisonous metallic element, liquid at room temperature and used in thermometers, barometers, vapor lamps, and batteries and in the preparation of

chemical pesticides. Mercury damages the central nervous system, endocrine system, kidneys, and other organs, and adversely affects the mouth, gums, and teeth.

Model Toxics Control Act (MTCA): Legislation passed by citizens of the State of Washington through an initiative in 1988. Its purpose is to identify, investigate, and clean up facilities where hazardous substances have been released. It defines the role of Ecology and encourages public involvement in the decision making process. MTCA regulations are administered by the Washington State Department of Ecology.

PAH (Polynuclear Aromatic Hydrocarbons): PAHs are a group of chemicals that are formed during the incomplete burning of coal, oil, gas, wood, garbage, or other organic substances, such as tobacco and charbroiled meat. There are more than 100 different PAHs.

PCBs (polychlorinated biphenyls): A group of toxic, persistent chemicals. Due to their non-flammability, chemical stability, high boiling point and electrical insulating properties, PCBs were used in hundreds of industrial and commercial applications including transformers and capacitors for insulating purposes, and in gas pipeline systems as a lubricant. PCBs are a serious threat to public health because they have been proven to cause cancer in animals. In 1977 they were made illegal to produce, yet large amounts still remain in the environment.

Potentially Liable Person: Any individual(s) or company(s) potentially responsible for, or contributing to, the contamination problems at a site. Whenever possible, Ecology requires these PLPs, through administrative and legal actions, to clean up sites.

Public Participation Plan: A plan prepared under the authority of WAC 173-340-600 to encourage coordinated and effective public involvement tailored to the public's needs at a particular site.

Remedial Investigation: A study to define the extent of problems at a site. A comment period on the draft report is required.

Remedial Investigation/Feasibility Study: Two distinct but related studies. They are usually performed at the same time, and together referred to as the "RI/FS." They are intended to:

- Gather the data necessary to determine the type and extent of contamination;
- Establish criteria for cleaning up the site;
- Identify and screen cleanup alternatives for remedial action; and
- Analyze in detail the technology and costs of the alternatives.

Responsiveness Summary: A summary of oral and/or written public comments received by Ecology during a comment period on key documents, and Ecology's responses to those comments. The responsiveness summary is especially valuable during the Cleanup Action Plan phase at a site when it highlights community concerns.

Site: Any building, structure, installation, equipment, pipe or pipeline (including any pipe into a sewer or publicly owned treatment works), well, pit, pond, lagoon, impoundment, ditch, landfill, storage container, motor vehicle, rolling stock, vessel, or aircraft; or any site or area where a hazardous substance, other than a consumer product in consumer use, has been deposited, stored, disposed of, or placed, or otherwise come to be located.

Site Register: Publication issued every two weeks of major activities conducted statewide related to the study and cleanup of hazardous waste sites under the Model Toxics Control Act. To receive this publication, please call (360) 407-7200.

Superfund: The federal government's program to clean up the nation's uncontrolled hazardous waste sites.

SVOCs (semi-volatile organic compounds): This group includes a variety of chemicals that have boiling points higher than water and that may become a gas at temperatures above room temperature. Most of these substances are used as industrial chemicals. They include phenols, polynuclear aromatic hydrocarbons (PAHs), and phthalates. Sites where these potentially toxic chemicals may be found include burn pits, chemical manufacturing plants and disposal areas, electroplating/metal finishing shops, firefighting training areas,

hangars/aircraft maintenance areas, solvent degreasing areas, vehicle maintenance areas, and wood preserving pits. These compounds generally evaporate slowly at room temperature. Their water solubility and environmental persistence is highly variable, and they are commonly found as contaminants in soil and water.

TPHs (total petroleum hydrocarbons): Describes a large family of several hundred chemical compounds that originally come from crude oil. Crude oil is used to make petroleum products, which can contaminate the environment. TPH is a mixture of chemicals, but they are all made mainly from hydrogen and carbon, called hydrocarbons. Scientists divide TPH into groups of petroleum hydrocarbons that act alike in soil or water. These groups are called petroleum hydrocarbon fractions. Each fraction contains many individual chemicals.

