

AFTER RECORDING RETURN TO:

Settlements Department /WMM  
Linowes and Blocher LLP  
7200 Wisconsin Avenue, Suite 800  
Bethesda, Maryland 20814-4842

LIBER 15062 PAGE 414

10445.0001  
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(1 of 1)

## ENVIRONMENTAL COVENANT

**HOLDERS:** Maryland Department of the Environment ("Department"); Duke Baltimore LLC ("Owner").

**PROPERTY ADDRESS:** 6000 Holabird Avenue, Baltimore, MD 21224—Area A (the "Property").

This Environmental Covenant ("Environmental Covenant") is executed pursuant to the provisions of Subtitle 8, Title 1 of the Environmental Article, Ann. Code of Md. (2007 Repl. Vol.). This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and/or use limitations in this document. As indicated later in this document, this Environmental Covenant has been approved by the EPA and the Department.

1. **Property Affected.** The Property is located in the City of Baltimore, Maryland. The Property is located on the Former General Motors Corporation ("GM"), Baltimore Assembly Plant Facility ("Facility"). The street address of the Property is: 6000 Holabird Avenue, Baltimore, MD 21224.

The Land Records Deed Reference: Liber FMC 7313, Folio 272.

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The latitude and longitude of the center of the Property affected by this Environmental Covenant is: N39.27439 W76.54525 (Datum: World Geodetic System 84).

The Property has been known by the following names: Area A, the Former Anchor Motor Freight Facility – Ward 26, Section 1, Block 6871-C, Lot 1.

A complete metes and bounds description of the Property is attached to this Environmental Covenant as Exhibit A. A map of the Property is attached to this Environmental Covenant as Exhibit B.

2. **Property Owner.** Owner is the owner of the Property. The mailing address of the Owner is: Duke Baltimore LLC, c/o Duke Realty Corporation, 4900 Seminary Road, Suite 900, Alexandria, VA, 22331, Attn: Senior Vice President.

3. **Holders/Grantees.** The Department and Owner.

4. **Description of Contamination & Remedy.** GM used the entire Facility to assemble automobiles from 1936 to 2005. Area A was used to house a trucking services operation for distributing GM vehicles. GM's assembly operations resulted in soil and groundwater contamination at the Facility. The primary contaminants are volatile organic compounds, semi-volatile organic compounds, total petroleum hydrocarbons (gasoline range organics and diesel range organics) and metals.

The Owner purchased the Facility from GM in January 2006. The Owner subsequently entered into a Facility Lead Agreement with EPA to investigate and address releases under the Resource Conservation and Recovery Act corrective action program at the entire Facility and an

agreement with the Department to assess the entire Facility under the Department's Voluntary Cleanup Program ("VCP").

In 2007, with EPA and the Department's approval, the Owner excavated and removed soils from the Property that exceeded the soil to indoor air risk-based levels developed as part of the risk assessment for Area A. Following completion of soil removal, Area A met the cleanup standards for commercial and/or industrial land use. In accordance with the approved Remedial Action Plan for Area A, no additional remedies were required. Some contaminants remain in the Property soils above risk based residential cleanup standards. Because the Property is not intended for residential land use, a risk assessment to evaluate potential risks to residential receptors was not required or conducted. Therefore, in an August 2011 Final Decision and Response to Comments ("FDRTC"), EPA selected as the final remedy for the Property, the compliance with and maintenance of land and resource restrictions to minimize the potential for human exposure to contamination and/or protect the integrity of the remedy by limiting land or resource use.

5. **Administrative Record.** The Administrative Record pertaining to the final remedy selected in the 2011 FDRTC is located at U.S. Environmental Protection Agency, Region III, 1650 Arch Street, Philadelphia, PA 19103.

6. **Regulatory Program(s) Issuing Departmental Determination.** EPA's RCRA Corrective Action Program and the Department's VCP are responsible for having issued a determination requiring the use of this Environmental Covenant.

