After Recording, Return
Original Signed Covenant to:
Glynis Carrosino
Toxics Cleanup Program
Department of Ecology
3190 160th Avenue Southeast
Bellevue, WA 98008

Environmental Covenant

Grantor:	**Madison Marysville LLC**
Grantee:	**State of Washington, Department of Ecology**
Address:	**2707 171st Place NE, Marysville, WA**
Tax Parcel No.:	**00697200000700** LOT 7 SMOKEY POINT SERVICE CENTER
Cross Reference:	**NW2833**

RECITALS

a. This document is an environmental (restrictive) covenant (hereafter "Covenant") executed pursuant to the Model Toxics Control Act ("MTCA"), chapter 70.105D RCW and Uniform Environmental Covenants Act ("UECA"), chapter 64.70 RCW.

b. The Property that is the subject of this Covenant is part or all of a site commonly known as **Smokey Point Retail Center, Ecology Facility #5591, VCP #NW2833.** The Property is legally described in **Exhibit A**, and illustrated in **Exhibit B**, both of which are attached (hereafter "Property"). If there are differences between these two Exhibits, the legal description in **Exhibit A** shall prevail. The Property is also illustrated by the additional attached exhibits:

- **Exhibit C**, Property Map with Location of Restrictions
- **Exhibit D**, Property Compliance Monitoring Plan
- **Exhibit E**, Property Asphalt O&M Plan
- **Exhibit F**, Property Contingency Plan outline
- **Exhibit G**, Property Title Search
- **Exhibit H**, Subordination Agreement

c. The Property is the subject of remedial action under MTCA. This Covenant is required because residual contamination will remain on the Property after completion of remedial actions. Specifically, the following principle contaminants remain on the Property:

Medium	Principle Contaminants Present
Soil	None
Groundwater	Gasoline and benzene
Surface Water/Sediment	None

d. It is the purpose of this Covenant to restrict certain activities and uses of the Property to protect human health and the environment and the integrity of remedial actions conducted at the site. Records describing the extent of residual contamination and remedial actions conducted are available through the Washington State Department of Ecology. This includes the following documents:

- *Cleanup Action Report, Smokey Point Retail Center, 2707 171ST Place Northeast, Marysville, Washington*, SoundEarth Strategies Inc., report dated June 12, 2015.
- *Remedial Alternatives - Disproportionate Cost Analysis Report; Smokey Point Retail Center, 2707 171st Place NE, Marysville, Washington,* SoundEarth Strategies, Inc. report dated April 27, 2015.
- *Vapor Intrusion Pathway Evaluation Report; Smokey Point Retail Center, 2707 171st Place NE, Marysville, Washington,* SoundEarth Strategies, Inc. Report dated April 8, 2015.

e. This Covenant grants the Washington State Department of Ecology, as holder of this Covenant, certain rights specified in this Covenant. The right of the Washington State Department of Ecology as a holder is not an ownership interest under MTCA, Chapter 70.105D RCW or the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") 42 USC Chapter 103.

COVENANT

Madison Marysville LLC, as Grantor and owner of the Property hereby grants to the Washington State Department of Ecology, and its successors and assignees, (hereafter "Ecology") the following covenants. Furthermore, it is the intent of the Grantor that such covenants shall run with the land and be binding on all current and future owners of any portion of, or interest in, the Property.

Section 1. General Restrictions and Requirements.

The following general restrictions and requirements shall apply to the Property:

a. Interference with Remedial Action. The Grantor shall not engage in any activity on the Property that may impact or interfere with the remedial action and any operation, maintenance, inspection or monitoring of that remedial action without prior written approval from Ecology.

b. Protection of Human Health and the Environment. The Grantor shall not engage in any activity on the Property that may threaten continued protection of human health or the environment without prior written approval from Ecology. This includes, but is not limited to, any activity that results in the release of residual contamination that was contained as a part of the remedial action or that exacerbates or creates a new exposure to residual contamination remaining on the Property.

c. **Continued Compliance Required.** Grantor shall not convey any interest in any portion of the Property without providing for the continued adequate and complete operation, maintenance and monitoring of remedial actions and continued compliance with this Covenant.

d. **Leases.** Grantor shall restrict any lease for any portion of the Property to uses and activities consistent with this Covenant and notify all lessees of the restrictions on the use of the Property.

e. **Amendment to the Covenant.** Grantor must notify and obtain approval from Ecology at least sixty (60) days in advance of any proposed activity or use of the Property in a manner that is inconsistent with this Covenant. Before approving any proposal, Ecology must issue a public notice and provide an opportunity for the public to comment on the proposal. If Ecology approves the proposal, the Covenant will be amended to reflect the change.

Section 2. Specific Prohibitions and Requirements.

In addition to the general restrictions in Section 1 of this Covenant, the following additional specific restrictions and requirements shall apply to the Property.

a. **Land use**. The remedial action for the Property is based on a cleanup designed for commercial property. As such, the Property shall be used in perpetuity only for commercial land uses as that term is defined in the rules promulgated under Chapter 70.105D RCW. Prohibited uses on the Property include but are not limited to residential uses, childcare facilities, K-12 public or private schools, parks, grazing of animals, and growing of food crops.

b. **Vapor/gas controls.** To mitigate the potential for soil vapor concerns, a Stego Wrap vapor barrier was installed beneath both buildings on the Property during construction in 2009. The polyolefin-based vapor barrier is 15 mils thick and meets the requirements of the American Society for Testing and Materials specification E1745 Class A vapor barrier. The vapor barrier was installed beneath the perimeter footings and under utility vaults prior to pouring the slab. Pipe penetrations and seams in the slab were taped with Stego tape. The vapor barriers beneath the buildings prevent the potential intrusion of impacted subsurface vapors into interior spaces. The Grantor covenants and agrees that it shall annually, or at another time as approved in writing by Ecology, inspect the vapor barriers and report within thirty (30) days of the inspection the condition of the vapor barriers and any changes to the vapor barriers that would impair its performance.

c. **Groundwater use.** The groundwater beneath the Property remains contaminated and shall not be extracted for any purpose other than temporary construction dewatering, investigation, monitoring or remediation. Drilling of a well for any water supply purpose is strictly prohibited. Groundwater extracted from the Property for any purpose shall be considered potentially contaminated and any discharge of this water shall be done in accordance with state and federal law.

d. Monitoring. Several groundwater monitoring wells are located in the Property to monitor and ensure no contaminated groundwater leaves the Property. The wells and contaminants to be sampled and the sampling schedule are provided in **Exhibit D** of this covenant. The Grantor shall maintain clear access to these wells and protect them from damage. The Grantor shall report to Ecology within forty-eight (48) hours of the discovery of any damage to any monitoring well. Unless Ecology approves of an alternative plan in writing, the Grantor shall promptly repair the damage and submit a report documenting this work to Ecology within thirty (30) days of completing the repairs.

e. Containment of Soil/Waste Materials. The property was developed with a 4-inch-thick asphalt parking lot cap. Other areas of the property are covered with concrete building slabs and sidewalks. The asphalt cap and paved surfaces will be maintained as a barrier to the direct contact pathway. The Grantor covenants and agrees that it shall inspect the condition of the cap, report any changes to the cap that would impair its performance, and repair the cap as provided by **Exhibit E** of this covenant.

Section 3. Access.

a. The Grantor shall maintain clear access to all remedial action components necessary to construct, operate, inspect, monitor and maintain the remedial action.

b. The Grantor freely and voluntarily grants Ecology and its authorized representatives, upon reasonable notice, the right to enter the Property at reasonable times to evaluate the effectiveness of this Covenant and associated remedial actions, and enforce compliance with this Covenant and those actions, including the right to take samples, inspect any remedial actions conducted on the Property, and to inspect related records.

c. No right of access or use by a third party to any portion of the Property is conveyed by this instrument.

Section 4. Notice Requirements.

a. Conveyance of Any Interest. The Grantor, when conveying any interest, including but not limited to title, easement, leases, and security or other interests, must:

i. Notify Ecology at least thirty (30) days in advance of the conveyance.

ii. Include in the conveying document a notice in substantially the following form, as well as a complete copy of this Covenant:

NOTICE: THIS PROPERTY IS SUBJECT TO AN ENVIRONMENTAL COVENANT GRANTED TO THE WASHINGTON STATE DEPARTMENT OF ECOLOGY ON December 4, 2015 **AND RECORDED WITH THE SNOHOMISH COUNTY AUDITOR UNDER RECORDING NUMBER** 201512040293 **USES AND ACTIVITIES ON THIS PROPERTY MUST COMPLY WITH THAT**

COVENANT, A COMPLETE COPY OF WHICH IS ATTACHED TO THIS DOCUMENT.

iii. Unless otherwise agreed to in writing by Ecology, provide Ecology with a complete copy of the executed document within thirty (30) days of the date of execution of such document.

b. Reporting Violations. Should the Grantor become aware of any violation of this Covenant, Grantor shall promptly report such violation to Ecology.

c. Emergencies. For any emergency or significant change in site conditions due to Acts of Nature (for example, flood, fire) resulting in a violation of this Covenant, the Grantor is authorized to respond to such an event in accordance with state and federal law. The Grantor must notify Ecology of the event and response actions planned or taken as soon as practical but no later than within 24 hours of the discovery of the event.

d. Any required written notice, approval, or communication shall be personally delivered or sent by first class mail to the following persons. Any change in this contact information shall be submitted in writing to all parties to this Covenant.

Tom Lee Madison Development Group LLC 10510 Northeast Northup Way, Suite 120 Kirkland, Washington 98033 425-889-9500	Environmental Covenants Coordinator Washington State Department of Ecology Toxics Cleanup Program P.O. Box 47600 Olympia, WA 98504 – 7600 (360) 407-6000

As an alternative to providing written notice and change in contact information by mail, these documents may be provided electronically in an agreed upon format at the time of submittal.

Section 5. Modification or Termination.

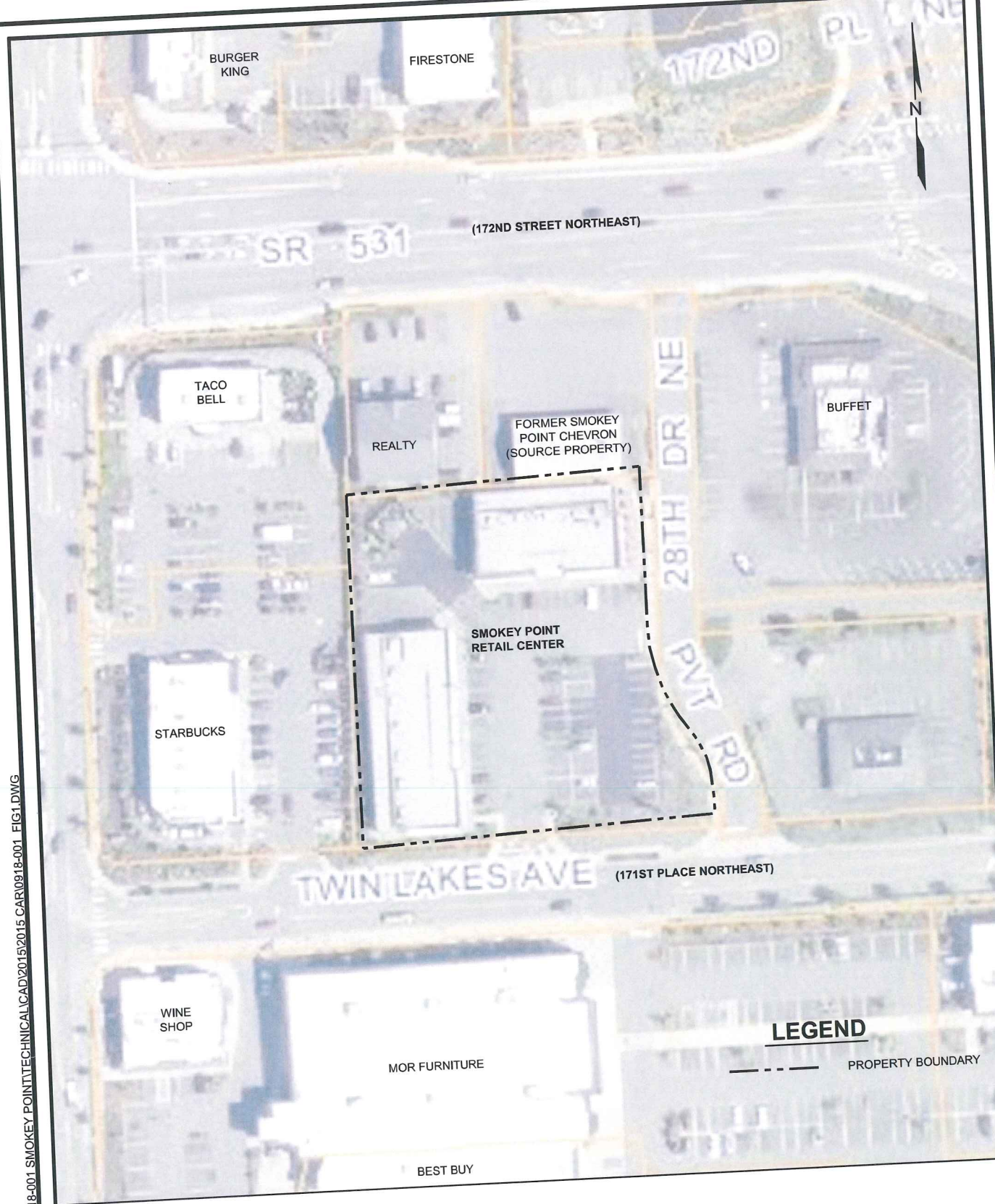
a. If the conditions at the site requiring a Covenant have changed or no longer exist, then the Grantor may submit a request to Ecology that this Covenant be amended or terminated. Any amendment or termination of this Covenant must follow the procedures in Chapter 64.70 RCW and Chapter 70.105D RCW and any rules promulgated under these chapters.

b. By signing this agreement, per RCW 64.70.100, the original signatories to this agreement, other than Ecology, agree to waive all rights to sign amendments to and termination of this Covenant.

Section 6. Enforcement and Construction.

a. This Covenant is being freely and voluntarily granted by the Grantor.

b. Grantor shall provide Ecology with an original signed Covenant and proof of recording within ten (10) days of execution of this Covenant.



SoundEarth Strategies
WWW.SOUNDEARTHINC.COM

DATE: 06/10/15
DRAWN BY: JQC
CHECKED BY: CER
CAD FILE: 0918-001_FIG1

PROJECT NAME: SMOKEY POINT RETAIL CENTER
PROJECT NUMBER: 0918-001
STREET ADDRESS: 171ST PLACE NORTHEAST
CITY, STATE: MARYSVILLE, WASHINGTON

FIGURE 1
PROPERTY AND VICINITY MAP

SOUNDEARTHINC.COM

6/10/2015

P:\0918 MADISON DEVELOPMENT\0918-001 SMOKEY POINT\TECHNICAL\CAD\2015\2015 CAR\0918-001 FIG1.DWG

c. Ecology shall be entitled to enforce the terms of this Covenant by resort to specific performance or legal process. All remedies available in this Covenant shall be in addition to any and all remedies at law or in equity, including Chapter 70.105D RCW and Chapter 64.70 RCW. Enforcement of the terms of this Covenant shall be at the discretion of Ecology, and any forbearance, delay or omission to exercise its rights under this Covenant in the event of a breach of any term of this Covenant is not a waiver by Ecology of that term or of any subsequent breach of that term, or any other term in this Covenant, or of any rights of Ecology under this Covenant.

d. The Grantor, upon request by Ecology, shall be obligated to pay for Ecology's costs to process a request for any modification or termination of this Covenant and any approval required by this Covenant.

e. This Covenant shall be liberally construed to meet the intent of the Model Toxics Control Act, chapter 70.105D RCW and Uniform Environmental Covenants Act, chapter 64.70 RCW.

f. The provisions of this Covenant shall be severable. If any provision in this Covenant or its application to any person or circumstance is held invalid, the remainder of this Covenant or its application to any person or circumstance is not affected and shall continue in full force and effect as though such void provision had not been contained herein.

g. A heading used at the beginning of any section or paragraph or exhibit of this Covenant may be used to aid in the interpretation of that section or paragraph or exhibit but does not override the specific requirements in that section or paragraph.

The undersigned Grantor warrants he/she holds the title to the Property and has authority to execute this Covenant.

EXECUTED this 30TH day of NOVEMBER, 2015.

Grantor: Madison Marysville LLC

Signature: _____

Tom Lee, Member

Dated: NOVEMBER 12TH 2015

STATE OF WASHINGTON
DEPARTMENT OF ECOLOGY

Signature: _____

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

Dated: 11/30/15

Environmental Covenant
Tax Parcel #00697200000700
Smokey Point Retail Center
VCP#NW2833

GRANTOR INDIVIDUAL ACKNOWLEDGMENT

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 20__, I certify that _____ personally appeared before me, and acknowledged that **he/she** is the individual described herein and who executed the within and foregoing instrument and signed the same at **his/her** free and voluntary act and deed for the uses and purposes therein mentioned.

_____
Notary Public in and for the State of Washington, residing at _____.
My appointment expires _____.

GRANTOR CORPORATE ACKNOWLEDGMENT

STATE OF WA
COUNTY OF King

On this 12th day of November, 2015, I certify that Thomas M. Lee personally appeared before me, acknowledged that **he/she** is the Member of the corporation that executed the within and foregoing instrument, and signed said instrument by free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that **he/she** was authorized to execute said instrument for said corporation.