Toxicity: The degree to which a substance at a particular concentration is capable of causing harm to living organisms, including people, plants and animals.

VOCs (volatile organic compounds): include a variety of chemicals that become a gas at room temperature. Most such substances are industrial chemicals and solvents. They include light alcohols, acetone, trichloroethylene, perchloroethylene, dichloroethylene, benzene, vinyl chloride, toluene, and methylene chloride. These potentially toxic chemicals are used as solvents, degreasers, paints, thinners, and fuels. Because of their volatile nature, they readily evaporate into the air, increasing the potential exposure to humans. Due to their low water solubility, environmental persistence, and widespread industrial use, they are commonly found in soil and water.

Zinc: Zinc is a metallic chemical element; it has a white color with a bluish tinge. It has a high resistance to atmospheric corrosion. A major use is as a protective coating for iron and steel sheet and wire. Excess zinc in the body interferes with the metabolism of other minerals in the body.

EXHIBIT D

North Boeing Field/Georgetown Steam Plant Site

RECEIVABLE AGREEMENT

Between

State of Washington, Department of Ecology

And

The Boeing Company, King County and the City of Seattle

THIS AGREEMENT is made and entered into by and between the DEPARTMENT OF ECOLOGY, hereinafter referred to as Ecology, and THE BOEING COMPANY, KING COUNTY, and THE CITY OF SEATTLE, hereinafter referred to as the Potentially Liable Parties (PLPs).

IT IS THE PURPOSE OF THIS AGREEMENT to have the PLPs provide funding, as required by Agreed Order No. DE 5685 (the AO), for Ecology to pay its contractor(s) to undertake the remedial investigation and feasibility study (RI/FS) and any necessary interim actions that the PLPs are unable to perform at the North Boeing Field/Georgetown Steam Plant Model Toxics Control Act remedial action site (hereinafter, the Site).

THEREFORE, IT IS MUTUALLY AGREED THAT: Ecology shall endeavor to conduct an RI/FS for, and any necessary interim actions that the PLPs are unable to perform at, the Site, through the services of a contractor or contractors. As Ecology incurs costs of paying contractors to carry out the RI/FS and any interim actions performed by Ecology, Ecology shall submit invoices to the PLPs for the costs incurred by Ecology. The PLPs shall pay to Ecology the amount presented in Ecology's invoices within thirty (30) days of receipt of the invoices.

I. PERIOD OF PERFORMANCE

Subject to its other provisions, the period of performance of this Agreement shall commence on the effective date of the AO, and be completed when the AO is satisfied in accordance with Section IX of the AO, unless terminated sooner or extended as provided herein.

North Boeing Field/Georgetown Steam Plant Site
Receivable Agreement
July 3, 2008

II. PAYMENT

Ecology has estimated that the cost of the RI/FS will not exceed two million five hundred thousand dollars (\$2,500,000).

Ecology shall send invoices to Accounts Payable, King County International Airport, 7277 Perimeter Road South, Seattle, WA 98108; Mr. Steven Tochko Environmental Remediation Manager, The Boeing Company, P.O. Box 3707, M/C 6Y-94, Seattle, WA 98124-2207; Jennie Goldberg, Seattle City Light, Environmental Affairs, P.O. Box 34023, Seattle, WA 98124-4023; and Judith Noble, Corporate Policy and Performance, Seattle Public Utilities, P.O. Box 34018, Seattle, WA 98124-4018.

Payment to Ecology for completed work shall be made by warrant or account transfer by the PLPs within **thirty (30)** days of receipt of the invoices. Payments shall be sent to DEPARTMENT OF ECOLOGY CASHIERING UNIT, PO BOX 47611, OLYMPIA, WA 98504-7611. Upon expiration of the Agreement, any claim for payment not already made shall be submitted within sixty (60) days after the expiration date or the end of the fiscal year, whichever is earlier.

