

ENVIRONMENTAL COVENANT

SITE NAME: The Sherwin-Williams Company
GRANTOR/OWNER: The Sherwin-Williams Company
GRANTEE(S)/HOLDER(S): The Sherwin-Williams Company
PROPERTY ADDRESS: 2325 Hollins Ferry Road, Baltimore, MD

This Environmental Covenant is executed pursuant to the provisions of Subtitle 8, Title 1 of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.). This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and/or use limitations in this document. This Environmental Covenant has been approved by the Maryland Department of the Environment ("Department" or "MDE") and the United States Environmental Protection Agency ("EPA").

1. **Property Affected.** The property affected ("Property") by this Environmental Covenant is located in Baltimore, Maryland.

- 7451²⁰

The postal street address of the Property is: 2325 Hollins Ferry Road, Baltimore, MD.
The County Land Records Deed Reference: 03948/00101, Ward - 25 Section -05 Block - 7451 Lot -007.
The latitude and longitude of the center of the Property affected by this Environmental Covenant is: N 39.265230, W -76.641580.

Tax Account Identification Number: 0325057451 007

The Property has been known by the following names:

- Sherwin-Williams Company
- Sherwin-Williams
- Baltimore Paint Company
- Dutch Boy, Inc.
- ELT, Inc.
- Baltimore Paint and Chemical Corporation

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/Grantor.** The Sherwin-Williams Company is the owner ("Owner") of the Property and the Grantor of this Environmental Covenant. The mailing address of the Owner is: 101 Prospect Avenue, N.W., Cleveland, OH 44115.

After Recording Return To:
First American Title Insurance Company
1660 West 2nd Street, Suite 700
Cleveland, OH 44113
Attn: Viorica Ilie

746783

BALTIMORE CITY CIRCUIT COURT (Land Records) LGA 17420, p. 0123, MSA_CE164_26576. Date available 08/25/2015. Printed 08/04/2016.

*Environmental Covenant**Property: Sherwin Williams 2325 Hollins Ferry Road, Baltimore, MD**Tax Account Identification Number: 0325057451 007**Deed Reference: 03948/00101*

3. **Holder(s)/Grantee(s)**. The Sherwin-Williams Company. The mailing address of the Holder(s)/Grantee(s) is(are): 101 Prospect Avenue, N.W., Cleveland, OH 44115. For purposes of this Environmental Covenant, the Owner and the Department shall also be Holders.

4. **Regulatory Program(s) Issuing Determination**. The following regulatory program(s) is (are) responsible for having issued a determination requiring the use of this Environmental Covenant:

- EPA Corrective Action Program under the Resource Conservation and Recovery Act

MDE Programs

- Voluntary Cleanup Program
 Controlled Hazardous Substance Enforcement Program
 Oil Control Program
 Solid Waste Program
 Resource Management Program
 Other Program within the Department: _____

On March 31, 2015, EPA issued a Final Decision and Response to Comments ("FDRTC") selecting the Final Remedy for the Sherwin Williams Facility, located at 2325 Hollins Ferry Road Baltimore, Maryland. The Final Remedy includes a requirement that the Activity and Use Limitations described in paragraph 5, below, of this Environmental Covenant be imposed on the Property.

5. **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 Restricted Areas (Exhibit A) shall not be used for residential purposes (defined as single family homes, multiple family dwellings, schools, day care centers, child care centers, apartment buildings, dormitories, other residential-style facilities, hospitals and in-patient health care facilities).

b. Groundwater at the Property shall not be used for any purpose other than to conduct the operation, maintenance and monitoring activities required by EPA and the Department unless it is demonstrated to EPA and the Department that, (1) such use will not pose a threat to human health or the environment or adversely affect or interfere with the selected final remedy and (2) EPA and the Department provide prior written approval for such use.

c. Except as otherwise provided in Paragraph 5.b, no new wells shall be installed on the Property unless it is demonstrated to EPA and the Department that such wells are necessary to implement the Final Remedy and EPA and the Department provide prior written approval to install such wells.

d. The Owner shall comply with the EPA-approved groundwater monitoring program.

