

6.4 Restrictive Covenant

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PIERCE COUNTY, WASHINGTON

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Washington State
Department of Ecology

Return Address:
MR. BOB DEIGERT
FREIGHTHOUSE SQUARE MANAGEMENT, LLC
9138 189TH PLACE SOUTHWEST
EDMONDS, WA 98026

Document Title: RESTRICTIVE COVENANT	TICOR W-C
Grantor(s): WINDERS FREIGHTHOUSE LLC, TACOMA FREIGHTHOUSE LLC, WORLD FAMOUS FREIGHTHOUSE LLC, BARRY'S FREIGHTHOUSE LLC, BEA'S FREIGHTHOUSE LLC; FREIGHTHOUSE SQUARE Additional Names on Page ____ of Document.	THIS IS A TRUE AND CERTIFIED COPY OF THE ORIGINAL.
Grantee(s): THE PUBLIC Additional Names on Page ____ of Document.	BY: <i>[Signature]</i>
Legal Description (abbreviated: i.e. lot, block, plat or section, township range) PORTION OF BLOCK 7620, 7622, 7524, 7526, TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA Legal Description is on Page ____ of Document.	NOTARY PUBLIC PAUL T. NGUYEN COMMISSION EXPIRES 07-12-07 STATE OF WASHINGTON
Reference Number(s) of Documents Assigned or Released: N/A Additional Reference Numbers on Page ____ of Document.	
Assessor's Property Tax Parcel/Account Number: 2076240013, 0011, 2076220011, 2076200011, 0015	
The Auditor/Recorder will rely on the information provided on this cover sheet. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.	

84

I am requesting an emergency nonstandard recording for an additional fee as provided in RCW 36.18.010. I understand that the recording processing requirements may cover up or otherwise obscure some part of the text of the original document.

Ellisa Nevish

Signature of Requesting Party (Required for non-standard recordings only)
Gpcovst.doc rev 4/02

MODEL RESTRICTIVE COVENANT
Page 1

RESTRICTIVE COVENANT

WINDERS FREIGHTHOUSE LLC, TACOMA FREIGHTHOUSE LLC, WORLD FAMOUS
FREIGHTHOUSE LLC, BARRY'S FREIGHTHOUSE LLC, BEA'S FREIGHTHOUSE
LLC; Freighthouse Square

This Declaration of Restrictive Covenant is made pursuant to RCW 70.105D.030(1)(f) and (g) and WAC 173-340-440 by K & M Commercial Development, its successors and assigns, and the State of Washington Department of Ecology, its successors and assigns (hereafter "Ecology").

An independent remedial action (hereafter "Remedial Action") occurred at the property that is the subject of this Restrictive Covenant. The Remedial Action conducted at the property is described in the following document[s]:

- Engineering Geosciences Inc., Site Remediation Report Freighthouse Square, January, 7, 1994.
- Archived Freighthouse Square file, and associated correspondence

These documents are on file at Ecology's Southwest Regional Office. They can be reviewed by appointment by calling the Southwest Regional Office Resource Person at (360) 407-6365.

This Restrictive Covenant is required because the Remedial Action resulted in residual concentrations of Total Petroleum Hydrocarbons as diesel and heavy oil, and lead and cadmium which

07/21/03
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MODEL RESTRICTIVE COVENANT
Page 2

exceed the Model Toxics Control Act Method A Residential Cleanup Level(s) for Groundwater established under WAC 173-340-720.

The undersigned, Winders Freighthouse LLC, Tacoma Freighthouse LLC, Worldfamous Freighthouse LLC, Barry's Freighthouse LLC, and Bea's Freighthouse LLC, are the fee owners of real property (hereafter "Property") in the County of Pierce, State of Washington, that is subject to this Restrictive Covenant. The Property is legally described IN ATTACHMENT A OF THIS RESTRICTIVE COVENANT AND MADE A PART HEREOF BY REFERENCE.

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

Section 1. No groundwater may be taken for any use from the Property.

Section 2. Any activity on the Property that may interfere with the integrity of the Remedial Action and continued protection of

07/21/03
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MODEL RESTRICTIVE COVENANT
Page 3

human health and the environment is prohibited.

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

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

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

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

Section 7. The Owner shall allow authorized representatives of Ecology the right to enter the Property at reasonable times for the purpose of evaluating the Remedial Action; to take samples,

07/21/03
modl_rc.doc

MODEL RESTRICTIVE COVENANT
Page 4

to inspect remedial actions conducted at the property, and to inspect records that are related to the Remedial Action.