S. EMIKO OHASHI
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES
OCTOBER 9, 2018

S. Emiko Ohashi
Notary Public in and for the State of Washington, residing at Kent, WA.
My appointment expires 10/9/18.

Environmental Covenant
Tax Parcel #00697200000700
Smokey Point Retail Center
VCP#NW2833

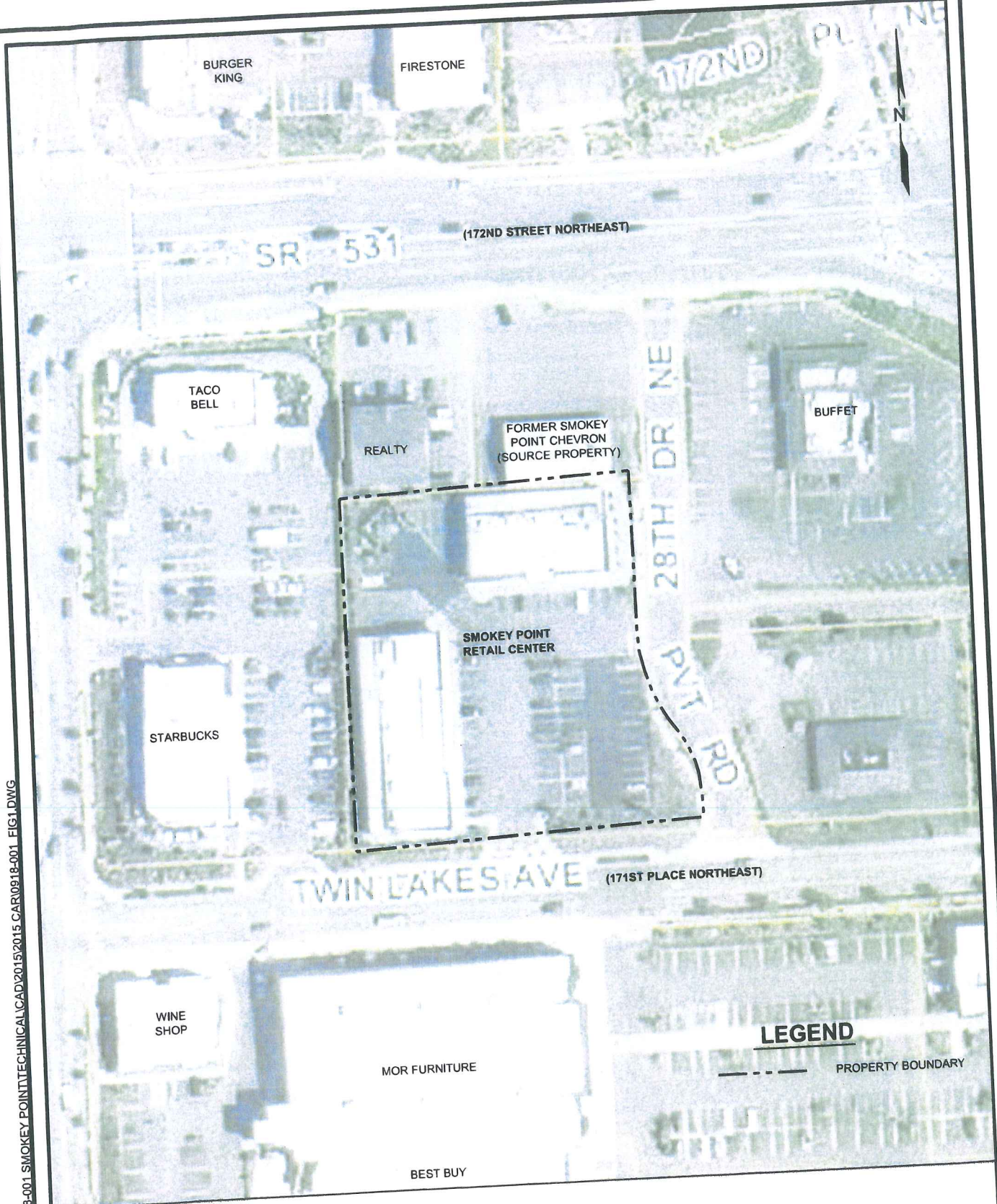
Exhibit A

LEGAL DESCRIPTION

Section 29 Township 31 Range 05 Quarter NE Smokey Point Service Center BLK 000 D-00 Lot 7 TGW UNDIV 1/7 INT PRIVATE RD LESS S 8FT TO CITY OF MARYSVILLE FOR RD PER SWD AFN 200804300207 & LESS R/W TO ST WA PER DECREE APPROPRIATION SCC 09-2-02176-5 FILED 7-17-09

Exhibit B

PROPERTY MAP



SoundEarth Strategies
WWW.SOUNDEARTHINC.COM

DATE: 06/10/15
DRAWN BY: JQC
CHECKED BY: CER
CAD FILE: 0918-001_FIG1

PROJECT NAME: SMOKEY POINT RETAIL CENTER
PROJECT NUMBER: 0918-001
STREET ADDRESS: 171ST PLACE NORTHEAST
CITY, STATE: MARYSVILLE, WASHINGTON

FIGURE 1
PROPERTY AND VICINITY MAP

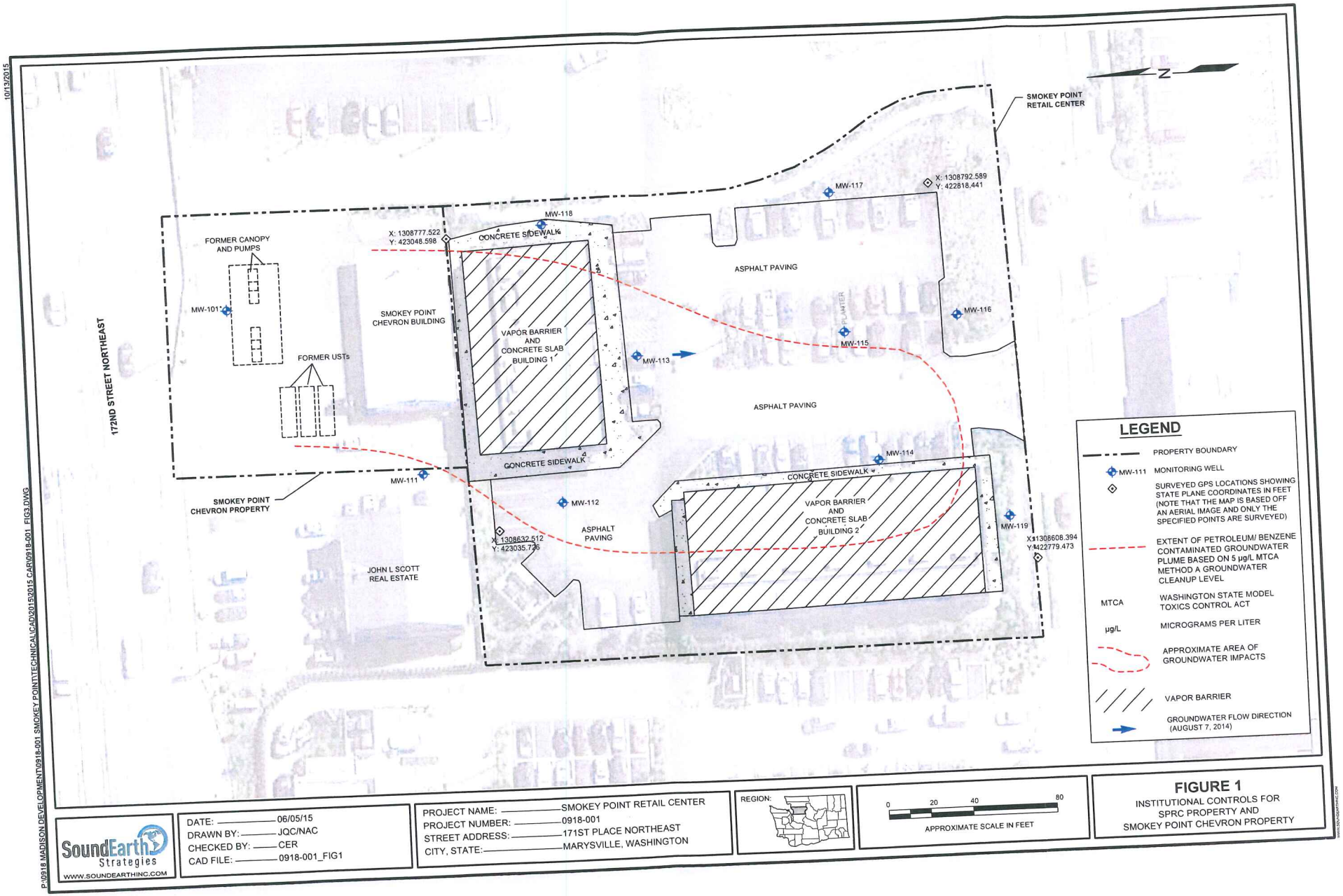
6/10/2015

P:\0918 MADISON DEVELOPMENT\0918-001 SMOKEY POINT\TECHNICAL\CAD\2015\2015 CAR\0918-001 FIG1.DWG

SOUNDEARTHINC.COM

Exhibit C

PROPERTY MAP WITH LOCATION OF RESTRICTIONS



SoundEarth Strategies
WWW.SOUNDEARTHINC.COM

DATE: 06/05/15
DRAWN BY: JQC/NAC
CHECKED BY: CER
CAD FILE: 0918-001_FIG1

PROJECT NAME: SMOKEY POINT RETAIL CENTER
PROJECT NUMBER: 0918-001
STREET ADDRESS: 171ST PLACE NORTHEAST
CITY, STATE: MARYSVILLE, WASHINGTON

REGION:

0 20 40 80
APPROXIMATE SCALE IN FEET

FIGURE 1
INSTITUTIONAL CONTROLS FOR SPRC PROPERTY AND SMOKEY POINT CHEVRON PROPERTY

10/13/2015
P:\0918 MADISON DEVELOPMENT\0918-001 SMOKEY POINT\TECHNICAL\CAD\2015\2015 CAR\0918-001_FIG3.DWG

Exhibit D

PROPERTY COMPLIANCE MONITORING PLAN

SoundEarth Strategies, Inc.
2811 Fairview Avenue East, Suite 2000
Seattle, Washington 98102

COMPLIANCE MONITORING PLAN

Property:
Smokey Point Retail Center
2707 171st Place Northeast
Marysville, Washington

Prepared for:
Madison Development Group LLC
10510 NE Northup Way Suite 120
Kirkland, Washington

Report Date:
November 11, 2015

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FIGURE

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TABLES

ATTACHMENTS

1.0 INTRODUCTION

SoundEarth Strategies, Inc. (SoundEarth) has prepared this Compliance Monitoring Plan (CMP) as an addendum of the Cleanup Action Report for the Smokey Point Retail Center Property, located at 2707 171st Place Northeast in Marysville, Washington (SPRC Property).

The SPRC Property consists of a single tax parcel that covers approximately 1.36 acres of land (Snohomish County parcel number 0697200000700) and was purchased as undeveloped vacant land in 2008. The Smokey Point Retail Center was constructed in 2009 and features two 1-story retail buildings varying in size from 5,940 square feet (Building 1) to 8,460 square feet (Building 2). Releases of gasoline at the adjacent Smokey Point Chevron property (Source Property) have impacted groundwater conditions at the SPRC Property. The Source Property is listed with the Washington State department of Ecology (Ecology) as a leaking underground storage tank (UST) site and was enrolled in the VCP in 2009 (VCP #NW2174). A partial cleanup of accessible petroleum-contaminated soil was conducted by the owner of the Source Property in 2009. However, petroleum-contaminated soil remains beneath the Source Property building and in saturated soil at the former UST and pump island area of that property. Groundwater flow from the Source Property is consistently measured as flowing to the south-southwest, directly toward and beneath the SPRC Property (Figure 1).

1.1 PURPOSE AND OBJECTIVES

The purpose of the CMP is to provide the protocols pertaining to sample locations, measurement frequencies, sampling equipment and procedures, and sample handling and analysis that will be used during the ongoing monitoring activities of the interim cleanup action, conducted as an independent remedial action in accordance with Chapter 173-340-515 of the Washington Administrative Code (WAC 173-340-515) of the Washington State Model Toxics Control Act (MTCA). The completed portions of the cleanup action included placement of an asphalt cap and concrete floor slabs on the SPRC Property, and a vapor barrier beneath the floor slabs. An environmental covenant is also being recorded for the SPRC Property.

The CMP has been prepared in accordance with MTCA as established in WAC 173-340-820. In addition, the CMP provides a basis for planning field activities and a mechanism for implementing quality assurance requirements.

1.2 ORGANIZATION

The CMP is organized into the following sections:

- **Section 2.0, Sampling Objectives.** This section provides a description of the sampling objectives.
- **Section 3.0, Sampling Procedures.** This section presents sampling and analysis procedures for protection monitoring, performance monitoring, and confirmational monitoring for groundwater during the interim cleanup action.
- **Section 4.0, Laboratory Analyses.** This section describes the minimum procedures the laboratory will follow and lists the laboratory analytical methods that will be used during the compliance monitoring to be conducted for the interim cleanup action.

- **Section 5.0, Quality Assurance/Quality Control.** This section summarizes the quality assurance/quality control (QA/QC) field and laboratory activities that must be conducted to meet the DQOs for this project.
- **Section 6.0, Management of Investigation-Derived Waste.** This section provides details on waste sampling, profiling, and handling.
- **Section 7.0, Field Documentation**. This section summarizes the field documentation procedures to be implemented during the interim cleanup action.

2.0 SAMPLING OBJECTIVES

The objective of the proposed sampling activities is to collect sufficient compliance samples to confirm that concentrations of the constituents of concern (COCs) in groundwater are stable or decreasing at the points of compliance at the SPRC Property.

3.0 SAMPLING PROCEDURES

Compliance monitoring will include protection, performance, and confirmational monitoring. The specific protocols for protection and groundwater compliance monitoring are provided in detail below. The containers, preservation procedures, and holding times for all media samples follow standard laboratory protocols (summarized in Table D-1). Documentation requirements for the performance and confirmational monitoring are presented in Section 7.0, Field Documentation. Laboratory reporting limits for the analytes discussed in each subsection are presented in Table D-2. Deviations from the procedures presented below will be approved by the project manager prior to implementation and will be discussed in future reports.

3.1 PROTECTION MONITORING

Indoor air monitoring for gasoline-related benzene, toluene, ethylbenzene, and total xylenes (BTEX) compounds was conducted by SoundEarth in Building 1 in February 2015. For a nine-hour commercial exposure period, the results were below the MTCA Method B indoor air cleanup levels adjusted for background. Additional monitoring of indoor air will be conducted in the event that groundwater concentrations significantly exceed previously detected levels in SPRC Property monitoring wells. Any future maintenance work involving building slab cutting or removal will require an inspection of the affected vapor barrier, with repairs inspected by a Stego-certified worker or a licensed professional engineer.

Condition of the asphalt cap and concrete slabs and foundations will be monitored annually and repaired as needed. Records of maintenance and inspection will be maintained by the property manager.

3.2 GROUNDWATER PERFORMANCE AND CONFIRMATIONAL MONITORING

To monitor the effectiveness of the soil removal conducted at the Source Property and subsequent natural attenuation, groundwater samples will be collected from four existing monitoring wells located in the SPRC plume area (MW-112, MW-113, MW-114, MW-116) and one additional monitoring well near the downgradient SPRC Property line (MW-119). The groundwater sampling frequency and

locations, procedures for sample collection and handling, analytical testing methods, and QA/QC for groundwater performance monitoring are presented below.

3.2.1 Sampling Frequency

Performance groundwater sampling will be conducted quarterly for one year, then on an annual basis for four events to demonstrate that concentrations of COCs in groundwater are stable or decreasing. Annual samples will be collected in spring during the annual period of highest groundwater. If results are shown to be stable to decreasing throughout the four events, monitoring frequency will be decreased to an every-other year basis.

3.2.2 Sample Locations

Performance and confirmational groundwater samples will be collected from the existing well network, which includes wells MW-112, MW-113, MW-114, MW-116, and MW119.

3.2.3 Sample Identification

The groundwater samples collected for groundwater compliance monitoring will be assigned a unique sample identifier and number. The number will include a prefix of the well identification and the date. For example, the groundwater sample collected from monitoring well MW-112 on March 31, 2016, would be numbered MW112-20160331. The sample identification will be placed on the sample label, the Field Report form, the Groundwater Purge and Sample Form, and the Sample Chain of Custody form.

3.2.4 Sample Collection and Handling Procedures

Groundwater samples for performance monitoring will be collected and handled in accordance with the 1996 U.S. Environmental Protection Agency (EPA) guidance document, *Low-Flow (Minimal Drawdown) Ground-Water Sampling Procedures,* following the procedures described below:

- The locking well cap from the monitoring well will be removed and the groundwater level in the well will be allowed to equilibrate to atmospheric pressure for a minimum of 20 minutes.
- The depth to groundwater in the monitoring well will be measured relative to the top of well casing to the nearest 0.01 foot using an electronic water level meter. The depth to the monitoring well bottom will also be measured to evaluate siltation of the monitoring well and to calculate the estimated purge water volume. Non-disposable equipment will be decontaminated between uses.
- Each monitoring well will be purged at a low-flow rate (100 to 300 milliliters per minute) using a peristaltic pump or a bladder pump and dedicated polyethylene tubing. The pump intake will be placed at the approximate center of the screened interval. Temperature, pH, conductivity, dissolved oxygen, and oxidation-reduction potential will be monitored during purging using a water quality meter equipped with a flow-through cell while purging to determine when stabilization of these parameters occurs.
- Groundwater samples will be collected directly from the pump outlet following stabilization of temperature, pH, specific conductance, turbidity, dissolved oxygen, and oxidation-reduction potential. If the monitoring well is completely dewatered

during purging, samples will be collected when the groundwater in the well has recovered to at least 80 percent of the pre-purge casing volume.

- If low-flow sampling methods are not practical, the monitoring well will be allowed to recharge for no longer than 2 hours following cessation of purging and will be sampled using a dedicated, disposable, polyethylene double-check valve bailer and sampling cord.
- The sample containers will be filled directly if collected from a pump, or the water samples will be transferred immediately from the bailer into laboratory-supplied sample containers, taking care to minimize turbulence. Care will be taken not to handle the seal or lid of the container when decanting the sample into the containers. The containers will be filled completely to eliminate any headspace, and the seals/lid will be secured.
- Each sample container will be labeled with the date and time sampled, well identification number, project number, and preservative(s), if any.
- All sample collection information will be documented on a sample COC form; the sample will be placed in a cooler chilled to near 4 degrees Celsius and transported to the laboratory.
- The COC protocols will be maintained during sample transport and submittal to the laboratory.
- Purge water will be temporarily stored in an appropriately labeled container at the Property pending receipt of waste profiling results. An estimated volume of 10 gallons of purge and decontamination water is anticipated to be generated during each performance sampling event.
- Non-reusable sampling and health and safety supplies and equipment will be disposed of in an appropriate waste dumpster at the Property.
- The well cap and monument will be secured following sampling. Damaged or defective well caps or monuments will be noted and scheduled for replacement, if necessary.

