


6.3 Environmental Covenant

RETURN ADDRESS
VALLEY CENTRE I, LLC
%O MARTIN SMITH REAL ESTATE SERVICES
1109 1ST AVE
SEA WA 98101-2988



Please print neatly or type information.
Document Title(s)
RESTRICTIVE COVENANT

Reference Numbers(s) of related documents
Additional Reference #'s on page _____

Grantor(s) (Last, First and Middle Initial)
DEPARTMENT OF ECOLOGY
Additional grantors on page _____

Grantee(s) (Last, First and Middle Initial)
VALLEY CENTRE I, LLC
Additional grantees on page _____

Legal Description (abbreviated form: i.e. lot, block, plat or section, township, range, quarter/quarter)
LOTS 2 & 3, SHORT PLAT # SPL 0005-97
Additional legal is on page _____

Assessor's Property Tax Parcel/Account Number
000080 - 0054, 55, 56 & 36
Additional parcel #'s on page _____

The Auditor/Recorder will rely on the information provided on this form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.

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RESTRICTIVE COVENANT

VALLEY CENTRE I, L.L.C.

Former Auburn Sewage Lagoons

SE Intersection of 30th & B Streets, Auburn, Washington

This declaration of Restrictive Covenant is made pursuant to RCW 70.105D.030(1)(f) and (g) and WAC 173-340-440 by Valley Centre I, L.L.C., 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]:

1. Supplemental Soil Sampling and Analysis, Former Sewage Lagoon, Project 1993-005-T14, by GeoEngineers, June 19, 1995.
2. Letter: Soil Chemical Analyses, Former Auburn Sewage Lagoons, Project 1993-005-T14, by GeoEngineers, September 15, 1995.
3. QA/QC Data for Soil Chemical Analyses, Sewage Lagoon Project, Project 1993-005-T14, by GeoEngineers, September 28, 1995.
4. Supplemental Soil Characterization Study, Former Sewage Lagoon, Project 1993-005-T14, by GeoEngineers, November 9, 1995.
5. Supplemental Soil Characterization Study, Former Sewage Lagoon, Project 1993-005-T14, by GeoEngineers, April 25, 1996.
6. Groundwater Evaluation Report, Former Sewage Lagoon, Project 1993-005-T14, by GeoEngineers, February 22, 1996.
7. Summary Report: IRAP Submittal, Former Sewage Lagoon, Project 1993-005-T14, by GeoEngineers, July 3, 1996.
8. City of Auburn: Final Mitigated Determination of Non Significance, Former Sewage Lagoon, Project SEP-0021-96, by City of Auburn, December 6, 1996.
9. Protective Cap Design and Work Plan, Valley Center Corporate Park, Former Sewage Lagoon, Project 5448-002-14, by GeoEngineers, June 30, 1997.
10. Remedial Action Summary and Site Closure Request, Former Sewage Lagoon, Project 5448-002-14, by GeoEngineers, February 28, 1998.

These documents are on file at Ecology's NWRO.

This Restrictive Covenant is required because the Remedial Action resulted in capping contaminated soil in a portion of Lot D (see enclosed map, Figure 1). The volume of contaminated soil beneath the cap is estimated to be approximately 4,500 cubic yards. The protective cap will be completely encompassed beneath the foundation of a building that will be constructed in the future. This Restrictive Covenant also is required because dissolved petroleum hydrocarbons and metals have been detected in groundwater beneath the site at concentrations exceeding State Standards; the contaminated groundwater appears to be present beneath Lots A, B, C and D.

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The undersigned Valley Centre I, L.L.C. is the fee owner of real property (hereafter "Property") in the County of King, State of Washington, that is subject to this Restrictive Covenant. The Property is legally described in Exhibit A of this Restrictive Covenant and made a part hereof by reference, and is commonly known as Lots A, B, C and D of the Valley Centre Corporate Park.

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

Section 1

The Property shall be used only for uses defined in and allowed under the zoning regulations codified in the M-1, Light Industrial Zoning Classification, Chapter 18.32, City of Auburn as of the date of this Restrictive Covenant or as amended on a City-wide basis in the future except that residential uses shall not be allowed. Additionally, the following restrictions apply to the site:

1. No groundwater may be taken for any use from the Property without meeting all relevant substantive requirements applicable to the State and County laws.
2. Soil with petroleum hydrocarbons, metals and PCBs at concentrations exceeding State Standards is isolated beneath a cap on Lot D. A building will be constructed on top of the cap in the future. Additionally, dissolved petroleum hydrocarbons and metals have been detected at concentrations exceeding State Standards in groundwater beneath Lots A through D. The Owner shall not alter, modify, or remove the existing protective cap in any manner (except as described below) that may result in the release or exposure to the environment of contaminated soil, groundwater, or vapors or create a new exposure pathway without prior written approval from Ecology.
3. The Owner may breach the cap in the future, if necessary, to construct the future building on top of the cap (Lot D). Such actions may be necessary for the installation of utilities, the construction of footings or other foundation features, or other subsurface features necessary for construction of the building. In the event that it is necessary to breach the cap to construct the building, the following procedures will be observed: (1) a health and safety plan will be prepared to protect on-site workers, (2) soil removed by excavating or drilling beneath the cap will be properly handled, characterized and transported off-site for disposal at a permitted facility, (3) Ecology will be informed of any work plans associated with breaching the cap and exposing the contaminated soil prior to beginning the work.
4. Future site development, maintenance and repair activities may require excavating soil to depths at or below ground water on Lots A through D. In the event that these activities become necessary, Ecology will be informed prior to beginning the work. Prior to beginning the work, appropriate work plans will be prepared to address the following: (1) worker health and safety issues, (2) containment of contaminated ground water, (3) disposal of contaminated ground water, if necessary.

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5. Prior to constructing the building on top of the protective cap, activities that may result in the release or exposure to the environment of contaminated soil, groundwater, or vapors from beneath the cap, or create a new exposure pathway, is prohibited. Some examples of activities that are prohibited in the capped area prior to building construction, to the extent these activities will, or are likely to, result in such a release or exposure or create such a new exposure pathway include: drilling, digging, placement of any objects or use of any equipment which deforms or stresses the surface beyond its load bearing capability, piercing the surface with a rod, spike or similar item, bulldozing or earthwork.

Section 2

Any activity on the Property that may interfere with the integrity of the Remedial Action and the related continued protection of human health and the environment is prohibited, except as described above.

Section 3

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

Section 4

The Owner of the Property must give thirty (30) days advance written notice to Ecology of the Owner's intent to convey any controlling ownership interest in the Property. No such conveyance of title shall be consummated by the Owner without adequate and complete provision for continued monitoring, operation, and maintenance of the Remedial Action.

Section 5

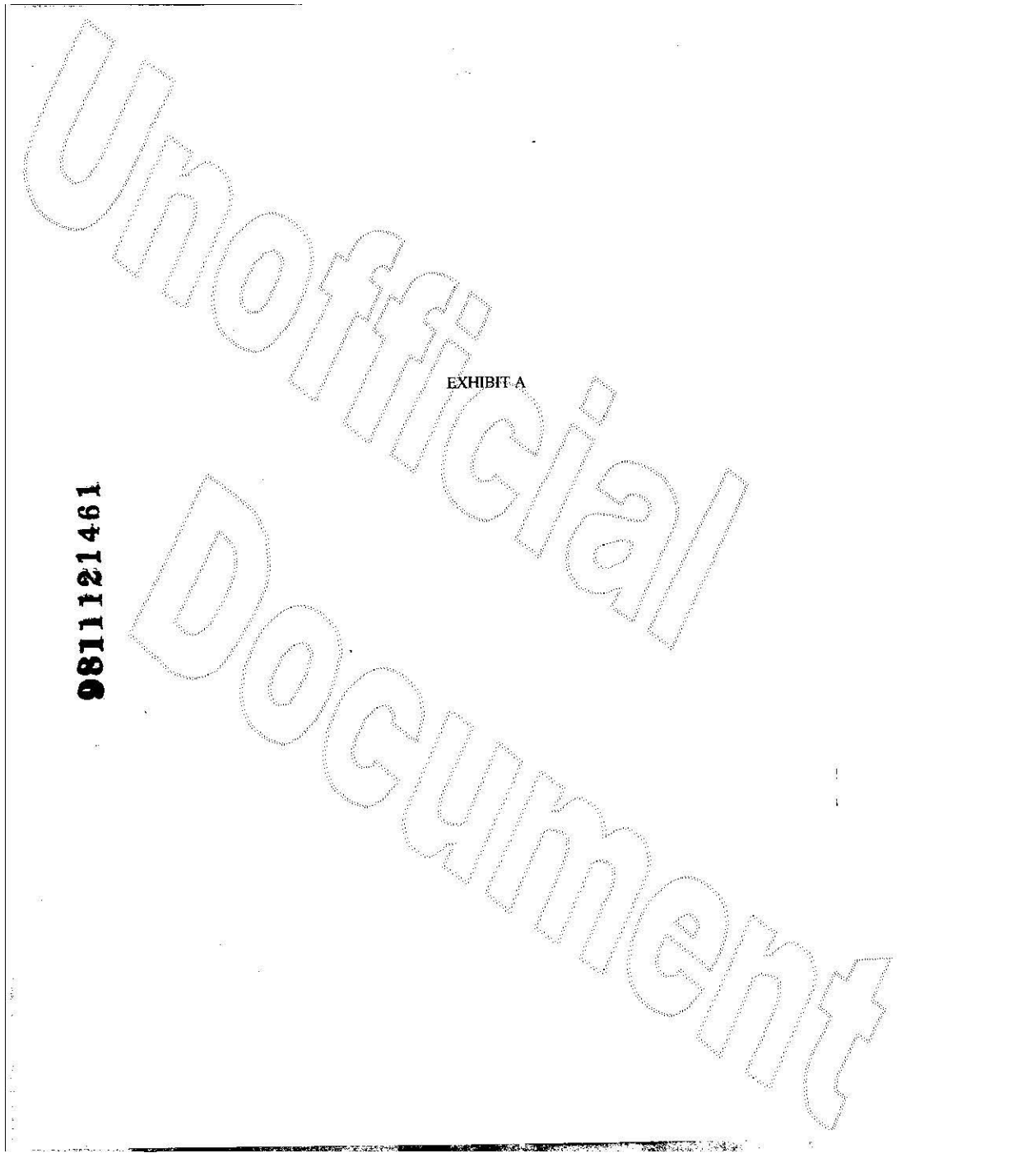
The Owner must restrict leases to uses and activities consistent with the Restrictive Covenant and notify all lessees of the restrictions on the use of the Property (see Section 1).

