When Recorded Return To
Gerald Bresslour
The Boeing Company
Law Department
M/C 13-08
P O Box 3707
Seattle, WA 98124-2207

DOCUMENT TITLE	RESTRICTIVE COVENANT
REFERENCE NUMBERS OF RELATED DOCUMENTS	20001107900003
DECLARANT	THE BOEING COMPANY
GRANTEE/ASSIGNEE	N/A
LEGAL DESCRIPTION	Portion of Exempt Land Division, I-90 Bellevue Business Park as recorded under Recording No 20001107900003, lying within Section 11, Township 24 North, Range 5 East, W M King County, Washington
ASSESSOR'S PARCEL NO(S)	112405-9004

1

RESTRICTIVE COVENANT

The Boeing Company

This Declaration of Restrictive Covenant is made pursuant to RCW 70.105D.030(1)(f) and (g) and WAC 173-340-440 by The Boeing Company, d/b/a Boeing (hereafter referred to as "Boeing"), its successors and assigns, and the State of Washington Department of Ecology, its successors and assigns (hereafter referred to as "Ecology").

An independent remedial action (hereafter referred to as "Remedial Action") occurred at the property that is the subject of this restrictive covenant (hereafter referred to as "Restrictive Covenant"). The Remedial Action conducted at the property is described in the following documents:

1. *Report titled "Former Eastgate Landfill, Bellevue, Washington", prepared by Landau Associates, Inc (LAI), Edmonds, WA., for The Boeing Company (Boeing), Seattle, WA, and dated April 4, 2000.*
2. *Report titled "Draft Work Plan Groundwater Monitoring, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI for Boeing, and dated June 12, 2000*
3. *Report titled "Groundwater Investigation, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI for Boeing, and dated September 26, 2000.*
4. *Report titled "Engineered Systems, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI for Boeing, and dated September 26, 2000.*

5. Report titled "Scope of Work, Continued Eastgate Landfill LFG Repair Work and Site Grading", prepared by The IT Group, Bothell, WA., for Boeing, and dated May 8, 2001.

6 Report titled "Voluntary Cleanup Program for Former Eastgate Landfill - 2nd [Groundwater] Data Transmittal", prepared by LAI for Boeing, and dated May 14, 2001.

7. Report titled "Work Plan: Soil Investigation, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI for Boeing, and dated June 6, 2001.

8. Report titled "Draft Work Plan: Groundwater Monitoring, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI for Boeing, and dated June 6, 2001.

9. Report titled "Surficial Soil Investigation, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI for Boeing, and dated August 13, 2001

10. Report titled "Work Plan: Confirmational Groundwater Monitoring, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI, for Boeing, and dated September 6, 2001.

11 Report titled "Annual Groundwater Monitoring, Former Eastgate Landfill, Bellevue, Washington", prepared by LAI for Boeing, and dated September 6, 2001

12. Work Plan titled "Confirmational Groundwater Monitoring, Former Eastgate landfill, Bellevue, Washington", prepared by LAI, for Boeing, dated March 13, 2002.

13. Technical Memorandum titled "Surficial Soil Sampling at Eastgate Landfill", prepared by LAI, for Boeing, dated May 31, 2002.

14 Report titled "Supplemental Surficial Soil Investigation, Eastgate Landfill Property/I-90 Business Park, Bellevue, Washington", prepared by LAI, for Boeing, dated July 17, 2002.

15. Technical Memorandum titled "Eastgate Landfill Terrestrial Ecological Evaluation", prepared by LAI, for Boeing, dated August 8, 2002

These documents are on file at Ecology's Northwest Regional Office.

This Restrictive Covenant is required because a Remedial

Action has determined that soil and groundwater at the property may contain contaminant concentrations that exceed the Model Toxics Control Act Method A Residential Cleanup Levels established under WAC 173-340-740 The undersigned, Boeing, is the fee owner of the real property, described as a portion of the former Eastgate Landfill or a portion of the former Bellevue Airfield, located at 2805 160th Ave. SE, City of Bellevue, in the County of King, State of Washington (hereafter referred to as "Property"), that is subject to this Restrictive Covenant. The Property is legally described in Exhibit A

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

Section 1.