4.0 LABORATORY ANALYSES

Compliance samples will be submitted to an Ecology-accredited analytical laboratory, on a standard turnaround time. The contract laboratory is expected to meet the following minimum requirements when completing chemical analyses for this project:

- Adhere to Ecology and EPA analytical procedures for gasoline-range petroleum hydrocarbons (GRPH; Ecology Method Northwest Total Petroleum Hydrocarbon [NWTPH]-Gx) and BTEX (EPA Methods 8260).
- Deliver electronic data as specified.
- Meet reporting requirements for deliverables.
- Meet turnaround times for deliverables.

- Implement laboratory quality control requirements, and performance evaluation testing requirements.
- Notify the project QA/QC Manager of any QA/QC problems when they are identified to allow for quick resolution.
- Allow laboratory and data audits to be performed, if deemed necessary.

Table D-2 presents the analytes, analytical methods, and practical quantitation limits (PQLs) for compliance samples, which are compared to applicable regulatory limits. The PQL for each analyte is below the applicable regulatory limits.

4.1 GROUNDWATER SAMPLE ANALYSES

Groundwater performance and confirmational samples will be analyzed for GRPH by NWTPH-Gx and BTEX by EPA Method 8260. Resultant concentrations will be compared to MTCA Method A cleanup levels for groundwater (Table 720-1 of WAC-173-340) to evaluate the groundwater conditions beneath the SPRC Property.

5.0 COMPLIANCE ANALYSIS FOR GROUNDWATER AND INDOOR AIR QUALITY

Compliance monitoring will be conducted for both groundwater and indoor air to show compliance with MTCA cleanup standards. For groundwater, compliance will be based on evaluation of the stability of the groundwater plume originating from the Source Property. For indoor air, compliance will be based on the concentrations of select COCs at in groundwater at monitoring wells located proximate to Building 1. Our plan for groundwater and indoor air compliance monitoring is presented below.

5.1 GROUNDWATER

As part of the ongoing compliance monitoring program, the environmental consultant will evaluate the long-term stability of the plume at the Property in order to confirm that intrinsic bioremediation of the plume is ongoing. In general, a plume will expand until it reaches a steady state condition. At steady state, the mass loading from the source area to the plume is balanced by the rate of the degradation. A plume will shrink if the mass removal rate from intrinsic biodegradation exceeds the mass loading rate in the source area.

To evaluate plume stability, the environmental consultant will use linear regression analysis and/or non-parametric statistical methods as presented in Ecology's 2005 *Guidance on Remediation of Petroleum-Contaminated Ground Water by Natural Attenuation* (Ecology Guidance 2005). The environmental consultant will use linear regression analysis to determine if the plume is expanding, shrinking, or stable. If the linear regression indicates that the plume is stable, the stability of the plume will be confirmed using applicable non-parametric statistical methods. Ecology's "decision criteria" for evaluating plume stability using linear regression and non-parametric statistical methods are presented in Tables 4.1, 4.2, and 4.3 in Ecology Guidance 2005. Analysis of the plume at the Property will be conducted using a minimum of five data points after each groundwater monitoring and sampling event, the results of which will be provided in groundwater compliance monitoring reports for the Property.

To establish a baseline conditions for the Property, SoundEarth evaluated the stability of the plume using the Natural Attenuation Analysis Tool Package Modules 1 (non-parametric method) and/or 2

(linear regression), as presented in Ecology Guidance 2005. The analysis was conducted using groundwater analytical results for samples collected between May 2014 and September 2015 from monitoring wells MW112, MW113, and MW114. These monitoring wells were selected because COCs have been consistently present in the groundwater at those monitoring wells over time. Benzene and GRPH were selected as the indicator compounds for plume stability analysis.

Benzene Plume Stability. The analysis of benzene plume stability indicates that the plume is shrinking at monitoring well MW112 (decision criteria: confidence level [CL] greater than 85 percent and negative "r"). Analysis of the plume at monitoring wells MW113 and MW114 indicates the plume is stable (decision criteria: CL less than 85 percent and coefficient of variation [CV] less than or equal to 1). To confirm the stability of the plume at monitoring wells MW113 and MW114, SoundEarth used the non-parametric Mann-Kendall Trend Test (MKTT) to test for plume stability. Analysis of the plume using the MKTT confirms that at monitoring wells MW113 and MW114 the plume is stable (decision criteria: CL less 85 percent and CV less than or equal to 1). The MKTT was not used to evaluate the plume stability at MW112 because of the high degree of confidence in the regression analysis. Input and output data sheets from the plume stability analysis are presented in Attachment A.

GRPH Plume Stability. The analysis of GRPH plume stability indicates that the plume is shrinking at monitoring well MW112 (decision criteria: confidence level [CL] greater than 85 percent and negative "r"). Analysis of the plume at monitoring wells MW113 and MW114 indicates the plume is stable (decision criteria: CL less than 85 percent and coefficient of variation [CV] less than or equal to 1). To confirm the stability of the plume at monitoring wells MW113 and MW114, SoundEarth used the non-parametric Mann-Kendall Trend Test (MKTT) to test for plume stability. Analysis of the plume using the MKTT confirms that at monitoring wells MW113 and MW114 the plume is stable (decision criteria: CL less 85 percent and CV less than or equal to 1). The MKTT was not used to evaluate the plume stability at MW112 because of the high degree of confidence in the regression analysis. Input and output data sheets from the plume stability analysis are presented in Attachment B.

These results suggest that the groundwater at the Property has the capacity to biodegrade petroleum hydrocarbon contaminants into other non-toxic compounds, such as carbon dioxide. In addition, the results suggest the benzene and GRPH plumes are unlikely to migrate beyond the Property. Uncertainty in the results of plume stability analysis is a function of accuracy and precision of the groundwater sampling and laboratory analysis program. Both uncertainties are minimized by a quality assurance review of the laboratory results and using reproducible EPA low-flow groundwater sampling methods. The uncertainty in the statistical analysis controlled by Ecology's decision criteria is discussed above.

Going forward, an environmental consultant will continue to evaluate the stability of the plume as part of each groundwater sampling event. The stability of the plume will be evaluated in general accordance with Ecology Guidance 2005). Plume stability will be evaluated using one or both of the following methods:

- Graphical Linear Regression
- Non-Parametric Statistical Analyses (Mann-Kendall or Mann-Whitney tests)

Results from these analyses will be used to determine if the plumes are expanding, stable, or shrinking. If the plume is found to be expanding over four consecutive groundwater sampling events and it

appears the plume may migrate off the Property. The environmental consultant will discuss with Ecology options for inhibiting the expansion of the plume if warranted.

5.2 INDOOR AIR

Previous indoor air quality results indicate that the concentration of COCs in the indoor air at the Property do not pose a risk to human health. If the concentrations of GRPH and/or benzene in the groundwater at monitoring wells MW113 and MW114 are greater than two times historical maximum concentrations for two consecutive sampling events, this will trigger an indoor air sampling event at Building 1.

6.0 QUALITY ASSURANCE/QUALITY CONTROL

Field and laboratory activities must be conducted in such a manner that the results be valid and meet the DQOs for this project. Guidance for QA/QC is derived from the protocols developed for the cited methods within EPA's 1986 multi-volume document, *Test Methods for Evaluating Solid Waste, Physical/Chemical Methods,* also known as SW-846, and the current EPA Functional Guidelines for Organic Data Quality Review.

Based on the sampling frequency and number of groundwater samples anticipated, it is estimated that one field duplicate sample will be submitted per sampling event. The QA/QC sample will be assigned a unique sample identifier and number. The number will include a prefix of MW99 for field duplicates. For example, a field duplicate collected on March 31, 2016, would be labeled MW99-20160331. The environmental consultant will record the locations of the field duplicates in the field notes.

7.0 MANAGEMENT OF INVESTIGATION-DERIVED WASTE

The procedures for managing investigation-derived waste for each of the expected waste streams are discussed below.

7.1 WASTEWATER

Wastewater will be generated during the cleanup action in the course of equipment decontamination activities and purging water from the monitoring wells. Decontamination water and purge water generated from compliance monitoring activities will be placed into drums and stored on the Property, labeled, and disposed of at an appropriate waste disposal facility. The wastewater will be removed by a subcontractor on a semiannual basis and will be transported to a permitted treatment, storage, and disposal facility.

7.2 DISPOSABLES

Disposable personal protective clothing (e.g., Tyvek suits, rubber gloves, and boot covers) and disposable sampling devices (e.g., plastic tubing, plastic scoops, and bailers) will be placed in plastic garbage bags and disposed of as nonhazardous waste.

8.0 FIELD DOCUMENTATION

Documentation of field activities will be included on Field Report forms, Groundwater Purge and Sample Forms, Sample ID Labels, Waste Material Labels, Drum Inventory Sheets, and Sample Chain-of-Custody

forms. Documentation generated during the field program will be retained in the project file and included in the reports generated, as appropriate.

8.1 FIELD REPORT FORM

Field personnel will be required to keep a daily field log on a Field Report form. Field notes will be as descriptive and as inclusive as possible, allowing independent parties to reconstruct the sampling situation from the recorded information. Language will be objective, factual, and free of inappropriate terminology. A summary of each day's events will be completed on a Field Report form. At a minimum, field documentation will include the date, job number, project identification and location, weather conditions, sample collection data, personnel present and responsibilities, field equipment used, and activities performed in a manner other than specified in the SAP. In addition, if other forms are completed or used (e.g., Sample Chain of Custody form), they will be referred to in and attached to the Field Report form. Field personnel will sign the Field Report form. An example of the Field Report form is included in Attachment C.

8.2 GROUNDWATER PURGE AND SAMPLE FORM

Field personnel will be required to prepare Groundwater Purge and Sample Forms during groundwater monitoring and sampling activities. The forms will include depth to groundwater and total depth measurements as well as water quality measurements, including pH, temperature, dissolved oxygen, specific conductance, oxidation-reduction potential, and/or turbidity. In addition, the sample ID, date of sample collection, and analyses will be recorded on the form.

8.3 SAMPLE ID LABEL

Sample ID labels will be filled out and affixed to appropriate containers immediately prior to sample collection. The label will be filled out in indelible ink and includes the following information: media, date, time sampled, sample identification and number, project name, project number, sampler's initials, and analyte preservative(s) if any.

8.4 WASTE MATERIAL LABEL

The waste material labels will be filled out and affixed to the appropriate waste container immediately upon filling. The label will be filled out in indelible ink and include the following information: job number and name, address where waste was generated, contents of the container, operation, date, consultant's name and phone number, and sampler's initials.

8.5 DRUM INVENTORY SHEET

A Drum Inventory Sheet will be used to document and track wastes generated during the cleanup action. The form will include information on the sample container, the origin of the waste, the type of waste, the date generated, the date removed from the Property, the transporter, and the disposal location.

8.6 SAMPLE CHAIN-OF-CUSTODY FORM

The written procedures that are followed whenever samples are collected, transferred, stored, analyzed, or destroyed are designed to create an accurate written record that can be used to trace the possession and handling of the sample from the moment of its collection through analysis and reporting

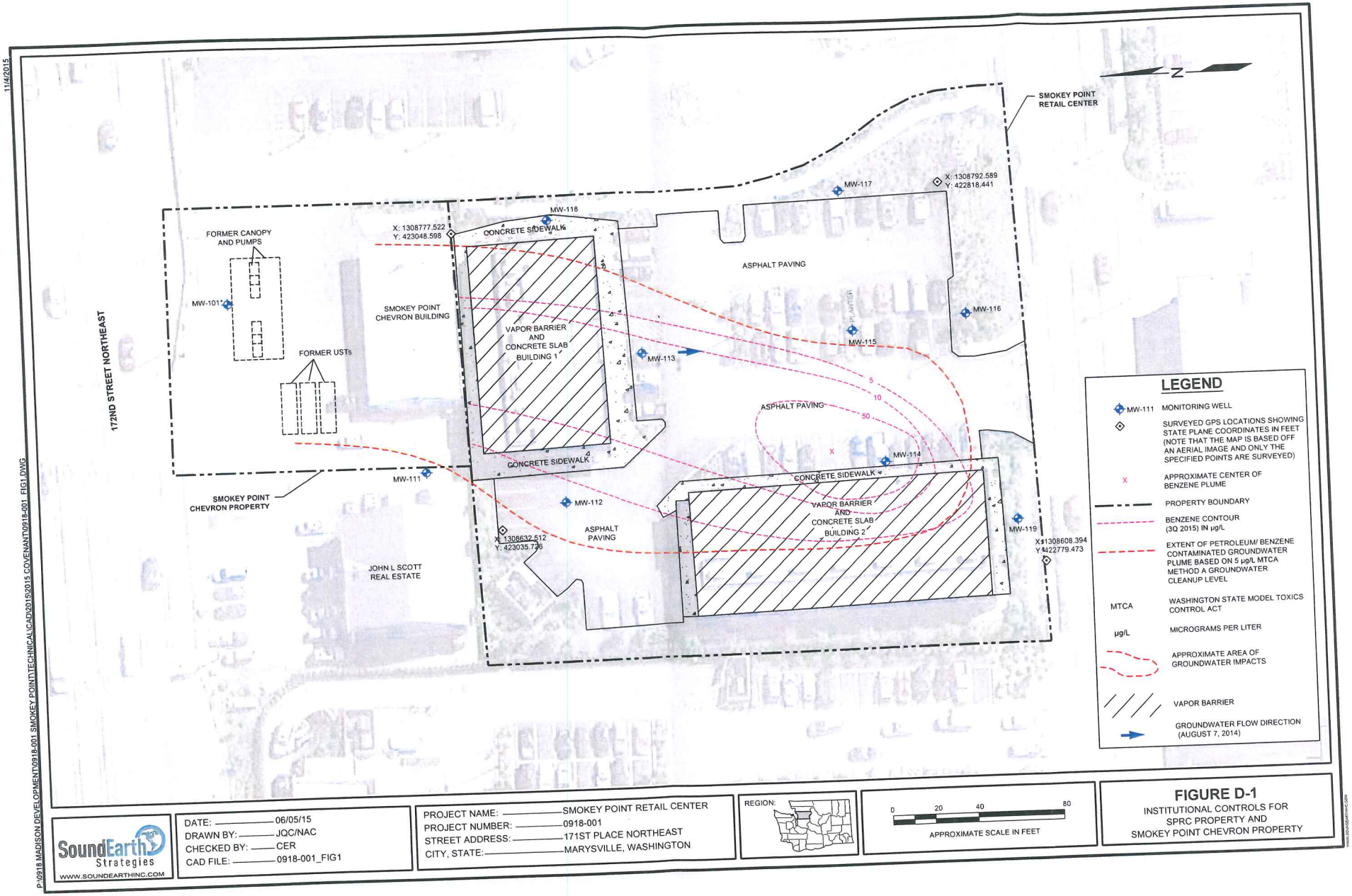
of analytical values. This written record, the Sample Chain-of-Custody form, will be filled out by the field sampling team at the time the sample is obtained.

All samples submitted to the laboratory are accompanied by the Sample Chain-of-Custody form. This form is checked for accuracy and completeness and then signed and dated by the laboratory sample custodian accepting the sample. At the laboratory, each sample is assigned a unique, sequential laboratory identification number that is stamped or written on the Sample Chain-of-Custody form.

All samples are held under internal chain of custody in the Sample Control room using the appropriate storage technique (i.e., ambient, refrigeration, frozen). The laboratory project manager assigned to a particular client is responsible for tracking the status of the samples throughout the laboratory. Samples are signed out of the Sample Control room in a sample control logbook by the analyst who will prepare the samples for analysis.

The Sample Chain-of-Custody form will include the following information: client, project name and number, date and time sampled, sample identification, sampler's initials, analysis, and analyte preservative(s), if any.

FIGURE



SoundEarth Strategies
WWW.SOUNDEARTHINC.COM

DATE: 06/05/15
DRAWN BY: JQC/NAC
CHECKED BY: CER
CAD FILE: 0918-001_FIG1

PROJECT NAME: SMOKEY POINT RETAIL CENTER
PROJECT NUMBER: 0918-001
STREET ADDRESS: 171ST PLACE NORTHEAST
CITY, STATE: MARYSVILLE, WASHINGTON

REGION:

0 20 40 80
APPROXIMATE SCALE IN FEET

FIGURE D-1
INSTITUTIONAL CONTROLS FOR SPRC PROPERTY AND SMOKEY POINT CHEVRON PROPERTY

11/4/2015
P:\0918 MADISON DEVELOPMENT\0918-001 SMOKEY POINT\TECHNICAL\CAD\2015\2015 COVENANT\0918-001 FIG1.DWG

TABLES

SoundEarth Strategies

Table D-1
Analytical Methods, Container, Preservation, and Holding Time Requirements
Smokey Point Retail Center
2707 171st Place NE
Marysville Washington

Analyte and Anaytical Method	Size and Type of Container	Number of Containers	Preservation Requirements	Holding Time
Groundwater Samples				
GRPH by Method NWTPH-Gx/BTEX by EPA Method 8021	40-mL VOA vial	3	HCl/4°C	14 days

NOTES:
°C = degrees Celsius
EPA = U.S. Environmental Protection Agency
GRPH = gasoline-range petroleum hydrocarbons
HCl = hydrochloric acid
HNO_3 = nitric acid
mL= milliliter
NWTPH = Northwest Total Petroleum Hydrocarbon
VOA = volatile organic analysis

SoundEarth Strategies

Table D-2
Compliance Sample Analytes, Analytical Methods,
Practical Quantitation Limits, and Applicable Regulatory Limits
Smokey Point Retail Center
2707 171st Place NE
Marysville, Washington

Analyte	Analytical Method	Unit	Laboratory PQL[1]	Applicable Regulatory Limit[2]
Groundwater				
GRPH	NWTPH-Gx	µg/L	<100	800/1,000[3]
Benzene	EPA Method 8021B	µg/L	<1	5
Ethylbenzene	EPA Method 8021B	µg/L	<1	1,000
Toluene	EPA Method 8021B	µg/L	<1	700
Xylenes	EPA Method 8021B	µg/L	<3	1,000

NOTES:

[1]Standard laboratory PQLs for Friedman & Bruya, Inc.