7. **Activity & Use Limitations.** The Property is subject to the following activity and use limitations, which the Owner and each subsequent owner of the Property shall abide by:

(a) The Property shall be restricted to commercial and/or industrial purposes and shall not be used for residential purposes unless it is demonstrated to the Department and EPA, that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy and the Department, in consultation with EPA, provides prior written approval for such use;

(b) Groundwater from the Property shall not be used for any purpose other than to conduct the operation, maintenance, and monitoring activities required by the Department and/or EPA, unless it is demonstrated to the Department and EPA, that such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected remedy and the Department and the EPA, provide written approval for such use; and,

(c) The Owner shall evaluate compliance with institutional controls implemented for the Property on a biennial basis (i.e., every two years) and provide a notice documenting the findings of the evaluation to EPA and the Department, substantially in the form of Exhibit C.

8. **Notice of Limitations in Future Conveyances.** Each instrument hereafter conveying any interest in the Property subject to this Environmental Covenant shall contain a notice of the activity and use limitations set forth in this Environmental Covenant and shall provide the recorded location of this Environmental Covenant.

9. **Access by EPA and the Department.** In addition to any rights already possessed by EPA and/or the Department, this Environmental Covenant grants to EPA and the Department a right of access of the Property to implement or enforce this Environmental Covenant.

10. **Recordation & Filing with Registry.** The Owner shall file a Notice of Environmental Covenant in the Land Records of the City of Baltimore following the execution of this Environmental Covenant and send proof of the recording to EPA and the Department within 30 days of recordation. This Environmental Covenant shall be provided to the Department as soon as possible after execution for filing by the Department in the Registry of environmental covenants maintained by the Department.

11. **Termination or Modification.** This Environmental Covenant may only be terminated or modified in accordance with Section 1-809 of the Environmental Article, Ann. Code of Md. (2007 Repl. Vol.).

12. **EPA's address.** Communications with EPA regarding this Environmental Covenant shall be sent to: Land and Chemicals Division, Office of Remediation (3LC20), U.S. EPA Region III, 1650 Arch Street, Philadelphia, PA 19103.

13. **Department's Address.** Communications with the Department regarding this Environmental Covenant shall be sent to: Registry of Environmental Covenants, Maryland Department of the Environment, Land Management Administration, Land Restoration Program, 1800 Washington Blvd., Baltimore, MD 21230.

14. **Binding Effect.** All the terms, covenants and conditions of this Environmental Covenant shall run with the land and shall be binding on the Owner during its period of ownership or possession of the property and the Owner's successors and assigns and each owner and any other party entitled to possession or use of the Property during its period of ownership or possession pursuant to Section 1-804 of the Environmental Article, Ann. Code of Md. (2007 Repl. Vol.).

DUKE BALTIMORE LLC, a Delaware limited liability company, Owner/Holder

By: Duke Realty Limited Partnership, an Indiana limited partnership, its sole Member

By: Duke Realty Corporation, an Indiana corporation, its general partner

By: Elizabeth C Belden  
Elizabeth C. Belden  
Vice President

STATE OF GEORGIA )

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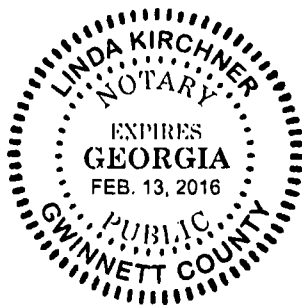
COUNTY OF GWINNETT ) SS:

On this 4<sup>th</sup> day of October, 2012, before me, the undersigned officer, personally appeared Elizabeth C. Belden who acknowledged herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that s/he executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Linda Kirchner  
Notary Public

My Commission Expires:



BALTIMORE CITY CIRCUIT COURT (Land Records) FMC 15062, p. 0417, MSA\_CE164\_24216. Date available 03/27/2013. Printed 06/11/2018.