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e. On an annual basis and whenever requested by EPA and the Department, the then current owner shall submit a written certification stating whether or not the groundwater and land use restrictions are in place and are being complied with.

f. A vapor barrier shall be used in the construction of any new buildings constructed entirely or partially within the Restricted Areas (Exhibit A) unless it is demonstrated to EPA and the Department that occupation of a new building without such barrier, (1) will not pose a threat to human health or the environment or adversely affect or interfere with the selected final remedy and (2) EPA and the Department provide prior written approval for such use. No new buildings shall be constructed without following the procedures set forth in the USEPA-approved New Construction Vapor Intrusion Assessment and Prevention Plan attached hereto as Exhibit C.

g. All earth moving activities, including excavation, drilling and construction activities, in the Restricted Areas (Exhibit A), shall be conducted in accordance with the EPA-approved Soil and Groundwater Management Plan ("SGMP") attached hereto as Exhibit D.

h. Construction workers shall not be permitted to work inside deep excavations intersecting the groundwater table within the Restricted Areas (Exhibit A) without personal protective gear to prevent dermal contact with groundwater and without active ventilation of such deep excavations or trenches unless it is demonstrated to EPA and the Department that occupation of a deep trench without these protections (1) will not pose a threat to human health or the environment or adversely affect or interfere with the selected final remedy and (2) EPA and the Department provide prior written approval for such use. Except in an emergency, no deep excavations intersecting the water table shall be entered by workers without following the procedures set forth in the EPA-approved SGMP attached hereto as Exhibit D. If the SGMP is not followed during an emergency (such as water or gas main break, fire, explosion or natural disaster), the Owner shall ensure that notification is provided to the Department and EPA verbally or in writing as soon as practicable, but no later than 48 hours after emergency. Any contaminated soil disturbed as part of an emergency response action must be returned to its original location and depth, or properly characterized, managed and disposed of, in accordance with all applicable local, state, and federal requirements. Within thirty (30) days after such emergency has been abated, the Owner shall provide a written report describing such emergency and any response actions.

6. Notice of Limitations in Future Conveyances. Each instrument hereafter conveying any interest in the Property 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.

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

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8. Recordation & Filing with Registry. The Owner shall record this Environmental Covenant in the Land Records of Baltimore County within 30 days of the latter of the Department and EPA's approval of this Environmental Covenant and shall send proof of the recording to the Department and EPA within 30 days of recordation. This Environmental Covenant shall be filed as soon as possible after execution in the Registry of Environmental Covenants maintained by the Department. This Environmental Covenant may be found electronically on the Department's website at:

www.mde.maryland.gov/programs/land/marylandbrownfieldvcvp/pages/programs/landprograms/erpbrownfields/ueca.aspx

9. Termination or Modification. This Environmental Covenant runs with the land unless terminated or modified in accordance with § 1-808 or § 1-809 of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.). The rights and obligations set forth herein shall inure to and be binding on the successors and assigns to this Environmental Covenant. Any such transfer or assignment is subject to the prior written consent of EPA and the Department, in accordance with § 1-808 and §1-809 of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.). The then-current owner agrees to provide EPA and the Department with written notice of the pendency of any proceeding that could lead to a foreclosure referred to in § 1-808(a) (4) of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.), within seven calendar days of the owner's becoming aware of the pendency of such proceeding. The then-current owner shall provide EPA and the Department written notice within 30 days after each conveyance of an interest in any portion of the Property. Such written notice shall include the name, address and telephone numbers of the transferee to whom such interest is conveyed.

10. EPA's Address. Communications with EPA regarding this Environmental Covenant shall be sent to: Office of Remediation (3LC20), Land and Chemicals Division, U.S. Environmental Protection Agency, 1650 Arch Street, Philadelphia, PA 19103.

11. The 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.

12. Administrative Record. The Administrative Record pertaining to the remedy selected by EPA in the Final Decision and Response to Comments ("FDRTC") is located at the United States Environmental Protection Agency, Region III, 1650 Arch Street, Philadelphia, PA 19103. In addition, records pertaining to the remedy selected by EPA in the FDRTC are maintained by the Department at 1800 Washington Blvd., Baltimore, MD 21230.

13. Enforcement. This environmental covenant shall be enforced in accordance with § 1-810 of the Environment Article, Ann. Code of Md. (2013 Repl. Vol.).

14. Compliance Reporting.

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Within 21 days after written request by the Department or EPA, the then current owner of the Property shall submit, to the Department, EPA and any Holder listed in Paragraph 3, written documentation stating whether or not the activity and use limitations set forth in Paragraph 5 of this Environmental Covenant are in place and being complied with. In addition, within 21 days after any of the following events: a) transfer of title of the Property or of any part of the Property affected by this Environmental Covenant, b) noncompliance with Paragraph 5, and c) an application for a permit or other approval for any building or site work that could affect contamination on any part of the Property, the then current owner will send a report to the Department, EPA and any Holder. The report will state whether there is compliance with Paragraph 5. If there is noncompliance, the report will state the actions that will be taken to assure compliance.

15. Severability.

The paragraphs of this Environmental Covenant shall be severable and should any part hereof be declared invalid or unenforceable, the remainder shall continue in full force and effect between the parties.