[2]MTCA Method A Cleanup Levels, Table 720-1 of Section 900 of Chapter 173-340 of the Washington Administrative Code, revised November 2007.

[3]800 µg/L if benzene is present; 1000 µg/L if benzene is not present.

< = less than

µg/L = micrograms per liter

EPA = U.S. Environmental Protection Agency

GRPH = gasoline-range petroleum hydrocarbon

MTCA = Washington State Model Toxics Control Act

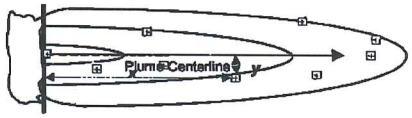
NWTPH= Northwest Total Petroleum Hydrocarbon

PQL = practical quantitation limit

ATTACHMENT A
BENZENE PLUME STABILITY INPUT-OUTPUT DATA SHEETS

Module 2: Inputs: Enter Historical Ground Water Data

Site Name:	*Smokey Point Retail Center*
Site Address:	*2707 171st Place North, Marysville, Washington*
Additional Description:	
Hazardous Substance	*benzene*



1. Monitoring Well information: Contaminant Concentration at a well: Note: relationship of "y/x ≤ 0.33" is preferred

Well Location:		Unit		MW112	MW113	MW114												
Dist from source, x-direction		ft																
Off-centerline dist, y-direction		ft																
Sampling Event	Date sampled	day	Unit of concentration is ug/L															
#1	5/30/14	0		56	1.8	25												
#2	8/7/14	69		140	16	43												
#3	5/20/15	355		24	11	5.4												
#4	9/1/15	459		3.1	13	100												
#5																		
#6																		
#7																		
#8																		
#9																		
#10																		
#11																		
#12																		
#13																		
#14																		
#15																		
#16																		
#17																		
#18																		
#19																		
#20																		
Average Concentration			na	55.8	10.5	43.4	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Maximum Concentration			NA	140	16	100	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Minimum Concentration			NA	3.1	1.8	5.4	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

2. Groundwater Elevation:

Well Location:																		
Sampling Event	Date sampled	Day																
#1	5/30/14	0		95.46	95.44	95.15												
#2	8/7/14	69		94.2	94.06	93.79												
#3	5/20/15	355		94.64	94.57	94.29												
#4	9/1/15	459		93.63	93.52	93.27												
#5																		
#6																		
#7																		
#8																		
#9																		
#10																		
#11																		
#12																		
#13																		
#14																		
#15																		
#16																		
#17																		
#18																		
#19																		
#20																		

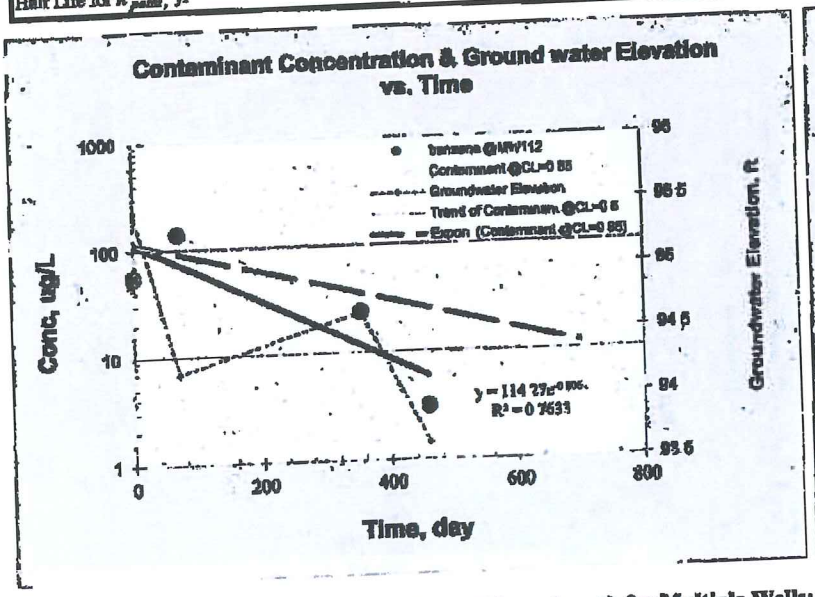
Washington State Department of Ecology: TCP program

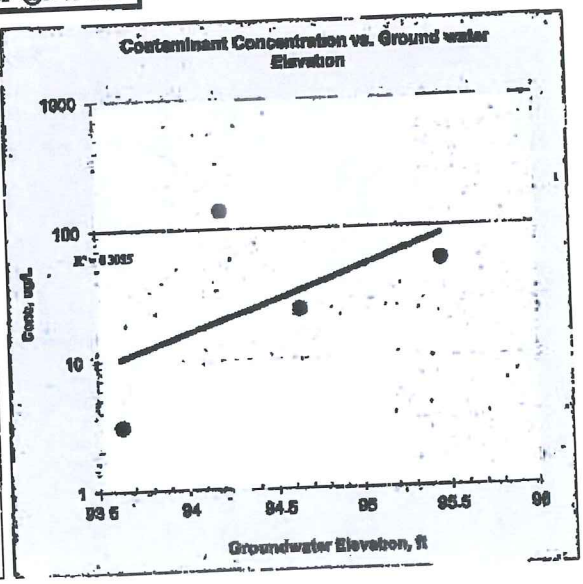
Module 2: Graphical Presentation of Historical Ground Water Data: (Well to Well Analysis)

Site Name: *Smokey Point Retail Center*
Site Address: *2707 171st Place North, Marysville, Washington*
Additional Description: *0*
Hazardous Substance *benzene*

1. Temporal Trend at a Well (Concentration vs. Time & Groundwater Elevation : well-to-well analysis)

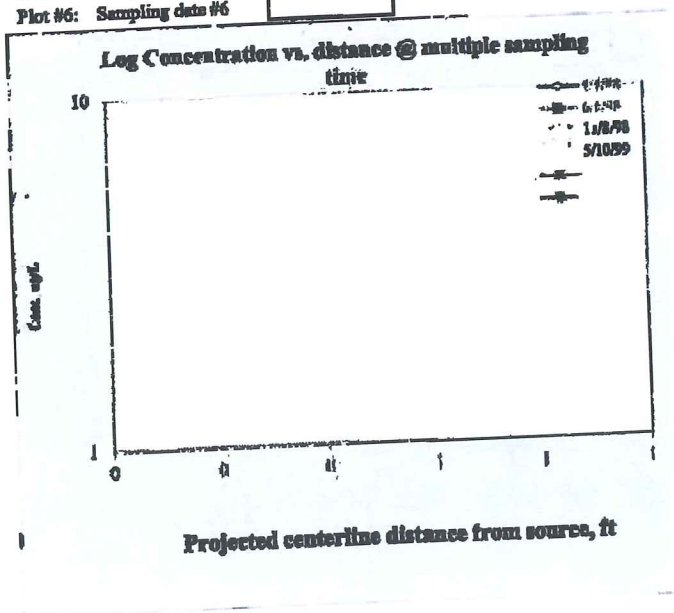
Name of Sampling Well?	MW112	Confidence Level (Decision Criteria)?	85.0%
Confidence Level calculated with log-linear regression is?	87.369%		
Plume Stability?	Shrinking	; Decision Criteria is 85%.	
Slope: Point decay rate constant (k_{point}), yr^{-1}	2.347 @50% C.L.;	1.192 @85% C.L.	
Half Life for k_{point}, yr	0.295 @50% C.L.;	0.581 @85% C.L.	

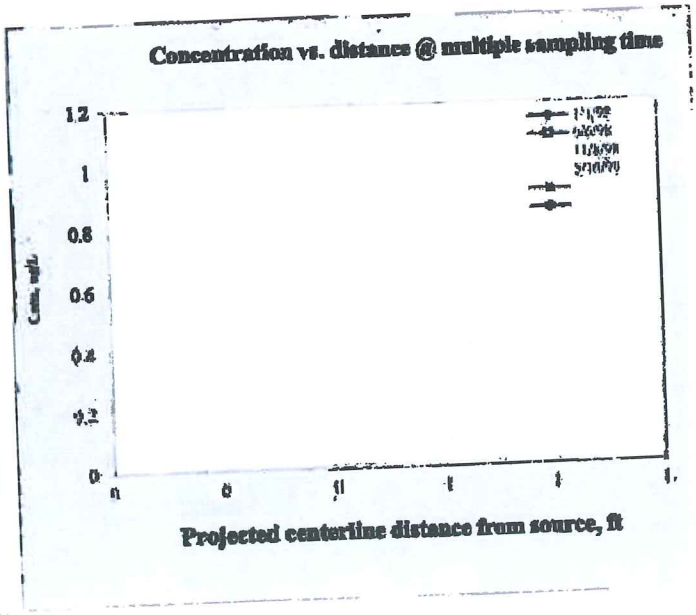




2. Spatial and Temporal Trend along Overall Plume Length for Multiple Wells:

Plot #1:	Sampling date #1	1-Jan-98
Plot #2:	Sampling date #2	6-Jun-98
Plot #3:	Sampling date #3	8-Nov-98
Plot #4:	Sampling date #4	10-May-99
Plot #5:	Sampling date #5	
Plot #6:	Sampling date #6	





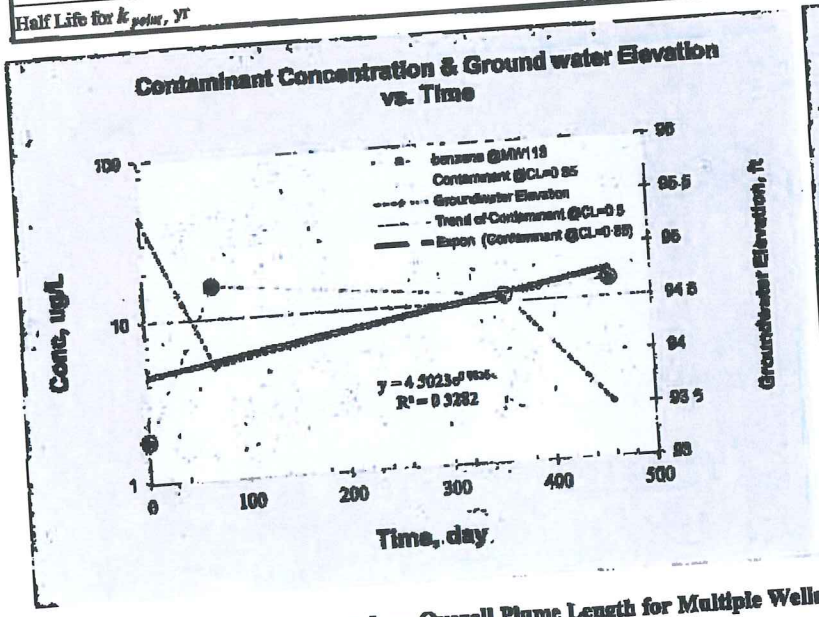
Washington State Department of Ecology: TCP program

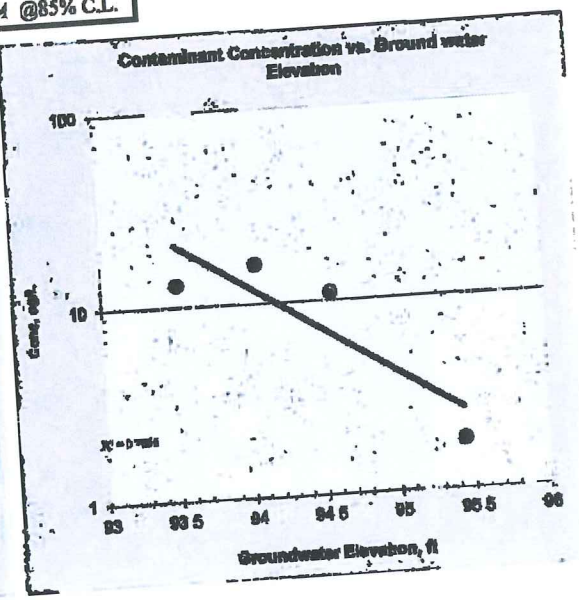
Module 2: Graphical Presentation of Historical Ground Water Data: (Well to Well Analysis)

Site Name: *Smokey Point Retail Center*
Site Address: *2707 171st Place North, Marysville, Washington*
Additional Description: *0*
Hazardous Substance *benzene*

1. Temporal Trend at a Well (Concentration vs. Time & Groundwater Elevation : well-to-well analysis)

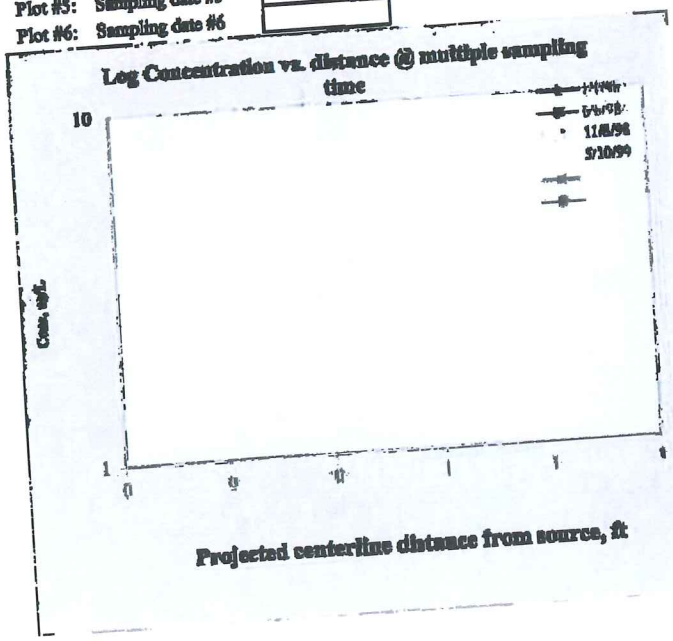
Name of Sampling Well?	MW113	Confidence Level (Decision Criteria)?	85.0%
Confidence Level calculated with log-linear regression is?	*57.286%*		
Plume Stability?	Stable	; Decision Criteria is 85%.	
Slope: Point decay rate constant (k_{point}), yr^{-1}	*0.953* @50% C.L.;	*NA* @85% C.L.	
Half Life for k_{point}, yr	*0.728* @50% C.L.;	*NA* @85% C.L.	

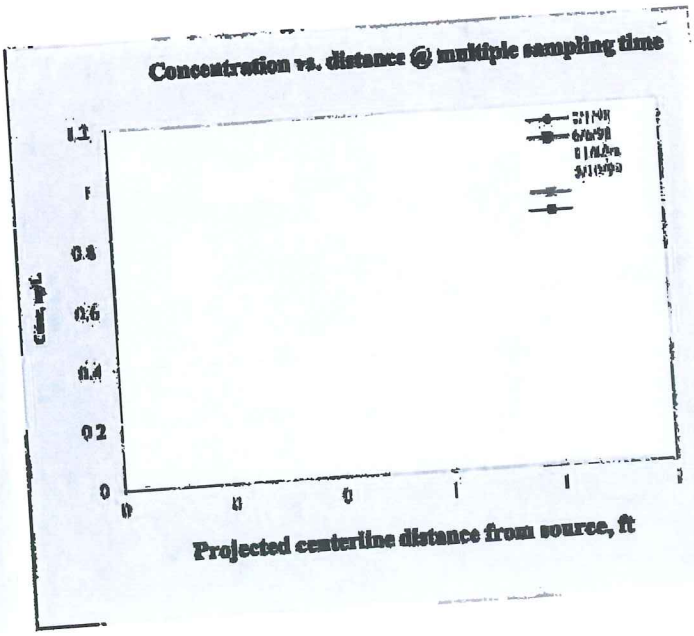




2. Spatial and Temporal Trend along Overall Plume Length for Multiple Wells:

Plot #1:	Sampling date #1	1-Jan-98
Plot #2:	Sampling date #2	6-Jun-98
Plot #3:	Sampling date #3	8-Nov-98
Plot #4:	Sampling date #4	10-May-99
Plot #5:	Sampling date #5	
Plot #6:	Sampling date #6	





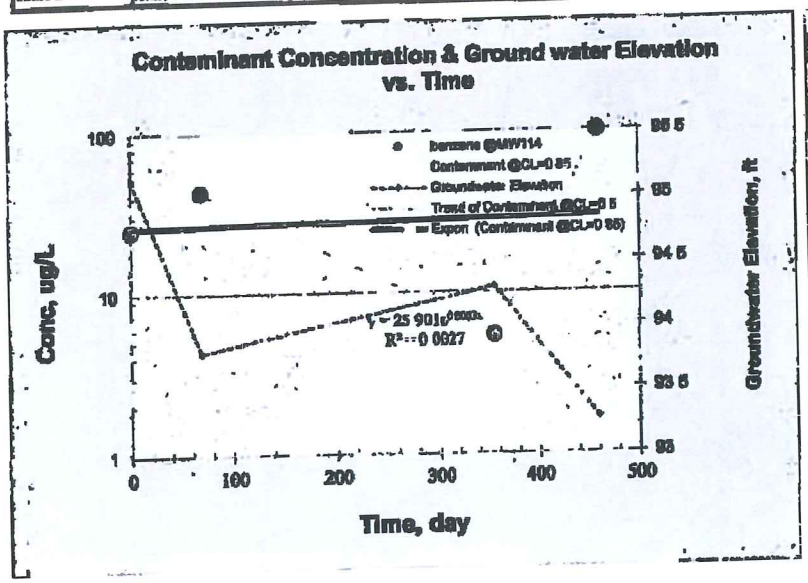
Washington State Department of Ecology: TCP program