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



LEGAL DESCRIPTION
LOT A OF LOT LINE ADJUSTMENT
PORTIONS OF TAX LOT No. 000080-0036, No. 000080-0054, & No. 000080-0055

All that certain real property situate in the Incorporated Territory of the City of Auburn, King County, State of Washington, being a portion of the J. A. Lake Donation Land Claims No. 38 and No. 41 in the Southeast Quarter of Section 1, Township 21 North, Range 4 East, and the Southwest Quarter of Section 6, Township 21 North, Range 5 East, Willamette Meridian, being also portions of Lots 1, 2, and 3 of City of Auburn Short Plat No. SPL 0005-97, recorded under Recorder's File No. 9705140453, King County Records, and being more particularly described as follows:

Commencing at the Northeast Corner of Lot 2 of said Short Plat No. SPL 0005-97; Thence, along the South Right-of-Way line of 30th Street N.E., North 88°49'52" West 59.00 feet to the Northwest corner of the parcel described in Deed to City of Auburn, recorded under Recorder's File No. 9803061751, King County Records, said point being the TRUE POINT OF BEGINNING of the herein-described parcel of land;
THENCE, continuing along the South Right-of-Way line of 30th Street N.E., parallel with and 30.00 feet South from the centerline of 30th Street N.E., North 88°49'52" West 1051.87 feet;
THENCE, along the Right-of-Way line of "Right-of-Way Take Parcel No. 6" as described in Deed to the City of Auburn, recorded under Recorder's File No. 8512161003, King County Records, South 50°45'15" West 42.20 feet;
THENCE, along the Easterly Right-of-Way line of "B" Street N.W., as described in Recorder's File No. 9704030926, King County Records, parallel with and 60.00 feet from the Westerly Right-of-Way line of "B" Street N.W., South 00°54'08" West 1157.85 feet, to the Southwest corner of Lot 1 of SPL 0005-97;
THENCE, along the South line of said Lot 1, South 88°49'52" East 579.72 feet;
THENCE, leaving the South line of said Lot 1, South 01°10'08" West 155.00 feet;
THENCE, South 88°49'52" East 506.19 feet, to the West line of the parcel described in Recorder's File No. 9803061751;
THENCE, along said West line, North 00°51'25" East 1340.02 feet, to the True Point of Beginning.

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The above-described parcel of land contains approximately 31.29477 Acres, more or less.