1. Owner shall maintain the soil cap layer and hardscape areas, such as helicopter pad and parking lots, described

in the attached Exhibit B. Owner shall prevent penetration, removal, erosion or degradation of the soil cap layer, and exposure of the landfill debris Owner will notify Ecology 30 days prior to initiation of activities that could penetrate the soil cap layer and/or generate contaminated soils from beneath the soil cap layer. The notification will include a description of the work to be performed and the procedures to be used to prevent the spread of contaminated soils to uncontaminated areas and to ensure the maintenance and integrity of the soil capping layer.

2. Owner shall maintain the infiltration controls located on the Property which are an integral part of the soil capping layer and leachate control, as described in the attached Exhibit B. The infiltration controls include all pervious and impervious landscape features, such as parking lots and bioswales, and stormwater management components, such as catch basins, detention ponds, transfer pipes, building drains and drain clean-out stations. Any activity that may affect the operation of the infiltration controls on the Property, such as removal of piping or capital improvements, shall require Ecology approval prior to initiation of work.

3. Owner shall maintain and monitor the portion of the leachate collection system located on the Property, described in the attached Exhibit B. Any activity that may affect the operation of the system on the Property shall require Ecology approval prior to initiation of work. Also, any known disruptions in the operation of the system, such as due to unexpected damage from natural or unnatural causes, shall be reported to Ecology within 30 days of discovery.

4. Owner shall maintain and monitor the methane control system, including the wells, piping, and gas combustion unit installed within the existing building or at some other location approved by Ecology, described in the attached Exhibit B. All future buildings on the Property with enclosed, occupied spaces that could potentially accumulate methane gas will be designed with an integral methane control system.

5. Owner will not withdraw, or allow others to withdraw, groundwater from the Property without permission from Ecology. An example of permitted withdrawal would be for Ecology required monitoring or remedial action

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

protection of human health and the environment is prohibited.

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

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

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

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

Section 7 The Owner shall allow authorized representatives

of Ecology the right to enter the Property at reasonable times for the purpose of evaluating the Remedial Action; to take samples, to inspect Remedial Actions conducted at the property, and to inspect records that are related to the Remedial Action.

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

The Boeing Company, a Delaware corporation, owner

By _____

Title Director Environmental Affairs – Boeing

Date 12/2/02

11/27/02
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ACKNOWLEDGMENT

State of Washington)
) ss.
County of King)

I certify that I know or have satisfactory evidence that Kirk J Thomson is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as the Attorney-in-Fact and Authorized Signatory of The Boeing Company to be the free and voluntary act and deed of such party for the uses and purposes mentioned in the instrument.

Dated: 12/02/02

Kathy M. Donahoe
Notary public in and for the

State of Washington. My appointment expires 9-19-04

20021223001529

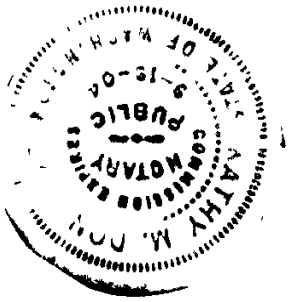

EXHIBIT A

EASTGATE LANDFILL BOUNDARY

LEGAL DESCRIPTION

EASTGATE LANDFILL BOUNDARY
LEGAL DESCRIPTION

THAT PORTION OF EXEMPT LAND DIVISION, I-90 BELLEVUE BUSINESS PARK AS RECORDED UNDER RECORDING No.20001107900003, LYING WITHIN SECTION 11, TOWNSHIP 24 NORTH, RANGE 5 EAST, W.M. KING COUNTY, WASHINGTON, DESCRIBED AS FOLLOWS

COMMENCING AT THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF THE NORTHEAST QUARTER OF SAID SECTION;