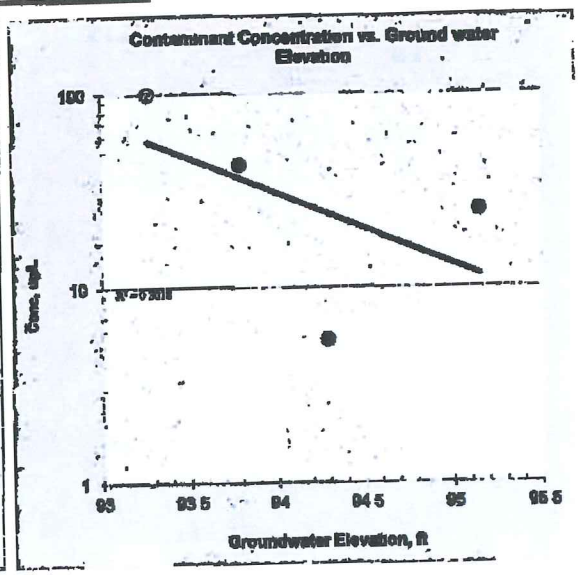
Module 2: Graphical Presentation of Historical Ground Water Data: (Well to Well Analysis)

Site Name: *Smokey Point Retail Center*
Site Address: *2707 171st Place North, Marysville, Washington*
Additional Description: *0*
Hazardous Substance *benzene*

1. Temporal Trend at a Well (Concentration vs. Time & Groundwater Elevation : well-to-well analysis)

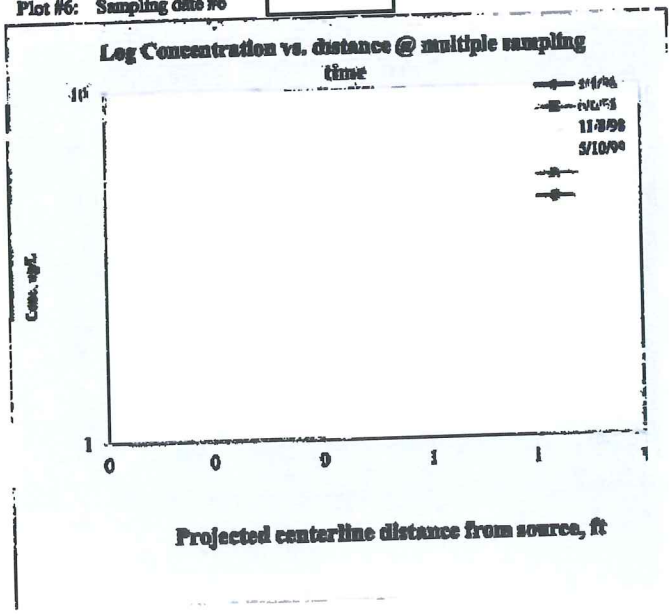
Name of Sampling Well?	MW114	Confidence Level (Decision Criteria)?	85.0%
Confidence Level calculated with log-linear regression is?	*5.189%*		
Plume Stability?	Stable	; Decision Criteria is 85%.	
Slope: Point decay rate constant (k_{point}), yr^{-1}	*0.105* @50% C.L.;	*NA* @85% C.L.	
Half Life for k_{point}, yr	*6.587* @50% C.L.;	*NA* @85% C.L.	

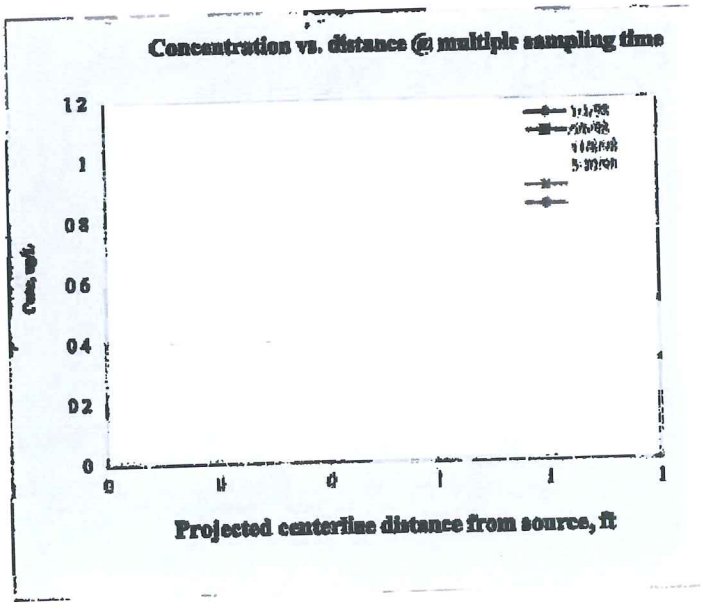




2. Spatial and Temporal Trend along Overall Plume Length for Multiple Wells:

Plot #1:	Sampling date #1	1-Jan-98
Plot #2:	Sampling date #2	6-Jun-98
Plot #3:	Sampling date #3	8-Nov-98
Plot #4:	Sampling date #4	10-May-99
Plot #5:	Sampling date #5	
Plot #6:	Sampling date #6	





Module1: Mann-Kendall Trend Test for Plume Stability (Non-parametric Statistical Test)

Site Name:	*Smokey Point Retail Center*
Site Address:	*Marysville, Washington*
Additional Description:	

Well (Sampling) Location?	MW-113
Level of Confidence (Decision Criteria)?	85%

1. Monitoring Well Information: Contaminant Concentration at a well: Quarterly sampling recommended.

		Hazardous Substances (unit is ug/L)					
Sampling Event	Date Sampled	benzene					
#1	5/30/2014	1.8					
#2	8/7/2014	16					
#3	5/20/2015	11					
#4	9/1/2015	13					
#5							
#6							
#7							
#8							
#9							
#10							
#11							
#12							
#13							
#14							
#15							
#16							

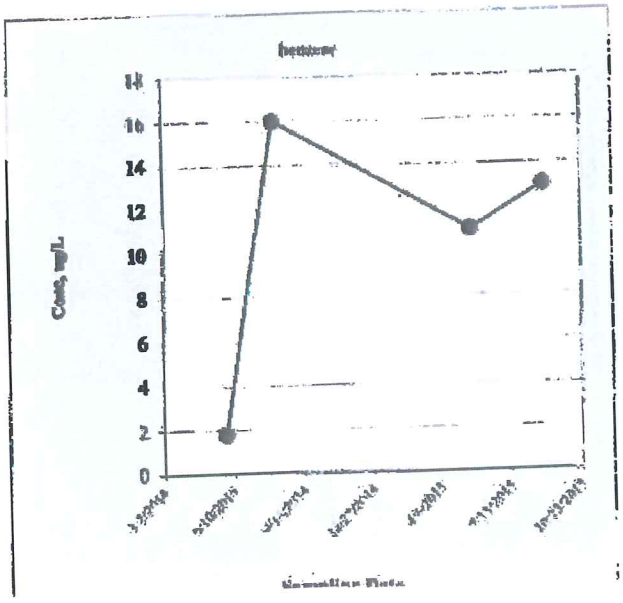
2. Mann-Kendall Non-parametric Statistical Test Results

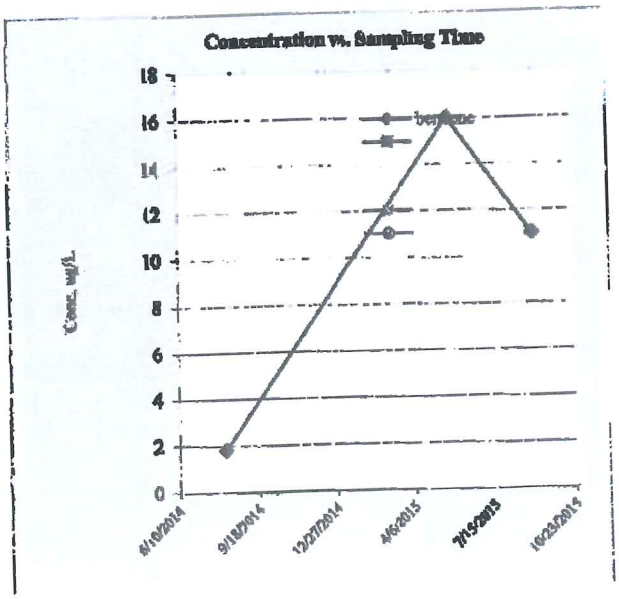
Hazardous Substance?	benzene					
Confidence Level Calculated?	62.50%	NA	NA	NA	NA	NA
Plume Stability?	Stable	NA	NA	NA	NA	NA
Coefficient of Variation?	CV <= 1	n<4	n<4	n<4	n<4	n<4
Mann-Kendall Statistic "S" value?	2	0	0	0	0	0
Number of Sampling Rounds?	4	0	0	0	0	0
Average Concentration?	10.45	NA	NA	NA	NA	NA
Standard Deviation?	6.12	NA	NA	NA	NA	NA
Coefficient of Variation?	0.59	NA	NA	NA	NA	NA
Blank if No Errors found		n<4	n<4	n<4	n<4	n<4

3. Temporal Trend: Plot of Concentration vs. Sampling Time

Hazardous substance? benzene

Plume Stability? Stable





Washington State Department of Ecology: TCP program

Module1: Mann-Kendall Trend Test for Plume Stability (Non-parametric Statistical Test)

Site Name:	*Smokey Point Retail Center*
Site Address:	*Marysville, Washington*
Additional Description:	

Well (Sampling) Location? MW-114

Level of Confidence (Decision Criteria)? 85%

1. Monitoring Well Information: Contaminant Concentration at a well: Quarterly sampling recommended.

		Hazardous Substances (unit is ug/L)					
Sampling Event	Date Sampled	benzene					
#1	5/30/2014	25					
#2	8/7/2014	43					
#3	5/20/2015	5.4					
#4	9/1/2015	100					
#5							
#6							
#7							
#8							
#9							
#10							
#11							
#12							
#13							
#14							
#15							
#16							

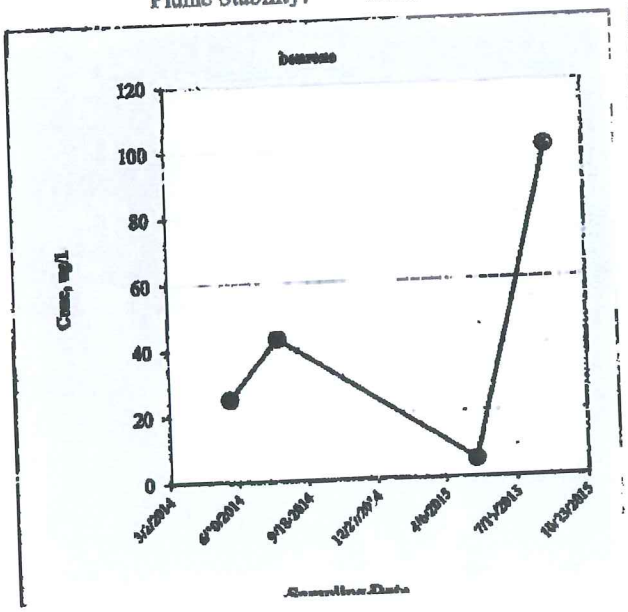
2. Mann-Kendall Non-parametric Statistical Test Results

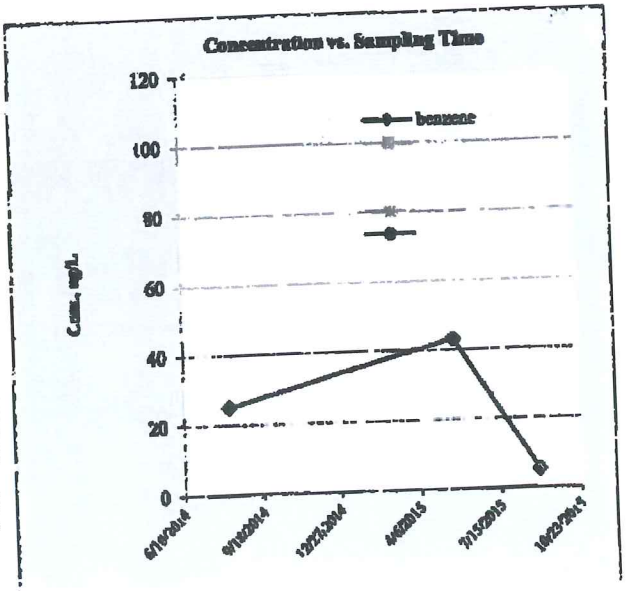
Hazardous Substance?	benzene					
Confidence Level Calculated?	62.50%	NA	NA	NA	NA	NA
Plume Stability?	Stable	NA	NA	NA	NA	NA
Coefficient of Variation?	CV <= 1	n<4	n<4	n<4	n<4	n<4
Mann-Kendall Statistic "S" value?	2	0	0	0	0	0
Number of Sampling Rounds?	4	0	0	0	0	0
Average Concentration?	43.35	NA	NA	NA	NA	NA
Standard Deviation?	40.77	NA	NA	NA	NA	NA
Coefficient of Variation?	0.94	NA	NA	NA	NA	NA
Blank if No Errors found		n<4	n<4	n<4	n<4	n<4

3. Temporal Trend: Plot of Concentration vs. Sampling Time

Hazardous substance? benzene

Plume Stability? Stable





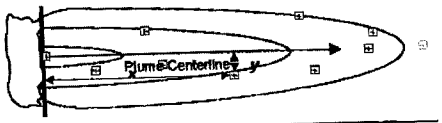
ATTACHMENT B

GASOLINE-RANGE PETROLEUM HYDROCARBONS PLUME STABILITY INPUT-OUTPUT DATA SHEETS

Washington State Department of Ecology: TCP program

Module 2: Inputs: Enter Historical Ground Water Data

Site Name:	*Smokey Point Retail Center*
Site Address:	*2707 171st Place North, Marysville, Washington*
Additional Description:	
Hazardous Substance	*GRPH*



1. Monitoring Well information: Contaminant Concentration at a well:

Note: relationship of "y/x ≤ 0.33" is preferred

Well Location:		Unit	MW112	MW113	MW114													
Dist from source, x-direction		ft																
Off-centerline dist, y-direction		ft																
Sampling Event	Date sampled	day	Unit of concentration is ug/L															
#1	5/30/14	0	4100	100	190													
#2	8/7/14	69	5800	380	300													
#3	5/20/15	355	990	210	100													
#4	9/1/15	459	220	240	840													
#5																		
#6																		
#7																		
#8																		
#9																		
#10																		
#11																		
#12																		
#13																		
#14																		
#15																		
#16																		
#17																		
#18																		
#19																		
#20																		
Average Concentration			ns	2777.5	232.5	357.5	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Maximum Concentration			NA	5800	380	840	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Minimum Concentration			NA	220	100	100	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

2. Groundwater Elevation:

Well Location:																		
Sampling Event	Date sampled	Day																
#1	5/30/14	0	95.46	95.44	95.15													
#2	8/7/14	69	94.2	94.06	93.79													
#3	5/20/15	355	94.64	94.57	94.29													
#4	9/1/15	459	93.63	93.52	93.27													
#5																		
#6																		
#7																		
#8																		
#9																		
#10																		
#11																		
#12																		
#13																		
#14																		
#15																		
#16																		
#17																		
#18																		
#19																		
#20																		

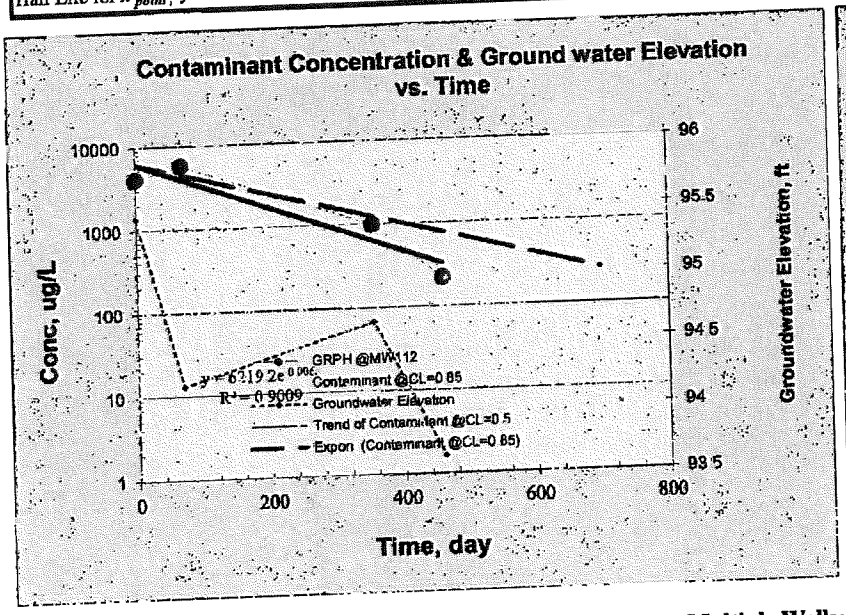
Washington State Department of Ecology: TCP program

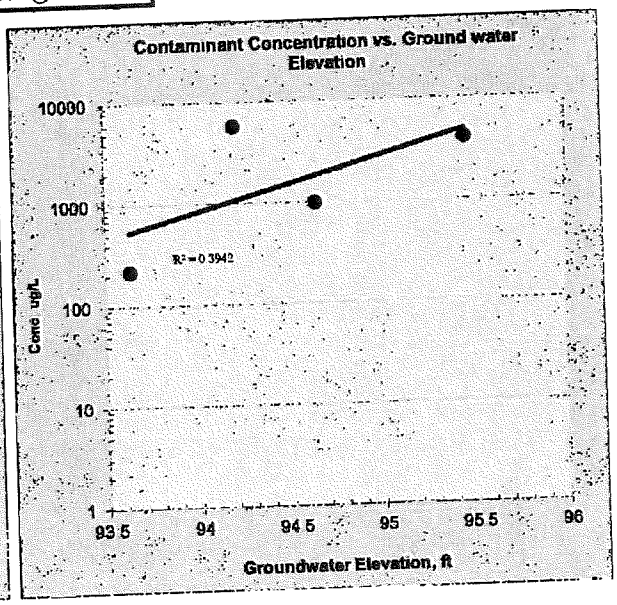
Module 2: Graphical Presentation of Historical Ground Water Data: (Well to Well Analysis)

Site Name: *Smokey Point Retail Center*
Site Address: *2707 171st Place North, Marysville, Washington*
Additional Description: *0*
Hazardous Substance *GRPH*

1. Temporal Trend at a Well (Concentration vs. Time & Groundwater Elevation : well-to-well analysis)

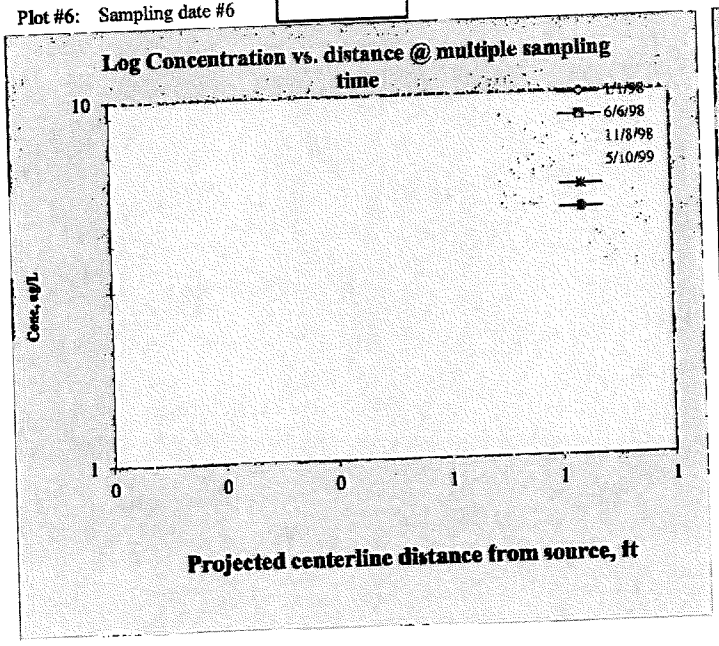
Name of Sampling Well?	MW112	Confidence Level (Decision Criteria)?	85.0%
Confidence Level calculated with log-linear regression is?	*94.916%*		
Plume Stability?	Shrinking	; Decision Criteria is 85%.	
Slope: Point decay rate constant (k_{point}), yr^{-1}	*2.342* @50% C.L.;	*1.656* @85% C.L.	
Half Life for k_{point}, yr	*0.296* @50% C.L.;	*0.419* @85% C.L.	