III. RECORDS MAINTENANCE

Ecology and its contractors shall each maintain books, records, documents and other evidence which sufficiently and properly reflect all direct and indirect costs expended by Ecology's contractors in the performance of the services described herein. These records shall be subject to inspection, review or audit by personnel of the other parties to this agreement, other personnel duly authorized by any party, the Office of the State Auditor, and federal officials so authorized by law. All books, records, documents, and other material relevant to this Agreement will be retained for six years after expiration and the Office of the State Auditor, federal auditors, and any persons duly authorized by the parties shall have full access and the right to examine any of these materials during this period.

Records and other documents concerning the implementation of this Agreement, in any medium, furnished by one party to this agreement to another party, will remain the property of the furnishing party, unless otherwise agreed. Records received by Ecology concerning the implementation of this Agreement shall become public records pursuant to the Public Records Act,

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chapter 42.56 RCW, and will be retained in compliance with Ecology's record retention policy. The receiving party will not disclose or make available under the Public Records Act records received from other parties to this Agreement to any third Parties without first giving notice to the furnishing party and providing reasonable security procedures and protections to assure that confidential or proprietary records and documents provided by the other party are not erroneously disclosed to third parties.

IV. AGREEMENT ALTERATIONS AND AMENDMENTS

This agreement may be amended by mutual agreement of the parties. Such amendments shall not be binding unless they are in writing and signed by personnel authorized to bind each of the parties.

V. TERMINATION

Any party may terminate this Agreement upon 30 days prior written notification to the other parties. If this Agreement is so terminated, the parties shall be liable only for performance rendered or costs incurred in accordance with the terms of this Agreement prior to the effective date of termination.

VI. TERMINATION FOR CAUSE

If for any cause, the PLPs or Ecology do not fulfill in a timely and proper manner their obligations under this Agreement, or if the PLPs or Ecology violate any of these terms and conditions, the PLPs or Ecology will give the other parties written notice of such failure or violation. The party responsible for the failure or violation will be given the opportunity to correct the violation or failure within 15 working days. If the failure or violation is not corrected by that party, the Agreement may be terminated immediately by written notice of Ecology to the PLPs or the PLPs to Ecology.

VII. DISPUTES

In the event a dispute arises under this agreement, the Parties shall utilize the dispute resolution procedure set forth below.

Upon receipt of the Ecology project coordinator's written decision regarding a reimbursement issue, PLPs have fourteen (14) days within which to notify Ecology's project coordinator in writing of its objection to the decision. The PLPs shall include in the written objection sufficient detail to allow Ecology to evaluate the merits of the dispute, and shall copy all parties to this Agreement on the written objection. Such detail shall include the specific Ecology determination regarding reimbursement and

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shall include specific argument(s) documenting the basis for invoking the dispute resolution procedure. Clarification of Ecology directions or determinations regarding reimbursement shall not be managed through the dispute resolution procedure. The Ecology project coordinator will make such clarifications in a manner and time Ecology deems appropriate to expedite to the maximum extent practicable the work performed under Agreed Order No. DE 5685.

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.

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

The Section Manager shall conduct a review of the dispute and shall endeavor to issue a written decision regarding the dispute within sixty (60) days of PLP's request for review. The Section Manager's decision shall be Ecology's final decision on the disputed matter.

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. Nothing in this section shall be construed to prohibit the parties from exercising their right to terminate this Agreement for convenience.

VIII. GOVERNANCE

This Agreement is entered into pursuant to and under the authority granted by the laws of the State of Washington and any applicable federal laws. The provisions of this agreement shall be construed to conform to those laws.

In the event of an inconsistency in the terms of this Agreement or between its terms and any applicable statute or rule, the inconsistency shall be resolved by giving precedence in the following order:

- a. Applicable state and federal statutes and rules;
- b. Any other provisions of the agreement, including materials incorporated by reference.