THENCE SOUTH 88°38'09" EAST, A DISTANCE OF 665 85 FEET TO THE POINT OF BEGINNING,
THENCE NORTH 01°27'57" EAST, A DISTANCE OF 116 64 FEET,
THENCE NORTH 65°56'11" EAST, A DISTANCE OF 113 90 FEET,
THENCE SOUTH 71°59'52" EAST, A DISTANCE OF 192 93 FEET,
THENCE SOUTH 51°29'14" EAST, A DISTANCE OF 60 01 FEET;
THENCE SOUTH 03°13'39" WEST, A DISTANCE OF 270 06 FEET,
THENCE SOUTH 01°10'10" EAST, A DISTANCE OF 129 56 FEET;
THENCE SOUTH 00°17'11" WEST, A DISTANCE OF 164 10 FEET;
THENCE SOUTH 23°21'21" WEST, A DISTANCE OF 131 73 FEET,
THENCE SOUTH 28°27'44" WEST, A DISTANCE OF 116 52 FEET;
THENCE SOUTH 88°34'49" WEST, A DISTANCE OF 80 01 FEET;
THENCE NORTH 61°01'40" WEST, A DISTANCE OF 98.23 FEET;
THENCE NORTH 66°18'44" WEST, A DISTANCE OF 100 34 FEET;
THENCE NORTH 44°34'11" WEST, A DISTANCE OF 316 69 FEET,
THENCE NORTH 17°20'24" WEST, A DISTANCE OF 119.77 FEET,
THENCE NORTH 03°25'34" EAST, A DISTANCE OF 214 58 FEET;
THENCE NORTH 44°55'45" EAST, A DISTANCE OF 120 53 FEET,
THENCE SOUTH 88°38'09" EAST, A DISTANCE OF 201 58 FEET TO THE POINT OF BEGINNING

CONTAINING 411,444 SQUARE FEET OR 9 445 ACRES, MORE OR LESS.

Prepared By:
Duane Hartman & Associates, Inc
August 28, 2002
Project No : 02-377

Boeing Eastgate LF - Exhibit A
11/27/02
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EASTGATE LANDFILL BOUNDARY EXHIBIT