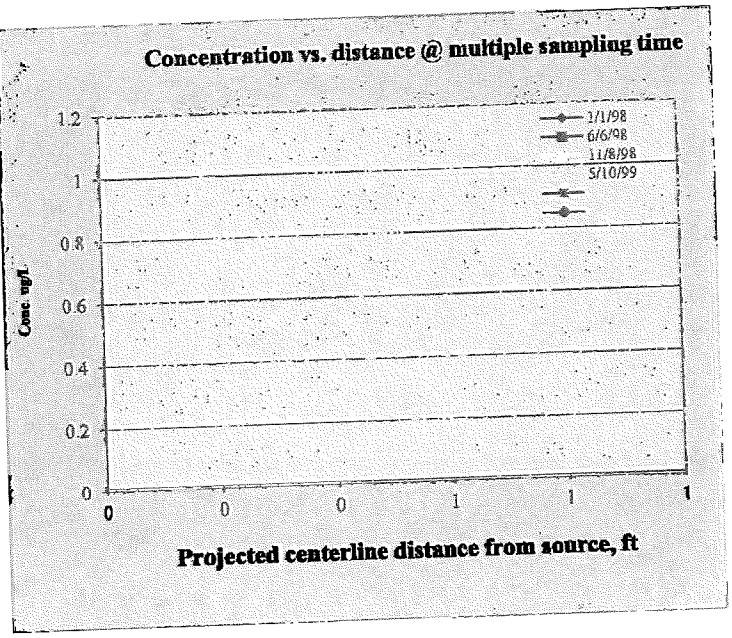




2. Spatial and Temporal Trend along Overall Plume Length for Multiple Wells:

Plot #1:	Sampling date #1	1-Jan-98
Plot #2:	Sampling date #2	6-Jun-98
Plot #3:	Sampling date #3	8-Nov-98
Plot #4:	Sampling date #4	10-May-99
Plot #5:	Sampling date #5	
Plot #6:	Sampling date #6	





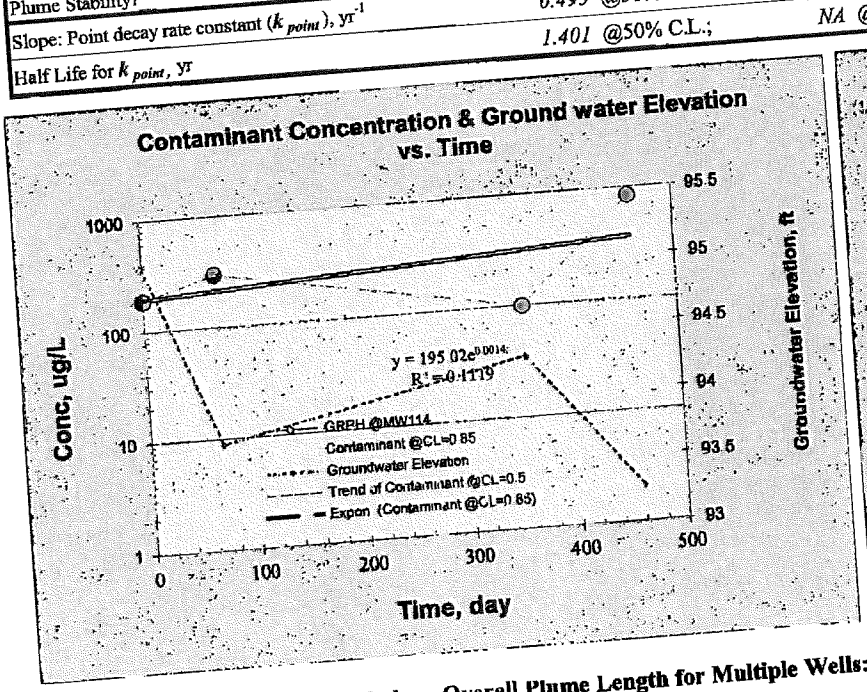
Washington State Department of Ecology: TCP program

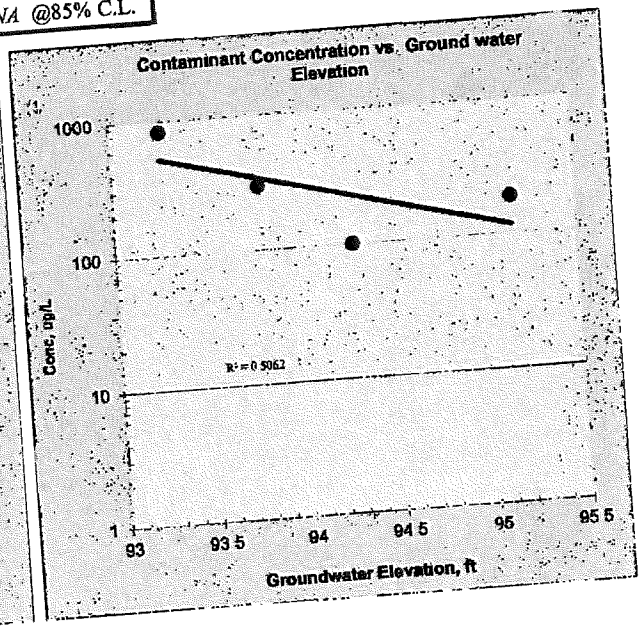
Module 2: Graphical Presentation of Historical Ground Water Data: (Well to Well Analysis)

Site Name: *Smokey Point Retail Center*
Site Address: *2707 171st Place North, Marysville, Washington*
Additional Description: *0*
Hazardous Substance *GRPH*

1. Temporal Trend at a Well (Concentration vs. Time & Groundwater Elevation : well-to-well analysis)

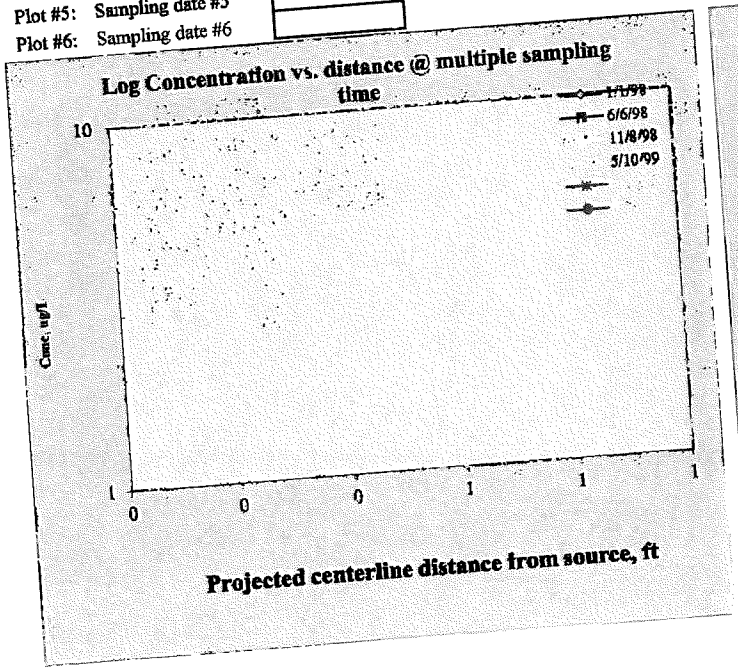
Name of Sampling Well?	MW114	Confidence Level (Decision Criteria)?	85.0%
Confidence Level calculated with log-linear regression is?	33.450%		
Plume Stability?	Stable	; Decision Criteria is 85%.	
Slope: Point decay rate constant (k_{point}), yr^{-1}	0.495 @50% C.L.;	NA	@85% C.L.
Half Life for k_{point}, yr	1.401 @50% C.L.;	NA	@85% C.L.

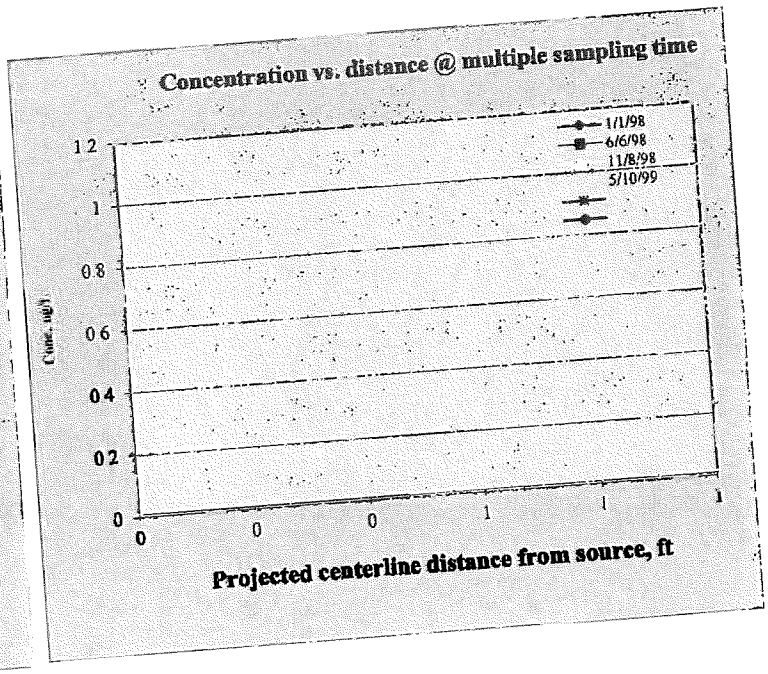




2. Spatial and Temporal Trend along Overall Plume Length for Multiple Wells:

Plot #1:	Sampling date #1	1-Jan-98
Plot #2:	Sampling date #2	6-Jun-98
Plot #3:	Sampling date #3	8-Nov-98
Plot #4:	Sampling date #4	10-May-99
Plot #5:	Sampling date #5	
Plot #6:	Sampling date #6	





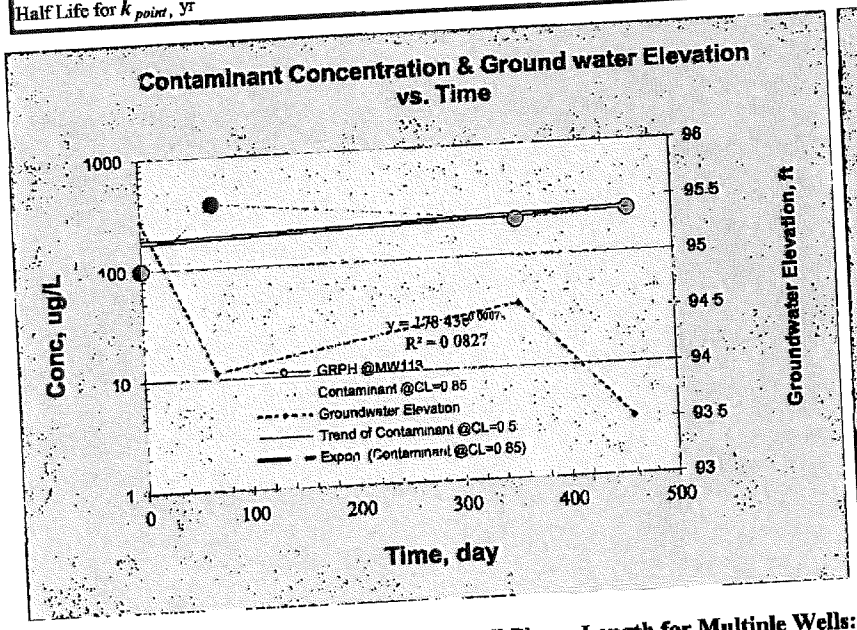
Washington State Department of Ecology: TCP program

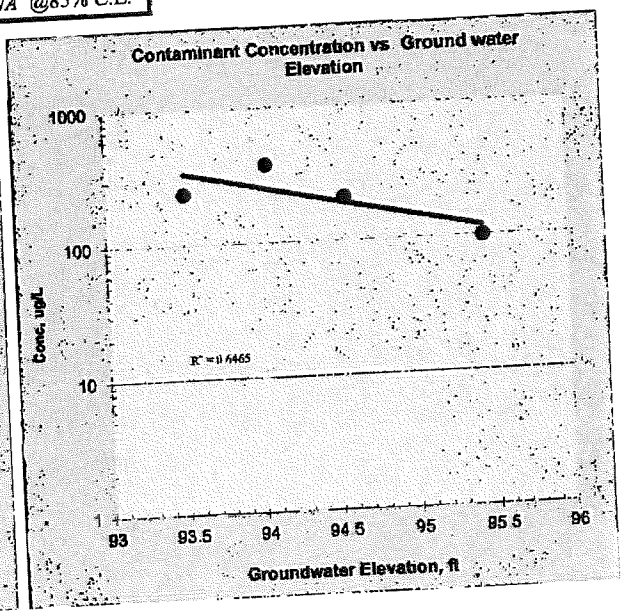
Module 2: Graphical Presentation of Historical Ground Water Data: (Well to Well Analysis)

Site Name: *Smokey Point Retail Center*
Site Address: *2707 171st Place North, Marysville, Washington*
Additional Description: *0*
Hazardous Substance *GRPH*

1. Temporal Trend at a Well (Concentration vs. Time & Groundwater Elevation : well-to-well analysis)

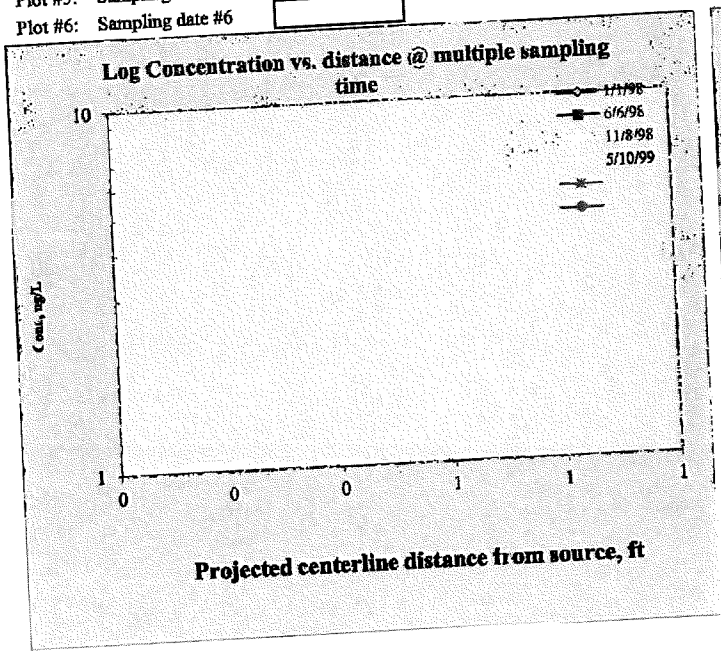
Name of Sampling Well?	MW113	Confidence Level (Decision Criteria)?	85.0%
Confidence Level calculated with log-linear regression is?	*28.760%*		
Plume Stability?	Stable	; Decision Criteria is 85%.	
Slope: Point decay rate constant (k_{point}), yr^{-1}	*0.263* @50% C.L.;	*NA* @85% C.L.	
Half Life for k_{point}, yr	*2.635* @50% C.L.;	*NA* @85% C.L.	