End of Description

Prepared by:
Barghausen Consulting Engineers, Inc.
Job No. 5950 Sept. 21, 1998

LEGAL DESCRIPTION
LOT B OF LOT LINE ADJUSTMENT
PORTION OF TAX LOT No. 000080-0036

All that certain real property situate in the Incorporated Territory of the City of Auburn, King County, State of Washington, being a portion of the J. A. Lake Donation Land Claim No. 38 in the Southeast Quarter of Section 1 and the Northeast Quarter of Section 12, Township 21 North, Range 4 East, Willamette Meridian, being also a portion of Lot 3 of City of Auburn Short Plat No. SPL 0005-97, recorded under Recorder's File No. 9705140453, King County Records, and being more particularly described as follows:

Commencing at the Southwest Corner said Lot 3 of Short Plat No. SPL 0005-97; Thence, along the Easterly Right-of-Way line of "B" Street N.W., as described in Recorder's file No. 9704030926, King County Records, North 00°54'08" East 404.44 feet to the TRUE POINT OF BEGINNING of the herein-described parcel of land;
THENCE, continuing along said Easterly Right-of-Way line of "B" Street N.W., parallel with and 60.00 feet from the Westerly Right-of-Way line of "B" Street N.W., North 00°54'08" East 612.80 feet, to the Northwest Corner of Lot 3 of SPL 0005-97;
THENCE, along the North line of said Lot 3, South 88°49'52" East 579.72 feet;
THENCE, leaving said North line of said Lot 3, South 01°10'08" West 612.79 feet;
THENCE, North 88°49'52" West 576.87 feet, to the True Point of Beginning.

The above-described parcel of land contains approximately 8.135353 Acres, more or less.

End of Description

Prepared by:
Barghausen Consulting Engineers, Inc.
Job No. 5950 Oct. 12, 1998

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LEGAL DESCRIPTION
LOT C OF LOT LINE ADJUSTMENT
PORTION OF TAX LOT No. 000080-0036

All that certain real property situate in the Incorporated Territory of the City of Auburn, King County, State of Washington, being a portion of the J. A. Lake Donation Land Claim No. 38 in the Northeast Quarter of Section 12, Township 21 North, Range 4 East, Willamette Meridian, being also a portion of Lot 3 of City of Auburn Short Plat No. SPL 0005-97, recorded under Recorder's File No. 9705140453, King County Records, and being more particularly described as follows:

Beginning at the Southwest Corner of said Lot 3 of Short Plat No. SPL 0005-97, said point being the TRUE POINT OF BEGINNING of the herein-described parcel of land;
THENCE, along the Easterly Right-of-Way line of "B" Street N.W., as described in Recorder's File No. 9704030926, King County Records, parallel with and 60.00 feet from the Westerly Right-of-Way line of "B" Street N.W., North $00^{\circ}54'08''$ East 404.44 feet;
THENCE, leaving said Easterly Right-of-Way line, South $88^{\circ}49'52''$ East 562.59 feet;
THENCE, South $01^{\circ}08'57''$ West 404.44 feet, to the South line of said Lot 3 of SPL 0005-97;
THENCE, along said South line, North $88^{\circ}49'52''$ West 560.85 feet, to the True Point of Beginning.

The above-described parcel of land contains approximately 5.215383 Acres, more or less.

End of Description

Prepared by:
Barghausen Consulting Engineers, Inc.
Job No. 5950 Sept. 21, 1998

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LEGAL DESCRIPTION
LOT D OF LOT LINE ADJUSTMENT
PORTION OF TAX LOT No. 000080-0036 & No. 000080-0056

All that certain real property situate in the Incorporated Territory of the City of Auburn, King County, State of Washington, being a portion of the J. A. Lake Donation Land Claim No. 38 and No. 41, in the Southeast Quarter of Section 1 and the Northeast Quarter of Section 12, Township 21 North, Range 4 East, and the Southwest Quarter of Section 6 and the Northwest Quarter of Section 7, Township 21 North, Range 5 East, Willamette Meridian, being also portions of Lot 3 and Lot 4 of City of Auburn Short Plat No. SPL 0005-97, recorded under Recorder's File No. 9705140453, King County Records, and being more particularly described as follows:

Beginning at the Southwest Corner of said Lot 3 of Short Plat No. SPL 0005-97;
Thence, along the South line of said Lot 3, South 88°49'52" East 560.85 feet,
to the TRUE POINT OF BEGINNING of the herein-described parcel of land;
THENCE, continuing along the South line of said Lot 3, South 88°49'52" East 525.02 feet,
to the West line of the parcel described in Deed to the City of Auburn, recorded under
Recorder's File No. 9803061751, King County Records;
THENCE, along said West line, North 00°51'25" East 862.25 feet;
THENCE, leaving said West line, North 88°49'52" West 506.19 feet;
THENCE, South 01°10'08" West 457.79 feet;
THENCE, North 88°49'52" West 14.28 feet;
THENCE, South 01°08'57" West 404.44 feet, to the True Point of Beginning.

The above-described parcel of land contains approximately 10.197912 Acres, more or less.

End of Description

Prepared by:
Barghausen Consulting Engineers, Inc.
Job No. 5950 Sept. 21, 1998

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