APPROVED, by: United States Environmental Protection Agency

Date: 3.5.13

By: [Signature]  
John A. Armstead, Director  
Land and Chemicals Division  
U.S. Environmental Protection Agency  
Region III

COMMONWEALTH OF PENNSYLVANIA )

COUNTY OF Philadelphia ) SS:

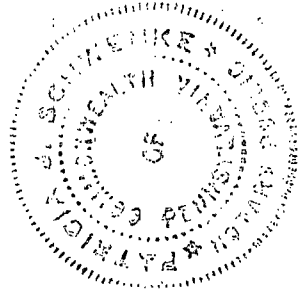
On this 5<sup>th</sup> day of March, 2013, before me, the undersigned officer, personally appeared John A. Armstead, who acknowledged himself to be the Director of the Land and Chemicals Division for the U.S. Environmental Protection Agency, Region III, whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
Patricia J. Schwenke, Notary Public  
City of Philadelphia, Philadelphia County  
My commission expires August 14, 2014

[Signature]  
Notary Public

My Commission Expires: 08-14-2014



BALTIMORE CITY CIRCUIT COURT (Land Records) FMC 15062, p. 0418, MSA\_CE164\_24216. Date available 03/27/2013. Printed 06/11/2018.

APPROVED, by Maryland Department of the Environment

Date: Feb 26, 2013

By: [Signature]  
Horacio Tablada, Director,  
Land Management Administration

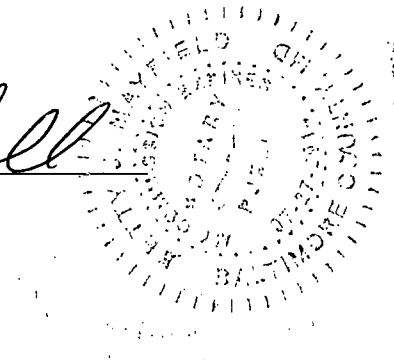
STATE OF MARYLAND )

COUNTY OF Baltimore )SS:

On this 26<sup>th</sup> day of February, 2013 before me, the undersigned officer, personally appeared Horacio Tablada, who acknowledged himself to be the Director for the Land Management Administration, Maryland Department of the Environment, whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

[Signature]  
Notary Public



My Commission Expires: July 27, 2014

BALTIMORE CITY CIRCUIT COURT (Land Records) FMC 15062, p. 0419, MSA\_CE164\_24216. Date available 03/27/2013. Printed 06/11/2018.

**Attorney's Certification**

I CERTIFY that this document was prepared by or under the supervision of the undersigned, an attorney duly admitted to practice before the Court of Appeals of Maryland.