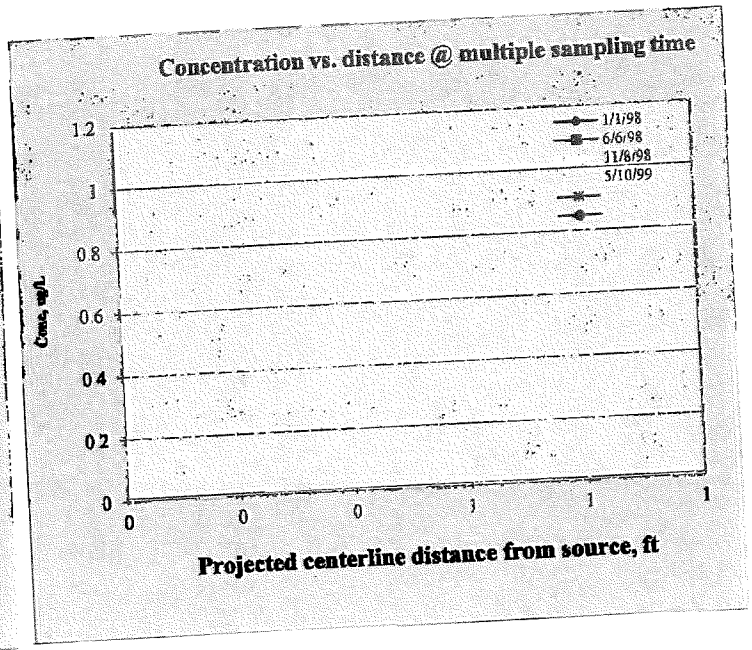




2. Spatial and Temporal Trend along Overall Plume Length for Multiple Wells:

Plot #1:	Sampling date #1	1-Jan-98
Plot #2:	Sampling date #2	6-Jun-98
Plot #3:	Sampling date #3	8-Nov-98
Plot #4:	Sampling date #4	10-May-99
Plot #5:	Sampling date #5	
Plot #6:	Sampling date #6	





Washington State Department of Ecology: TCP program

Module1: Mann-Kendall Trend Test for Plume Stability (Non-parametric Statistical Test)

Site Name:	*Smokey Point Retail Center*
Site Address:	*Marysville, Washington*
Additional Description:	

Well (Sampling) Location? MW-113&4

Level of Confidence (Decision Criteria)? 85%

1. Monitoring Well Information: Contaminant Concentration at a well: Quarterly sampling recommended.

		Hazardous Substances (unit is ug/L)				
Sampling Event	Date Sampled	GRPHMW113	GRPHMW114			
#1	5/30/2014	100	190			
#2	8/7/2014	380	300			
#3	5/20/2015	210	100			
#4	9/1/2015	240	840			
#5						
#6						
#7						
#8						
#9						
#10						
#11						
#12						
#13						
#14						
#15						
#16						

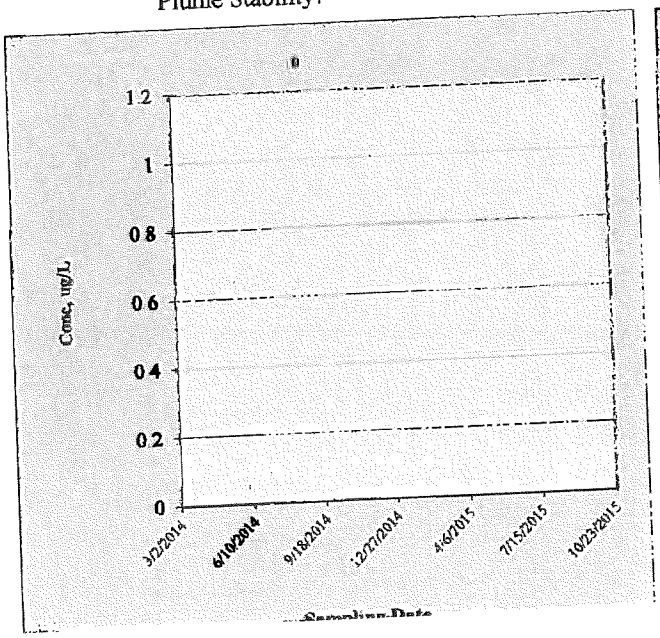
2. Mann-Kendall Non-parametric Statistical Test Results

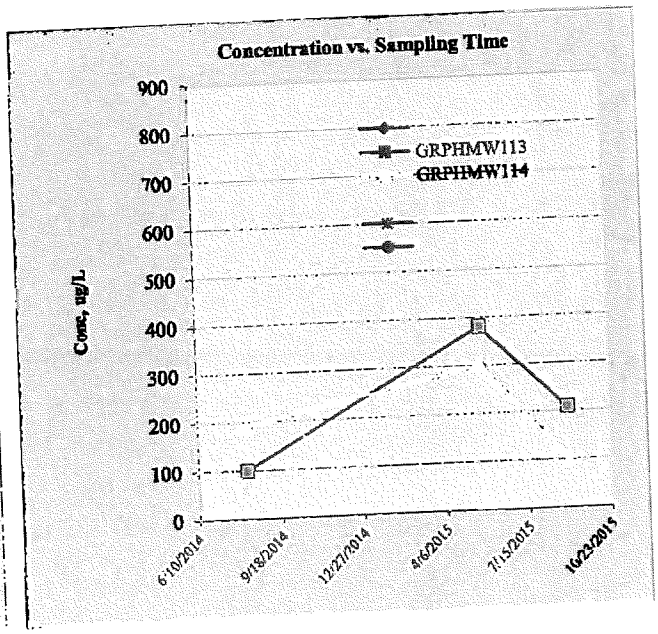
Hazardous Substance?		GRPHMW113	GRPHMW114			
Confidence Level Calculated?	NA	62.50%	62.50%	NA	NA	NA
Plume Stability?	NA	Stable	Stable	NA	NA	NA
Coefficient of Variation?	n<4	CV <= 1	CV <= 1	n<4	n<4	n<4
Mann-Kendall Statistic "S" value?	0	2	2	0	0	0
Number of Sampling Rounds?	0	4	4	0	0	0
Average Concentration?	NA	232.50	357.50	NA	NA	NA
Standard Deviation?	NA	115.29	331.90	NA	NA	NA
Coefficient of Variation?	NA	0.50	0.93	NA	NA	NA
Blank if No Errors found	n<4			n<4	n<4	n<4

3. Temporal Trend: Plot of Concentration vs. Sampling Time

Hazardous substance?

Plume Stability? NA





ATTACHMENT C
FIELD SAMPLING FORMS

FIELD REPORT

SoundEarth Strategies
2811 Fairview Avenue East, Suite 2000
Seattle, Washington 98102
P: (206) 306-1900 F: (206) 306-1907

Client & Site Name/Number:		SoundEarth Project Number:	Date:
Site Address:		Purpose of Visit/Task #:	Field Report Prepared by:
Temp/Weather:	Permit Required to Work:	Time of Arrival/Departure (2400): _____ onsite to _____ offsite	Personnel Onsite:

Attachments:

SoundEarth Strategies

GROUNDWATER PURGE AND SAMPLE FORM
LOW FLOW PUMP

General Info

Client: _____ Project #: _____ **Well ID Number:** _____

Site Name/ #: _____ Field/Sampling Personnel: _____

Well Details

Total Depth (TD)	Depth to Water (DTW) (Immediately Prior to Purging)	Water Column (WC) (=TD-DTW)	Casing Diameter					Casing Volume (=WC x VC)
			Volume Conversion Factor (VC)					
			0.75"	1"	2"	4"	6"	
Feet BTOC	Feet BTOC	Feet BTOC	0.023	0.041	0.16	0.65	1.44	gallons

Screened Interval: _____ to _____ Feet bgs

Screen Submerged? ☐ **NO** ⟹ Place tubing intake 2 to 3 feet below depth to water
☐ **YES** ⟹ Place tubing intake at approximate center of screen

Equipment

Pump Method: ☐ Peristaltic ☐ Other: _____ Owner/ID #: _____ **Water Quality Meter** Brand/Model: _____ Owner/ID #: _____

Water Level Instrument: ☐ WL Meter ☐ Bubbler ☐ Interface ☐ Other: _____ Owner/ID #: _____

Sampling

Depth of Tubing Intake: _____ Feet BTOC Time Start Purge: _____

Time (3-5 min intervals)	Water Level (feet) drawdown <0.33 feet	**Purge Rate** (L/min) 0.1 – 0.5	**pH**[1] *± 0.1*	**Specific Conductivity**[1] UNITS: _____ *± 3%*	**Turbidity**[1] (NTU) *If ≥10, ±10% if <10, stabilized*	**Dissolved Oxygen**[1] (mg/L) *If ≥1.00, ± 10% if ≤1.00, ± 0.2*	Temperature (ºC)	ORP (mV)
Minimum # of Readings								

Sample Date: _____ **Sample Time:** _____ **Field Duplicate Sample Time:** _____ **Time Sampling Ended:** _____

Sampling Comments: _____

Analytical

Sample Number/ID	Container Type and Number	Preservative	Field Filtered?			Analysis Request
			No	0.45	0.10	
			No	0.45	0.10	
			No	0.45	0.10	
			No	0.45	0.10	
			No	0.45	0.10	
			No	0.45	0.10	

Purge Water

Sheen? ☐ NO ☐ YES **Odor?** ☐ NO ☐ YES ⟹ Describe: _____ Color (describe): _____

Total Discharged (1Gal = 3.88 liter): _____ gallons Disposal Method: ☐ Drummed ☐ Remediation System ☐ Other: _____

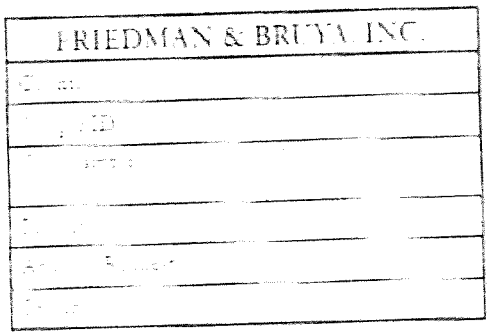
Well Condition

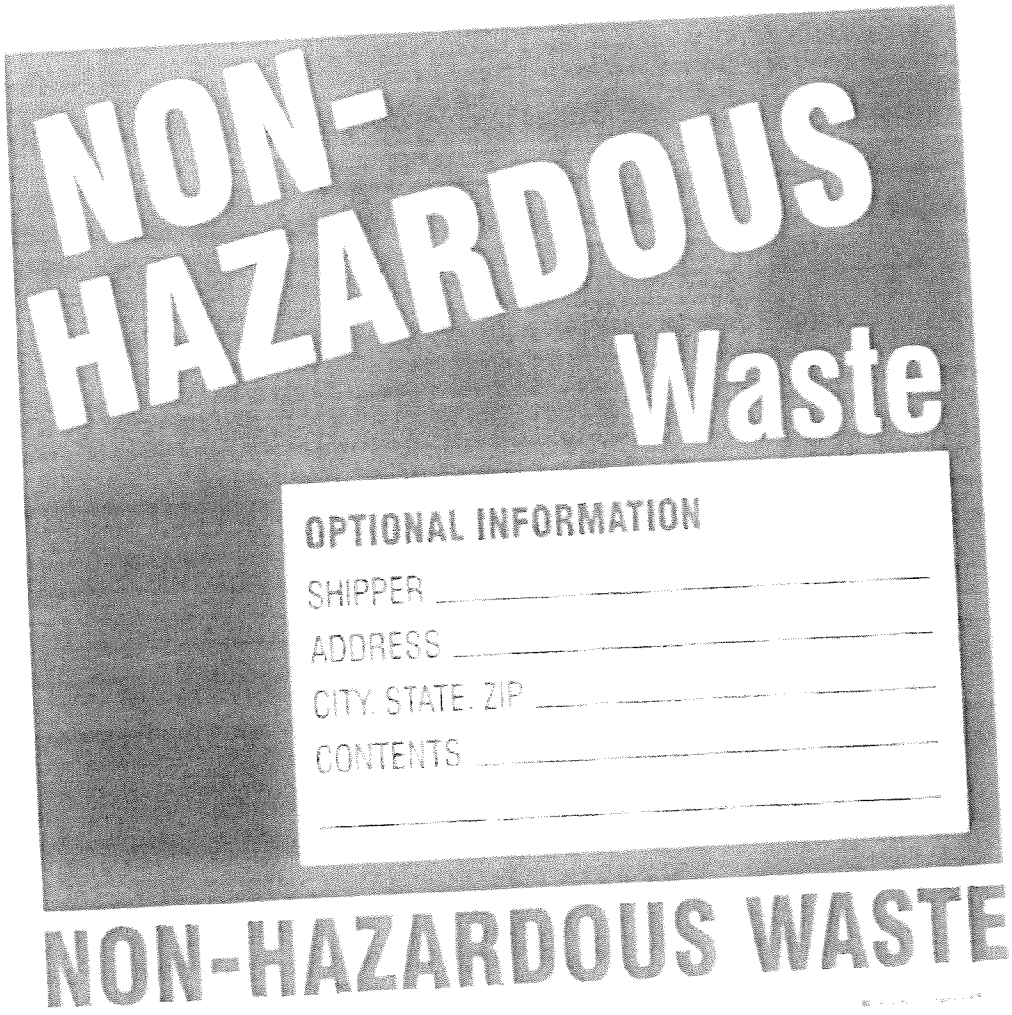
Well/Security Devices in good condition (i.e.: Monument, Bolts, Seals, J-cap, Lock)? ☐ YES ☐ NO ⟹ Describe: _____

Water in Monument? ☐ NO ☐ YES ⟹ Describe: _____

Additional Well Condition Comments or Explanation of any Access Issues: _____

[1]At minimum, pH, specific conductivity, and dissolved oxygen and/or turbidity must stabilize within the limits (indicated in *italics*) for three successive readings prior to sampling.


FRIEDMAN & BRUYA, INC.


NON-
HAZARDOUS
Waste
OPTIONAL INFORMATION
SHIPPER
ADDRESS
CITY, STATE, ZIP
CONTENTS
NON-HAZARDOUS WASTE

SoundEarth Strategies

DRUM INVENTORY SHEET

Site Name:	
Site Address	
Reason for Visit:	
Date of Inventory:	
Field Personnel:	

Drum #[1] (eg 001)	Content Information (eg Soil, B05, 5'-15')	Date(s) Accumulated	Fullness (%)	Sample Analysis Performed? (eg EPA 200.8)	Composite Soil Sample (RCRA 8 metals)[2] Y/N	Saturated Soil[3] Y/N	Drum Labeled Y/N	Drum Location Photo Y/N	Drum Access[4] (eg Lock Comb. #XXX)

NOTES:

[1]Drum # — Write the Drum # on the drum lid, as well as on the non-hazardous or hazardous waste label.

[2]Composite Soil Sample— For all sites, collect a composite soil sample from each drum onsite. Place sample on hold at the laboratory, for future RCRA 8 metals analysis. Collect sample in a 4-ounce jar.

[3]Saturated soil—Add bentonite chips or kitty litter to the water that has accumulated or may accumulate inside the drum. Bentonite chips available in the garage.

[4]Drum access for pickup—(eg. fenced, owner notification, lock combination?)

SAMPLE CHAIN OF CUSTODY

Page # _____ of _____

Send Report to _____

Company SoundEarth Strategies, Inc.

Address 2811 Fairview Avenue E, Suite 2000

City, State, ZIP Seattle, WA 98102

Phone # 206-306-1900 Fax # 206-306-1907

SAMPLERS *(signature)*

PROJECT NAME/NO. | PO #

REMARKS

TURNAROUND TIME
- ☐ Standard (2 Weeks)
- ☐ RUSH_____
- Rush charges authorized by: _____

SAMPLE DISPOSAL
- ☐ Dispose after 30 days
- ☐ Return samples
- ☐ Will call with instructions

Sample ID	Sample Location	Sample Depth	Lab ID	Date Sampled	Time Sampled	Matrix	# of Jars	ANALYSES REQUESTED									Notes

SIGNATURE	PRINT NAME	COMPANY	DATE	TIME
Relinquished by:				
Received by:				
Relinquished by:				
Received by:				

Friedman & Bruya, Inc.
3012 16th Avenue West
Seattle, WA 98119-2029
Ph. (206) 285-8282
Fax (206) 283-5044

SAMPLE CHAIN OF CUSTODY

Page # _____ of _____

Send Report to _____

Company SoundEarth Strategies, Inc.

Address 2811 Fairview Avenue E, Suite 2000

City, State, ZIP Seattle, WA 98102

Phone # 206-306-1900 Fax # 206-306-1907

SAMPLERS *(signature)*	
PROJECT NAME/NO.	PO #
REMARKS	

TURNAROUND TIME
- ☐ Standard (2 Weeks)
- ☐ RUSH _____

Rush charges authorized by: _____

SAMPLE DISPOSAL
- ☐ Dispose after 30 days
- ☐ Return samples
- ☐ Will call with instructions

Sample ID	Sample Location	Sample Depth	Lab ID	Date Sampled	Time Sampled	Matrix	# of Jars	ANALYSES REQUESTED									Notes

SIGNATURE	PRINT NAME	COMPANY	DATE	TIME
Relinquished by:				
Received by:				
Relinquished by:				
Received by:				

Friedman & Bruya, Inc.
3012 16th Avenue West
Seattle, WA 98119-2029
Ph. (206) 285-8282
Fax (206) 283-5044

Exhibit E

PROPERTY ASPHALT O&M PLAN

SoundEarth Strategies, Inc.
2811 Fairview Avenue East, Suite 2000
Seattle, Washington 98102
Phone: 206-306-1900
Fax: 206-306-1907

ANNUAL ASPHALT CAP INSPECTION WORK PLAN

Smokey Point Retail Center (VCP #NW2833)
2707 171st Place Northeast
Marysville, Washington
SoundEarth Project Number: 0918-001

SCOPE OF WORK

Inspect the asphalt cap in its entirety (within the Property boundary) for evidence of cracking, erosion, animal burrows, settlement, ponded water, sloughing, seepage, or other potentially damaging conditions that may compromise the integrity of the asphalt cap or that may complete the pathway for direct contact with impacts beneath the Property. Record observations on the Asphalt Cap Inspection Form, photograph areas of concern and mark the locations on the Institutional Controls site plan (attached Figure 1). Maintenance of the cap is the responsibility of the Property owner.

FREQUENCY AND DURATION OF WORK

This operation and maintenance activity is designed to be conducted on an annual basis until such time as chemicals of concern in soil and groundwater are compliant with Washington State Model Toxics Control Act Method A cleanup levels and the deed restriction is removed from the Property.

SUMMARY OF EQUIPMENT AND FIELD FORM REQUIREMENTS

- Applicable access agreements
- Health and Safety Plan
- Asphalt Cap Inspection Work Plan
- Asphalt Cap Inspection Form
- Field Report Form
- Figure 1, Institutional Controls site plan
- Digital camera
- Level D personal protective equipment

PROCEDURE FOR HANDLING ABNORMAL OCCURRENCES/CONTINGENCY PLAN

Abnormal occurrences or emergency situations shall be reported to the SoundEarth Strategies, Inc. project manager responsible for the project, and the Property manager shall be notified. In the event of an emergency, local emergency services should be notified immediately, as specified in the Health and Safety Plan. A copy of the applicable emergency contacts is located in the Health and Safety Plan associated with the Property.