THE BOEING COMPANY
I-90/BELLEVUE BUSINESS PARK

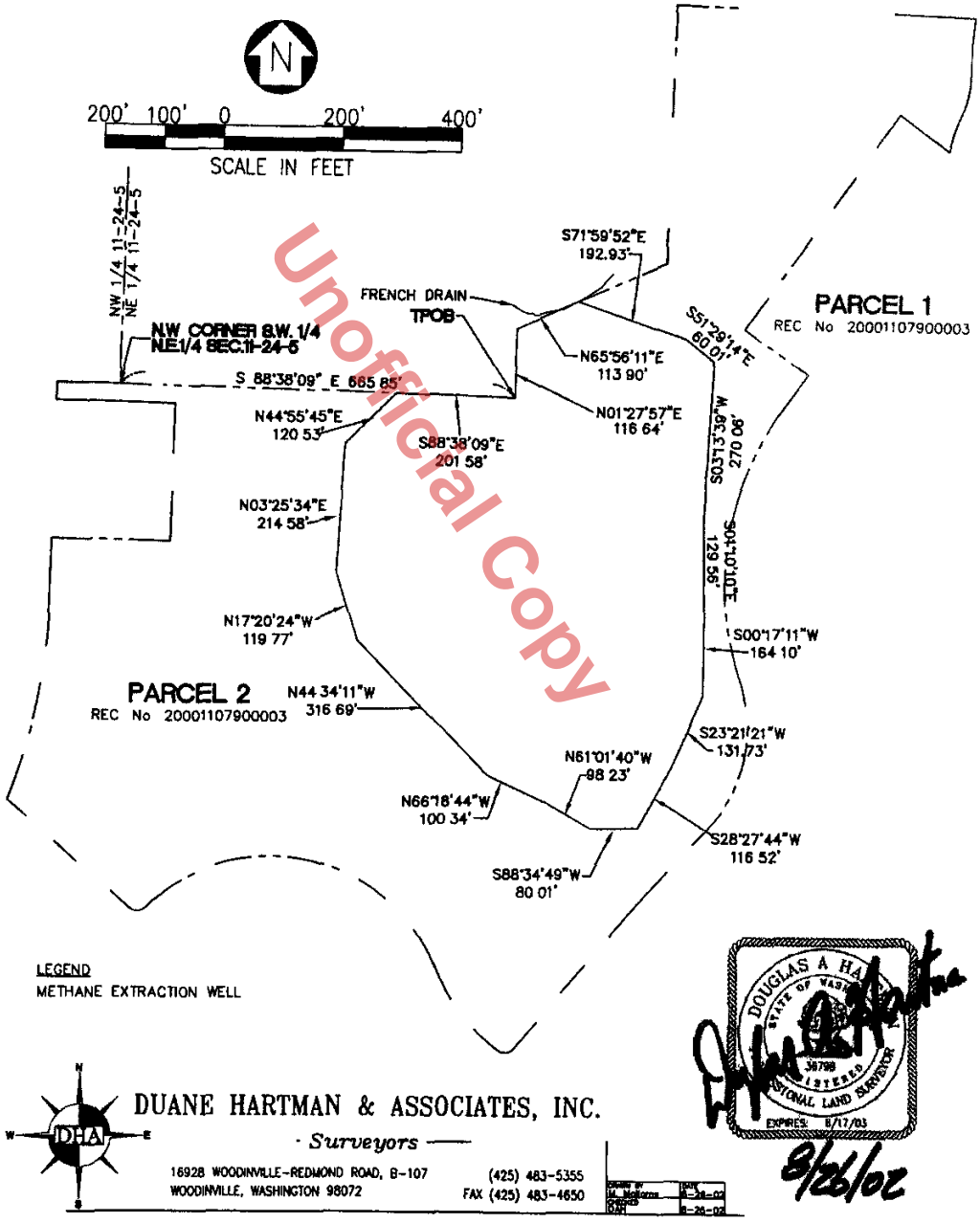

EXHIBIT B
LANDFILL MANAGEMENT SYSTEMS

SOIL CAP LAYER AND HARDSCAPE AREAS

A soil cap over the landfill prevents direct contact with landfill material and limits infiltration of stormwater into the landfill. The Eastgate Landfill was closed and capped in 1964 by King County, after nearly 14 years of operation, in accordance with the requirements at the time. The cap material consists of silty, fine to medium sand. It appears that the thickness of fill overlying landfill refuse ranges from 1 to 19 ft. The cover was regraded, stormwater catch basins installed, and erosion control measures implemented in 1986 to prevent stormwater runoff from directly contacting landfill debris and to minimize stormwater infiltration into the landfill.

In addition to the soil cap, a paved helicopter pad is present on the southwest portion of the landfill, gravel-surfaced paths cross the landfill, and the asphalt-paved parking lot east of the landfill extends slightly onto the landfill. These areas are shown Figure 1.

INFILTRATION CONTROLS

An infiltration control system collects stormwater at the landfill, reducing infiltration and associated generation of leachate. The infiltration control system at the former Eastgate Landfill and adjacent property consists of a network of catch basins, manholes, and conveyance pipes and two stormwater ponds: Ponds A and C.

The infiltration control system over the former landfill consists of six catch basins and associated manholes and piping that collect and convey stormwater runoff through a swale to Pond C, limiting infiltration into the landfill. The maximum overall depth of catch basins on the landfill is 7.5 ft below ground surface.

Pond A is owned and operated by the City of Bellevue It detains stormwater from nearby Boeing and non-Boeing property, including Pond C, prior to discharge to Phantom Lake, which discharges to Lake Sammamish via Phantom Creek The total basin area from which Pond A collects stormwater is 91 acres The City owns and is responsible for maintenance of Pond A

Pond C is located within and treats a portion of the stormwater from Pond A's drainage basin before it enters detention Pond A The Pond C drainage area includes the former landfill as well as several Boeing buildings The water quality pond is owned and maintained by Boeing The infiltration control system collects runoff from the Pond C drainage area through a network of swales and catch basins Outflow from Pond C discharges into Pond A

LEACHATE COLLECTION SYSTEM

The landfill was not constructed with a leachate control system, however, a French drain was constructed north of the landfill in the late 1970s or early 1980s to prevent migration of leachate into Pond A The French drain is located between the north edge of the landfill and the south edge of Pond A Survey data for the French drain is provided in Table 1 Based on the results of an investigation conducted in July 2001, the French drain is 196 ft long and, for at least the eastern 105 ft, is constructed of 8-inch perforated PVC pipe. It is likely that the remainder of the French drain is constructed of similar material Leachate collected in the French drain discharges to the King County sanitary sewer The City of Bellevue maintains and monitors the French drain