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

[NAME OF PROPERTY OWNER AND DATE SIGNED]

07/21/03
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Legal for Freighthouse Square.
COMMONWEALTH TITLE COMPANY
STANDARD OWNER POLICY
SCHEDULE A

Policy No: 3013262

(Continued)

LEGAL DESCRIPTION

PARCEL A:

THE NORTHERLY 77 FEET OF THE EASTERLY 135 FEET OF BLOCK 7524, AND THE NORTHERLY 77 FEET OF BLOCK 7526, TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, ACCORDING TO PLAT FILED FOR RECORD JULY 7, 1884 IN THE OFFICE OF THE COUNTY AUDITOR, IN PIERCE COUNTY, WASHINGTON.

TOGETHER WITH THAT PORTION OF EAST "F" STREET, VACATED BY CITY OF TACOMA ORDINANCE NOS. 3128 AND 23949, ADJOINING THE NORTHERLY 77 FEET OF SAID BLOCKS 7524 AND 7526.

EXCEPT FROM SAID BLOCK 7526, THAT PORTION APPROPRIATED BY THE CITY OF TACOMA FOR THE CONSTRUCTION AND MAINTENANCE OF A PUBLIC STREET, BY DECREE ENTERED SEPTEMBER 12, 1928 IN PIERCE COUNTY SUPERIOR COURT CAUSE NO. 81297, AND BEING DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHEAST CORNER OF SAID BLOCK 7526; THENCE NORTHERLY ALONG THE EAST LINE OF SAID BLOCK, A DISTANCE OF 119.73 FEET; THENCE IN A SOUTHWESTERLY DIRECTION ON A CURVE TO THE RIGHT HAVING A RADIUS OF 538 FEET AND CONCENTRIC WITH A CURVE HAVING A RADIUS OF 573 FEET, WHOSE TANGENT AT A POINT ON THE CENTER LINE OF EAST "G" STREET, 36.80 FEET SOUTH OF THE CENTER LINE OF EAST 25TH STREET, MAKING AN ANGLE OF 14°22' TO THE SOUTHWEST WITH THE SAID CENTER LINE OF EAST "G" STREET, A DISTANCE OF 130.04 FEET TO A POINT OF COMPOUND CURVE; THENCE CONTINUING SOUTHWESTERLY ON A CURVE TO THE RIGHT HAVING A RADIUS OF 283 FEET, A DISTANCE OF 1.32 FEET TO A POINT ON THE SOUTH LINE OF SAID BLOCK 7526, SAID POINT BEING 2.84 FEET WEST OF THE SOUTHEAST CORNER OF LOT 10, IN SAID BLOCK 7526; THENCE EASTERLY ALONG THE SOUTH LINE OF SAID BLOCK, A DISTANCE OF 52.84 FEET TO THE PLACE OF BEGINNING.

EXCEPT ALL TRACK MATERIAL, INCLUDING, BUT NOT LIMITED TO RAILS, FASTENINGS, ANGLE BARS, TIE PLATES, TIES AND OTHER IMPROVEMENTS, AS EXCEPTED IN DEED FROM RICHARD B. OGLIVIE AS TRUSTEE OF THE PROPERTY OF CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY AND RECORDED UNDER AUDITOR'S NO. 8109820105.

PARCEL B:

THE NORTHERLY 77 FEET OF BLOCK 7522 AND 7524 OF TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, W.T., ACCORDING TO PLAT FILED FOR RECORD JULY 7, 1884 IN THE OFFICE OF THE COUNTY AUDITOR, IN PIERCE COUNTY, WASHINGTON.

EXCEPT THE EAST 135 FEET OF SAID BLOCK 7524.

TOGETHER WITH THAT PORTION OF EAST "E" STREET ADJOINING SAID NORTHERLY 77 FEET OF BLOCKS 7522 AND 7524, VACATED BY CITY OF TACOMA ORDINANCE NOS. 3127 AND 23949.

ALTAOPAS/ADA/2012

COMMONWEALTH TITLE COMPANY

STANDARD OWNER POLICY
SCHEDULE A

Policy No.: 3013262

(Continued)

LEGAL DESCRIPTION

PARCEL C:

THE NORTHERLY 77 FEET OF BLOCK 7520, TACOMA LAND COMPANY'S FIRST ADDITION, ACCORDING TO PLAT FILED FOR RECORD JULY 7, 1884 IN THE OFFICE OF THE COUNTY AUDITOR, IN PIERCE COUNTY, WASHINGTON.

PARCEL D:

THE SOUTH 20 FEET OF THE NORTH 97 FEET OF BLOCKS 7520, 7522, 7524 AND 7526, IN THE TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, W.T., ACCORDING TO PLAT FILED FOR RECORD JULY 7, 1884, IN THE OFFICE OF THE COUNTY AUDITOR, IN PIERCE COUNTY, WASHINGTON.