REPORT PREPARATION

The results of the annual asphalt cap inspection will be summarized and submitted to the Washington State Department of Ecology no later than 30 days following the inspection.

Attachments: Asphalt Cap Inspection Form
Figure 1, Institutional Controls site plan

SoundEarth Strategies

Asphalt Cap Inspection Form

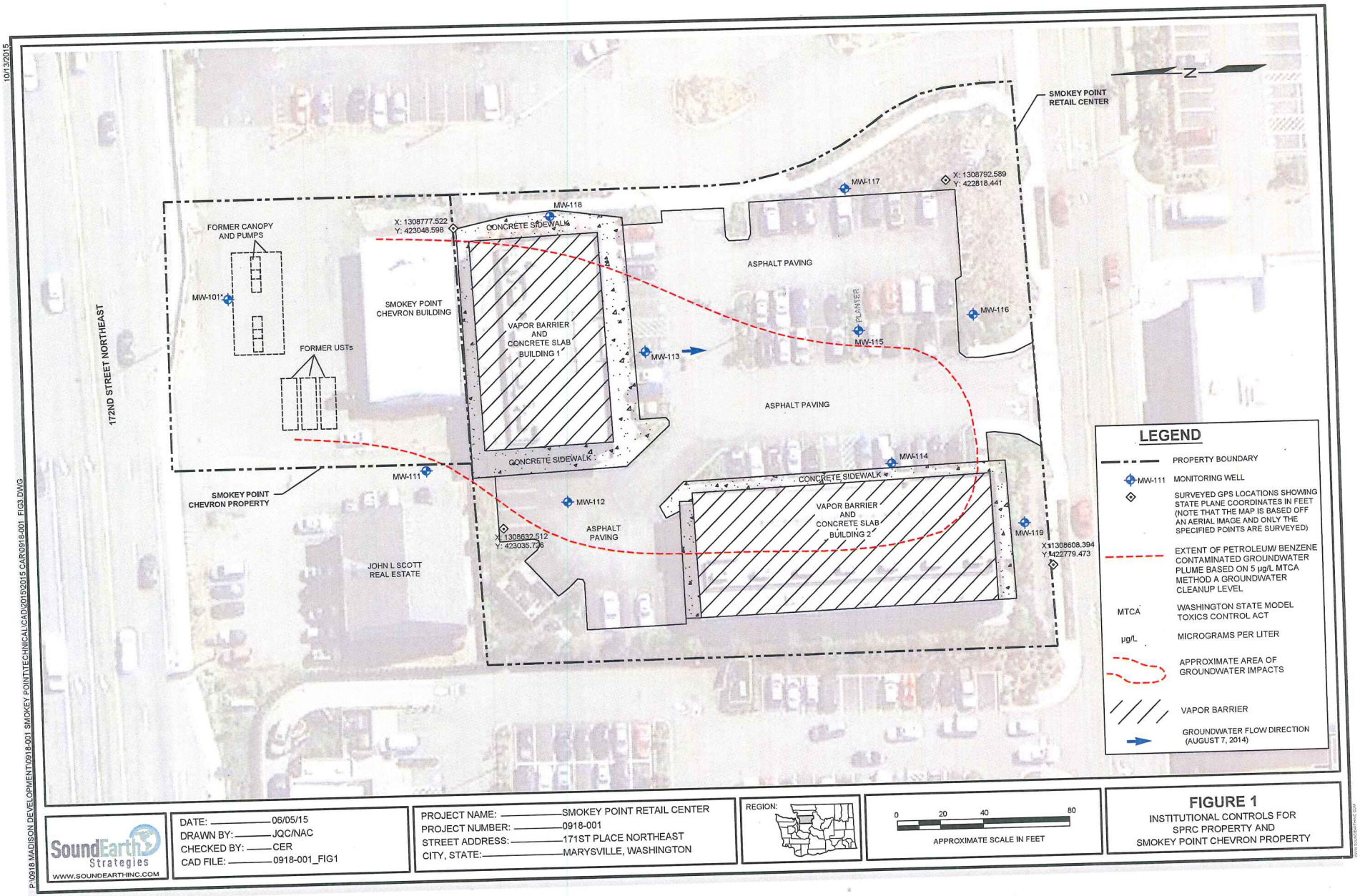
Client: _____
Project No.: _____
Location: _____

Date Form Completed: _____
Field Personnel: _____

Inspection Element	Satisfactory	Maintenance Needed
Cracking		
	Comments:	
Erosion		
	Comments:	
Animal Burrows		
	Comments:	
Settlement		
	Comments:	
Ponded Water		
	Comments:	
Other		
	Comments:	

The asphalt cap will be inspected by SoundEarth Strategies field personnel for cracking, erosion damage, animal burrows, sloughing, seepage, or any other damage to the cap.

Date: _____ SoundEarth Field Personnel: _____



SoundEarth Strategies
WWW.SOUNDEARTHINC.COM

DATE: 06/05/15
DRAWN BY: JQC/NAC
CHECKED BY: CER
CAD FILE: 0918-001_FIG1

PROJECT NAME: SMOKEY POINT RETAIL CENTER
PROJECT NUMBER: 0918-001
STREET ADDRESS: 171ST PLACE NORTHEAST
CITY, STATE: MARYSVILLE, WASHINGTON

REGION:

0 20 40 80
APPROXIMATE SCALE IN FEET

FIGURE 1
INSTITUTIONAL CONTROLS FOR SPRC PROPERTY AND SMOKEY POINT CHEVRON PROPERTY

10/13/2015
P:\0918 MADISON DEVELOPMENT\0918-001 SMOKEY POINT\TECHNICAL\CAD\2015\2015 CAR\0918-001 FIG3.DWG

Exhibit F

PROPERTY CONTINGENCY PLAN OUTLINE

SoundEarth Strategies, Inc.
2811 Fairview Avenue East, Suite 2000
Seattle, Washington 98102
Phone: 206-306-1900
Fax: 206-306-1907

CONTINGENCY WORK PLAN SUMMARY

Smokey Point Retail Center (VCP NW2833)
2707 171st Place Northeast
Marysville, Washington

PURPOSE

The purpose of this contingency work plan summary is to provide contingency actions to be performed in the event of a triggering condition observed and/or documented during compliance monitoring that represents a potential risk of exposure to human health and/or the environment. Elevated levels of gasoline-range petroleum hydrocarbons (GRPH) and benzene have been identified in groundwater on the Property, and groundwater monitoring has indicated occasional exceedances of GRPH and benzene in some on-Property groundwater monitoring wells. As is described in the *Compliance Groundwater Monitoring Plan*, four existing groundwater monitoring wells (MW-112, MW-113, MW-114, MW116, and MW119) will be periodically monitored and sampled for GRPH and benzene, toluene, ethylbenzene, total xylenes.

CONDITIONS THAT MAY TRIGGER A CONTINGENCY ACTION

Conditions that may trigger a contingency action include the following:

- Groundwater monitoring results indicate significant increase in chemical of concern (COC) concentrations or presence of free-product in on-Property wells.
- Significant damage to the on-Property surface cap.
- Significant damage to the on-Property vapor barriers.

CONTINGENCY ACTIONS

Contingency actions for the above triggering conditions include the following:

- If a well or wells exhibit significant increase in COC concentrations or presence of free-product in on-Property wells and/or a significant expansion of the groundwater contamination plume, other more aggressive contingency actions will be considered and discussed with the Washington State Department of Ecology at that time, which may include:
  - Indoor air monitoring.
  - Installation and sampling of additional groundwater monitoring wells.
  - In situ and/or ex situ remedial actions, such as chemical injection or product recovery.
  - Implementation of engineering controls, such as a treatment wall or cut-off wall at the Property line.
- Significant physical damage to the surface cap and vapor barriers observed during groundwater monitoring or annual inspections will be repaired in a timely manner.

Exhibit G

PROPERTY TITLE SEARCH

SUBDIVISION

Guarantee/Certificate Number:

500028571

Issued By:

CHICAGO TITLE INSURANCE COMPANY

CHICAGO TITLE INSURANCE COMPANY

a corporation, herein called the Company

GUARANTEES

Madison Marysville, LLC

herein called the Assured, against actual loss not exceeding the liability amount stated in Schedule A which the Assured shall sustain by reason of any incorrectness in the assurances set forth in Schedule A.

LIABILITY EXCLUSIONS AND LIMITATIONS

1. No guarantee is given nor liability assumed with respect to the identity of any party named or referred to in Schedule A or with respect to the validity, legal effect or priority of any matter shown therein.
2. The Company's liability hereunder shall be limited to the amount of actual loss sustained by the Assured because of reliance upon the assurance herein set forth, but in no event shall the Company's liability exceed the liability amount set forth in Schedule A.

Please note carefully the liability exclusions and limitations and the specific assurances afforded by this guarantee. If you wish additional liability, or assurances other than as contained herein, please contact the Company for further information as to the availability and cost.

Chicago Title Insurance Company

By:

President

Attest:

Secretary

Chicago Title Company of Washington
3002 Colby Ave., Suite 200
Everett, WA 98201

Countersigned By:

Authorized Officer or Agent

ISSUING OFFICE:
Title Officer: Commercial Unit
Chicago Title Company of Washington
3002 Colby Ave., Suite 200
Everett, WA 98201
Fax: (855)394-4817
Main Phone: (425)259-8205
Email: Everett.CU@ctt.com

SCHEDULE A

Liability	Premium	Tax
$1,000.00	$250.00	$23.00

Effective Date: June 12, 2015 at 08:00 AM

The assurances referred to on the face page are:

That, according to those public records which, under the recording laws, impart constructive notice of matter relative to the following described property:

For APN/Parcel ID(s): 006972-000-007-00

Lot 7, Smokey Point Service CEnter, according to the plat thereof recorded in volume 41 of plats, page(s) 29 through 32, inclusive, records of Snohomish county, Washington.

Except the South 8 feet therof conveyed to the City of Marysville by Deed recorded under Auditor's File No. 200804300207.

Situate in the County of Snohomish, State of Washington.

Title to said real property is vested in:

Madison Marysville, LLC, a Washington Limited Liability Company

subject to the matters shown below under Exceptions, which Exceptions are not necessarily shown in the order of their priority.

END OF SCHEDULE A

SCHEDULE B

GENERAL EXCEPTIONS

A. Rights or claims of parties in possession, or claiming possession, not shown by the Public Records.

B. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land.

C. Easements, prescriptive rights, rights-of-way, liens or encumbrances, or claims thereof, not shown by the Public Records.

D. Any lien, or right to a lien, for contributions to employee benefit funds, or for state workers' compensation, or for services, labor, or material heretofore or hereafter furnished, all as imposed by law, and not shown by the Public Records.

E. Taxes or special assessments which are not yet payable or which are not shown as existing liens by the Public Records.

F. Any lien for service, installation, connection, maintenance, tap, capacity, or construction or similar charges for sewer, water, electricity, natural gas or other utilities, or for garbage collection and disposal not shown by the Public Records.

G. Unpatented mining claims, and all rights relating thereto.

H. Reservations and exceptions in United States Patents or in Acts authorizing the issuance thereof.

I. Indian tribal codes or regulations, Indian treaty or aboriginal rights, including easements or equitable servitudes.

J. Water rights, claims or title to water.

K. Defects, liens, encumbrances, adverse claims or other matters, if any, created, first appearing in the Public Records, or attaching subsequent to the effective date hereof but prior to the date the proposed Insured acquires of record for value the estate or interest or mortgage thereon covered by this Commitment.

SCHEDULE B
(continued)

SPECIAL EXCEPTIONS

1. General taxes and assessments have not been searched at this time. They will be searched upon request.

2. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to:	present and future owners of lots
Purpose:	ingress, egress and utilities
Recording Date:	June 7, 1977
Recording No.:	7706070275
Affects:	private roads

said document is a re-recording of document recorded under Auditor's File No. 7705230149

3. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to:	City of Marysville
Purpose:	water pipeline
Recording Date:	August 22, 1978
Recording No.:	7808220299
Affects:	Portion of said premises

4. Covenants, conditions, restrictions, recitals, reservations, easements, easement provisions, dedications, building setback lines, notes, statements, and other matters, if any, but omitting any covenants or restrictions, if any, including but not limited to those based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, or source of income, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law, as set forth on Plat of Smokey Point Service Center:

Recording No: 7912060140

5. Covenants, conditions, restrictions and easements but omitting any covenants or restrictions, if any, including but not limited to those based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, source of income, gender, gender identity, gender expression, medical condition or genetic information, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law, as set forth in the document

Recording Date:	December 6, 1979
Recording No.:	7912060141

6. Resolution of the City of Marysville granting a variance to chapter 14.32 of Marysville Municipal Code (RUSA), and authorizing sewer connections to properties located within ULID No. 10, and the terms and conditions thereof:

Recording Date:	May 21, 1987
Recording No.:	8705210032

7. Resolution of the City of Marysville supplementing the rural utility service area plan by including certain property on the West side of I-5, and the terms and conditions thereof:

Recording Date:	June 9, 1987
Recording No.:	8706090247

SCHEDULE B
(continued)

8. Restrictive Covenant/Equitable Servitude for Maintenance of Drainage Facilities and the terms and conditions thereof:

Recording Date: June 20, 1988
Recording No.: 8806200111

9. Voluntary Agreement for Mitigating Road Impact on Smokey Point Boulevard, 172nd Street and Associated Roads and the terms and conditions thereof:

Recording Date: September 8, 1988
Recording No.: 8809080434

10. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to: Public Utility District No. 1 of Snohomish County
Purpose: Electric transmission and/or distribution line
Recording Date: October 2, 1990
Recording No.: 9010020020
Affects: West 8 feet of the East 15 feet of the South 10 feet of the North 85 feet

11. City of Marysville Recovery Contract No. 262 and the terms and conditions thereof:

Recording Date: August 29, 2005
Recording No.: 200508290545

12. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to: Public Utility District No. 1 of Snohomish County and Verizon Northwest Inc.
Purpose: Electric transmission and/or distribution line
Recording Date: August 19, 2008
Recording No.: 200808190629
Affects: Portion of said premises

13. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to: City of Marysville
Purpose: storm sewer, sanitary sewer and/or water lines
Recording Date: October 2, 2008
Recording No.: 200810020285
Affects: Portion of said premises

14. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to: City of Marysville
Purpose: storm sewer, sanitary sewer lines and/or water lines
Recording Date: October 2, 2008
Recording No.: 200810020286
Affects: Portion of said premises

SCHEDULE B
(continued)

15. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to:	Public Utility District No. 1 of Snohomish County and Verizon Northwest Inc.
Purpose:	Electric transmission and/or distribution line
Recording Date:	October 21, 2008
Recording No.:	200810210506
Affects:	North 85 feet of the East 10 feet, parallel and adjacent to 28th Drive NE

16. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to:	Puget Sound Energy, Inc.
Purpose:	one or more utility systems for gas and electricity
Recording Date:	November 5, 2008
Recording No.:	200811050246
Affects:	Portion of said premises

17. Condemnation of access to State Highway Number I-5 and of light, view and air by Decree in favor of the State of Washington:

Superior Case Cause Number:	09-2-02176-5
County:	Snohomish
Date Entered:	July 17, 2009

18. Matters disclosed by survey prepared by Bush, Roed and Hitchings, date April 6, 2007, Job No. 2007058.00, as follows:

rights or claims of the public and/or the US Post Office to access the 5 mail boxes located on the Northeasterly portion of said land.

19. A deed of trust to secure an indebtedness in the amount shown below,

Amount:	$1,040,000.00
Dated:	February 25, 2008
Trustor/Grantor:	Madison Marysville, LLC, a Washington Limited Liability Company
Trustee:	Chicago Title Insurance Company
Beneficiary:	Washington Trust Bank
Loan No.:	76596
Recording Date:	February 25, 2008
Recording No.:	200802250319

An agreement to modify the terms and provisions of said deed of trust as therein provided

Executed by:	Madison Marysville, LLC
Recording Date:	June 3, 2008
Recording No.:	200806030390

SCHEDULE B
(continued)

20. Assignment of Rents and Leases

Assigned to:	Washington Trust Bank
Assigned by:	Madison Marysville, LLC
Recording Date:	March 22, 2010
Recording No.:	201003220174

21. The Company's liability for this report is limited to $1,000.00. This report is based on the Company's property records, and no liability is assumed for items misindexed or not indexed in the public records, or for matters which would be disclosed by an inquiry of the parties in possession or by an accurate survey or inspection of the premises. This report and the legal description given herein are based upon information supplied by the applicant as to the location and identification of the premises in question, and no liability is assumed for discrepancies resulting therefrom. This report does not represent either a commitment to insure title, an examination of, or opinion as to the sufficiency or effect of the matters shown, or an opinion as to the marketability of title to the subject premises.

END OF EXCEPTIONS

NOTES

END OF NOTES

END OF SCHEDULE B

Environmental Covenant
Tax Parcel #00697200000700
Smokey Point Retail Center
VCP#NW2833

Exhibit H

SUBORDINATION AGREEMENT

KNOW ALL PERSONS, That _____, the owner and holder of that certain _____ (Instrument) bearing the date the _____ day of _____, 20____, executed by _____, and recorded in the office of the County Auditor of _____ County, State of Washington, on the _____, 20____, under Auditor's File Number _____, does hereby agree that said Instrument shall be subordinate to the interest of the State of Washington, Department of Ecology, under the environmental (restrictive) covenant dated _____, 20____, executed by _____, and recorded in _____ County, Washington under Auditor's File Number _____.

Dated _____, 20___.

NAME

_____

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 20____, I certify that _____ personally appeared before me, and acknowledged that **he/she** is the individual described herein and who executed the within and foregoing instrument and signed the same at **his/her** free and voluntary act and deed for the uses and purposes therein mentioned.

_____
Notary Public in and for the State of Washington, residing at _____.
My appointment expires_____.

Assessor-Map