  
\_\_\_\_\_

EXHIBIT A  
LEGAL DESCRIPTION OF PROPERTY

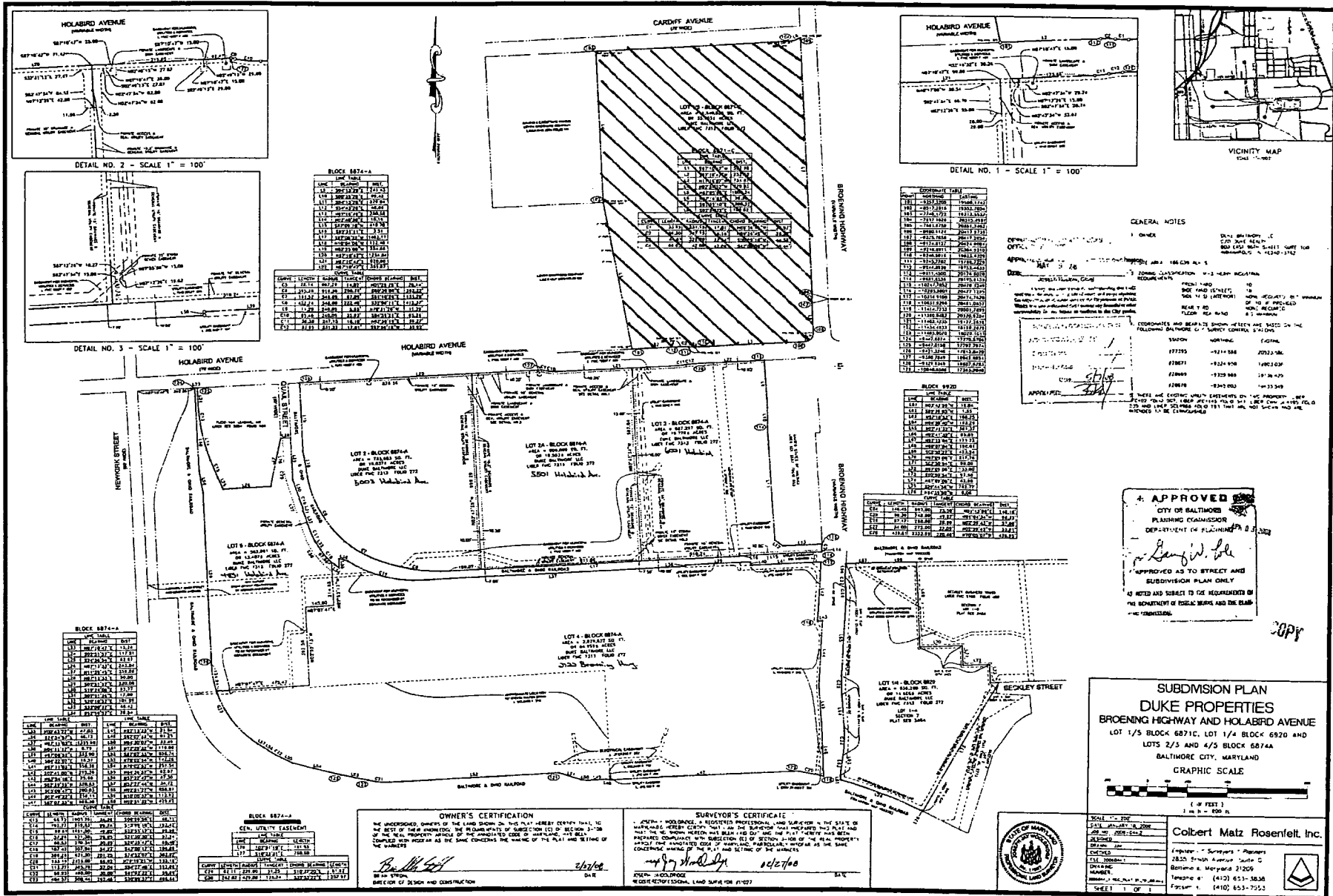
All that lot or ground designated as Lot 1/5 – Block 6871-C on that certain plat entitled “Subdivision Plan Duke Properties, Broening Highway and Holabird Avenue”, dated January 18, 2008, which plat was recorded May 12, 2008 among the Land Records of Baltimore City as Plat FMC No. 4005.

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EXHIBIT B  
MAP OF PROPERTY

(See attached)



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EXHIBIT C  
FORM OF BIENNIAL NOTICE TO BE PROVIDED TO EPA AND THE DEPARTMENT

[SENDER ADDRESS]

[DATE]

Land and Chemical Division, Office of Remediation (3LC20)  
U.S. EPA Region III  
1650 Arch Street  
Philadelphia, PA 19103

Registry of Environmental Covenants, Land Restoration Program  
Maryland Department of the Environment  
1800 Washington Blvd.  
Baltimore, MD 21230

Dear Sir or Madam:

Pursuant to the biennial obligation set forth at paragraph 7(c) of Maryland UECA document # \_\_\_\_\_ regarding the activity and use limitations enumerated in paragraph 7(a) and 7(b) of Maryland UECA document # \_\_\_\_\_ applicable to the property located at 6000 Holabird Avenue, Baltimore, MD 21224 (Former General Motors Corporation, Baltimore Assembly Plant Facility) the current owner attests it evaluated the compliance of the aforementioned property with the applicable activity and use limitations and make the following conclusions:

- Property [is/is not] being used for residential purposes.
- Groundwater from the property [is/is not] being used for any purpose other than to conduct the operation, maintenance, and monitoring activities required by the Department and/or EPA.

I certify that the information contained in this Notice is true, accurate and complete.

Sincerely,

[SIGNATURE]

[TITLE]

BALTIMORE CITY CIRCUIT COURT (Land Records) FMC 15062, p. 0425, MSA\_CE164\_24216. Date available 03/27/2013. Printed 06/11/2018.

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IMP TO SURE \$ 40.00  
 RECORDING FEE 75.00  
 TOTAL 115.00  
 Ref # 59562  
 Ref # 2098  
 Mar 21, 2013 02:43 PM

**RECEIVED**

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**CIRCUIT COURT  
FOR BALTIMORE CITY**

BALTIMORE CITY  
 LAND RECORDS DIVISION

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