EXCEPT THAT PORTION OF LOTS 11 AND 12, SAID BLOCK 7526 TAKEN BY THE CITY OF TACOMA BY DECREE OF APPROPRIATION ENTERED SEPTEMBER 12, 1928 IN PIERCE COUNTY SUPERIOR COURT CASE NO. 61287.

ALTA01AS/00A/000

Notorized signature attachment to Dept of Ecology Restrictive Covenant:

Signed Glen R. Winders, Trustee Date 7/22/03
Winders Freighthouse, LLC
Glen R. & Elizabeth L. Winders Trust, Member
By Glen R. Winders, Trustee

STATE OF WASHINGTON)
) ss.
COUNTY OF KITSAP)

I hereby certify that I know or have satisfactory evidence that GLEN R. WINDERS is the person who appeared before me and said person acknowledges that he signed this instrument and acknowledges it to be his free and voluntary act for purposes mentioned in this instrument.

Dated July 22, 2003

Antonia M. Fahey
Notary Public in and for the State of Washington
Residing in Kingston
My appointment expires: 4-02-06



RESTRICTIVE COVENANT
Page 4

may be recorded only if Ecology, after public notice and
opportunity for comment, concurs.

John R. Griffith sole member *Barry's Freighthouse, LLC*
[NAME OF PROPERTY OWNER AND DATE SIGNED]

Brittney Griffith SOLE MEMBER *Bea's Freighthouse, LLC*
[NAME OF PROPERTY OWNER AND DATE SIGNED]

[NAME OF PROPERTY OWNER AND DATE SIGNED]

03/04/03

NOTARIAL ACKNOWLEDGMENT

STATE OF WASHINGTON)
County of KING) ss.

On this 22nd day of July 2005, before me personally appeared Beatrice A. Griffiths and _____
to be known to be the SOLE MEMBER
OF Bea's Freighthouse, LLC that executed the within and foregoing
instrument, and acknowledged said instrument to be the free and voluntary act and deed of said LLC, for
the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said
instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above
written.

Sue Butka

(Notarial Seal) Notary Public in and for the State of Washington residing at King Co.

June 19, 2005



NOTARIAL ACKNOWLEDGMENT

STATE OF WASHINGTON)
County of KING) ss.

On this 22nd day of JULY 2003, before me personally appeared _____
JOHN F. CRIVELLO and _____

to be known to be the SOLE MEMBER OF
BARRY'S FREIGHTHOUSE, LLC, that executed the within and foregoing
instrument, and acknowledged said instrument to be the free and voluntary act and deed of said LLC, for
the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said
instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above
written.

Sue Butka

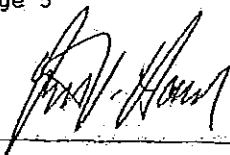
(Notarial Seal) Notary Public in and for the State of Washington

residing at King

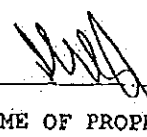
June 19, 2005



MODEL RESTRICTIVE COVENANT
Page 5

 WORLD FAMOUS FREIGHT HOUSE
SOLE MEMBER 7/21/03

[NAME OF PROPERTY OWNER AND DATE SIGNED]

 TACOMA FREIGHT HOUSE LLC
SOLE MEMBER 7/24/03

[NAME OF PROPERTY OWNER AND DATE SIGNED]

[NAME OF PROPERTY OWNER AND DATE SIGNED]

[NAME OF PROPERTY OWNER AND DATE SIGNED]

[NOTE: The Property Owners must have this Restrictive Covenant
notarized.]

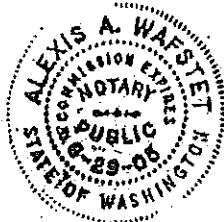
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Notary Page

State of Washington }
County of Snohomish } ss.

On this 21st day of July, 2003, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Robert V. Hardy, to me known to be the Sole Member of World Famous Freighthouse LLC, the Limited Liability Corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned and on oath stated that they were authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

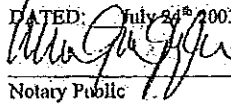
WITNESS my hand and official seal hereto affixed the day and year first above written.



Alexis A. Wafstet
Notary Public in and for the State of Washington
Residing at Everett
My appointment expires: June 29, 2005

STATE OF WASHINGTON
COUNTY OF PIERCE

I certify that I know or have satisfactory evidence that ROBERT DEIGERT, SOLE MEMBER OF THE TACOMA FREIGHTHOUSE LLC the person who appeared before me, and said person acknowledged that HE signed this instrument, on
oath stated that HE IS authorized to execute the instrument and acknowledged it as SOLE MEMBER OF THE TACOMA FREIGHTHOUSE SQUARE LLC to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED: July 24th 2003

Notary Public HUNG THE NGUYEN



My appointment expires 7-12-2007

A-7 -Representative Capacity