All parties hereby agree and consent to the exclusive jurisdiction of the courts of the state of

North Boeing Field/Georgetown Steam Plant Site
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Washington and that the venue of any action brought hereunder shall be King County, Washington.

IX. HOLD HARMLESS AND INDEMNIFICATION

Ecology and the PLPs agree, to the extent permitted by law, to defend, protect, save and hold harmless the other parties, their officers, agents, and employees from any and all claims, costs, damages, and expenses suffered due to that party's own negligent actions or those of its officers, officials, employees and/or agents in the performance of this Agreement.

X. WAIVER

A failure by any of the parties to exercise their rights under this Agreement shall not preclude that party from subsequent exercise of such rights and shall not constitute a waiver of any other rights under this Agreement unless stated to be such in a writing signed by an authorized representative of the party and attached to the original Agreement.

XI. SEVERABILITY

If any provision of this Agreement or any provision of any document incorporated by reference shall be held invalid, such invalidity shall not affect the other provisions of this Agreement which can be given effect without the invalid provision if such remainder conforms to the requirements of applicable law and the fundamental purpose of this Agreement, and to this end the provisions of this Agreement are declared to be severable.

XII. ALL WRITINGS CONTAINED HEREIN

This Agreement contains all the terms and conditions agreed upon by the parties concerning the subject matter of this agreement.

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XIII. CONTRACT MANAGEMENT

The contract manager for each of the parties shall be responsible for and shall be the contact person for all communications and billings regarding the performance of this Agreement.

The Contract Manager for Ecology is:

Mr. Mark H. Edens
Washington State Department of Ecology
Northwest Regional Office
3190 160th Avenue SE
Bellevue, WA 98008-5452
(425) 649-7070

The Contract Managers for the PLPs are:

Mr. Steven Tochko
Environmental Remediation Manager
The Boeing Company
P.O. Box 3707
M/C 6Y-94
Seattle, WA 98124-2207

Martin Baker
Strategic Advisor
Seattle Public Utilities
700 Fifth Avenue
Seattle, WA 98124

Mr. Robert Burke, Airport Director
King County International Airport
7277 Perimeter Road South
Seattle, WA 98108

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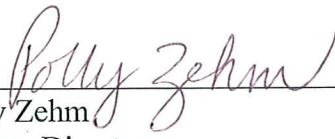
IN WITNESS WHEREOF, the parties have executed this Agreement.

The Boeing Company



Steven Shestak
EHS Remediation Director
The Boeing Company
P.O. Box 3707, M/C 055-T487
Seattle, WA 98124-2207
Telephone: 818-466-8822

**STATE OF WASHINGTON,
DEPARTMENT OF ECOLOGY**



Polly Zehm
Deputy Director
Washington State Dept. of Ecology
300 Desmond Drive
Lacey, WA 98504-7600
Telephone: 360-407-7011

King County

Ron Sims
King County Executive
701 Fifth Avenue, Suite 3210
Seattle, WA 98104
Telephone: 206-296-4040

The City of Seattle

Greg Nickels
Mayor
City Hall
600 Fourth Avenue, 7th Floor
Seattle, WA 98124
Telephone: 206-684-4000

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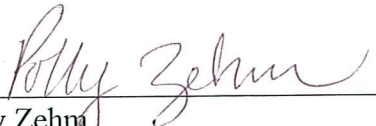
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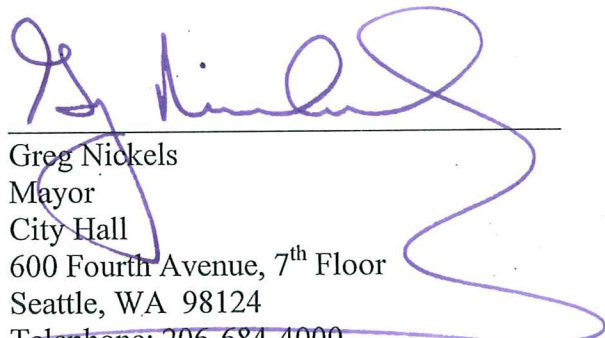
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