Table 1
French Drain Survey Data

Point	Northing	Easting	Ground Surface Elevation	Depth of French Drain (BGS) Inches	Field Description (approximate locations)
1229	216428 16	1320779 81	306 77	48	catch basin French drain access point
1230	216414 08	1320766 50	306 40	53	18 5 ft west of catch basin
1231	216405 76	1320760 34	306 54	50	---
1232	216394 88	1320744 68	306 40	37	47 5 ft west of catch basin
1233	216385 68	1320729 98	306 79	45	---
1234	216374 35	1320710 61	307 55	52	87 5 ft west of catch basin
1235	216366 34	1320695 44	308 08	58	104 5 ft west of catch basin
1236	216365 97	1320694 88	308 09	58	break in pipe- 105 ft west of catch basin
1237	216361 05	1320669 42	308 21	49	131 4 ft west of catch basin
1238	216356 93	1320655 36	308 39	49	144 5 ft west of catch basin
1239	216356 00	1320647 81	308 22	46	152 5 ft west of catch basin
1240	216360 11	1320642 53	307 37	---	manhole- French drain does not appear to connect into manhole
1241	216357 89	1320638 15	308 00	51	161 5 ft west of catch basin
1242	216360 79	1320629 39	308 29	34	170 3 ft west of catch basin
1243	216362 59	1320624 92	308 47	31	175 ft west of catch basin
1244	216369 23	1320613 07	308 85	42	190 5 ft west of catch basin
1245	216372 51	1320608 34	308 73	28	end of pipe- 196 ft west of catch basin

LANDFILL GAS MIGRATION CONTROL SYSTEM

The former Eastgate landfill, located adjacent to the I-90/Bellevue Business Park, contains approximately 9 6 acres of fill area The landfill accepted household wastes while it operated as a municipal landfill from about 1951 until its closure in 1964 Approximate limits of fill material are shown on Figure 1

Portions of the former landfill and adjacent parcels of land were acquired by The Boeing Company in 1980 and 1983 An investigation performed by The Boeing Company in 1986 indicated that significant levels of methane were migrating from the landfill, primarily to the east and southeast of the fill material Subsequent construction of a landfill gas (LFG) migration

control system was completed in December 1986 The LFG migration control system was designed to prevent outward migration of LFG by creating an engineered subsurface air gradient toward the perimeter of the landfill The desired gradient is achieved by applying a vacuum to extraction wells constructed near the perimeter of the fill material. Use of these extraction wells induces a subsurface pressure gradient that causes air to migrate toward the extraction wells, controlling the flow of gas away from the site Spacing of the extraction wells and applied vacuum to each well are specified so that the pressure gradient for each well overlaps the pressure gradients of adjacent wells Overlapping the pressure gradients of perimeter extraction wells in this manner prevents migration of LFG away from the fill material and results in the capture of LFG for treatment by the LFG migration control system

Three additional LFG extraction wells were installed in the interior area of the landfill to capture higher concentrations of landfill gas LFG collected by the interior extraction wells supplements the fuel content of LFG collected by the perimeter wells to facilitate more efficient operation of the LFG combustion system

Each LFG extraction well is connected to an underground header-pipe system Cleanout wyes are arranged at eight locations on the header lines to allow location of damaged pipes Thirteen condensate traps prevent accumulation of condensate in the header lines, which could otherwise block gas flow in the header lines Surface vaults provide access to all of the well heads, cleanout wyes, and condensate traps Locations of LFG extraction wells, cleanout wyes, condensate traps, and header lines are shown on Figure 1

A blower in the LFG migration control system moves air from the header lines to the LFG combustion system The combustion system is equipped with automatic ignition and blower-shutoff controls to prevent uncontrolled release of LFG if the flame goes out Propane is used to fire the pilot light and to provide additional combustion gas, when necessary The propane gas is controlled by a hand-operated valve and equipped with an automatic shutoff valve in case the LFG flare shuts down The location of the LFG combustion system is shown on Figure 1

Additional gas monitoring wells were installed beyond the perimeter of the fill material to monitor landfill gas concentrations and vacuum pressure resulting from operation of the LFG migration control system. Locations of the monitoring wells are shown on Figure 1

Well-head valves are periodically adjusted to maintain an even distribution of vacuum to perimeter extraction wells In areas where high vacuum pressures are identified in monitoring wells, the well-head valves in nearby extraction wells are throttled back In areas where vacuum pressures are low or not present in monitoring wells, the well-head valves in nearby extraction wells are opened up to balance the system These periodic adjustments help maintain appropriate levels of vacuum around the entire perimeter of the landfill, thereby inhibiting migration of LFG away from the fill material

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