Environmental Covenant

Property: Sherwin Williams 2325 Hollins Ferry Road, Baltimore, MD

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APPROVED, by United States Environmental Protection Agency, Region III,

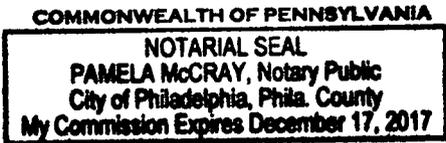
Date: 7.22, 2015

By: John A. Armstead
John A. Armstead
Director
Land and Chemicals Division
United States Environmental Protection Agency
Region III

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA) SS:

On this 22 day of July, 2015, before me, the undersigned, personally appeared John A. Armstead, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

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



Pamela McCray
(Name of notary public typewritten or printed)
Notary Public Pamela McCray

My commission expires: December 17, 2017

BALTIMORE CITY CIRCUIT COURT (Land Records) LGA 17420, p. 0130, MSA_CE164_26576. Date available 08/25/2015. Printed 08/04/2016.

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EXHIBIT A

Complete Metes and Bounds Description of the Property

EXHIBIT A

Metes and Bounds Property Description (Deed)

7451 RD

7451 RD
 BEGINNING FOR THE FIRST from the point of intersection of the northeasterly line of Annapolis Avenue, formerly Hollins (or Hollands) Ferry Road, 50 feet in width, with the center line of Ridgely Street, 60 feet in width, measure South 43 degrees 45 minutes East, along the northeasterly line of said Annapolis Avenue, a distance of 201.18 feet and North 44 degrees 37 minutes East a distance of 80.03 feet to a point 80 feet from the northeasterly line of said Annapolis Avenue measured at right angle thereto, the point of beginning of this parcel; thence, parallel to the northeasterly line of said Annapolis Avenue, North 43 degrees 45 minutes West 310.12 feet to the end of the sixth line of Parcel "A" as described in a Deed between The Real Estate and Improvement Company of Baltimore City and Sophie Shuger, et al, co-partners trading as Baltimore Paint and Color Works, dated September 30, 1946 and recorded in Liber MLP No. 7013, folio 317 among the Land Records of Baltimore City; thence along and reversing the sixth line as described in said Deed north 44 degrees 36 minutes East 1098.5 feet, more or less, to a point distant 10 feet southwestwardly from the line dividing lands of The Real Estate and Improvement Company of Baltimore City and lands of the Western Maryland Railway Company, measured at right angle thereto; thence, through lands of The Real Estate and Improvement Company of Baltimore City, parallel to said property division line, south 65 degrees 46 minutes East 630.1 feet more or less, to a point in the southeasterly line of lands of The Real Estate and Improvement Company of Baltimore City, thence South 56 degrees 52 minutes West 48.6 feet to a point, which point is 98 feet distant, measured North 65 degrees 46 minutes West, from a stone heretofore planted at the intersection of the southwesterly line of Manokin Street with the southeasterly line of Norfolk Street; thence continuing South 56 degrees 52 minutes West 1,168 feet, more or less, to the northerly corner of Parcel No. 1A as described in Condemnation Proceedings, United States of America vs. The Baltimore and Ohio Railroad Company, et al, in the District Court of the United States for the District of Maryland, Civil Docket No. 1367, dated April 1942; thence along the northwesterly line of Parcel No. 1A, condemned as aforesaid, South 57 degrees 28 minutes 20 seconds West 89.03 feet to a point; thence north 45 degrees 23 minutes West 1.19 feet to a point; thence South 44 degrees 37 minutes West 49.83 feet to a point of beginning; containing 12.082 acres, more or less.

7451 RD

7451 RD
 BEGINNING FOR THE SECOND at the point of intersection of the northeasterly line of Annapolis Avenue, formerly Hollins (or Hollands) Ferry Road, 50 feet in width, with the center line of Ridgely Street, 60 feet in width; thence South 44 degrees 37 minutes West 20 feet to a point in the northeasterly line of Hollins (or Hollands) Ferry Road (now Annapolis Avenue) as originally laid out, 30 feet in width; thence along the northeasterly line of said Road as originally laid out, North 43 degrees 45 minutes West, 132.7 feet to the end of the third line of Parcel "B" as described in a Deed between The Real Estate and Improvement Company of Baltimore City and Sophie Shuger, et al, co-partners trading as Baltimore Paint and Color Works, dated September 30, 1946 and recorded in Liber MLP No. 7013, folio 317 among the Land Records of Baltimore City; thence along and reversing the third line as described in said Deed North 57 degrees 47 minutes East 102.0 feet, more or less, to a point 80 feet, from the northeasterly line of said Annapolis Avenue, 50 feet in width, measured at

right angle thereto; thence parallel to the northeasterly line of said Annapolis Avenue, South 43 degrees 45 minutes East, 310.12 feet to a point; thence South 44 degrees 37 minutes West, 80.03 feet to the northeasterly line of said Annapolis Avenue, 50 feet in width; thence along the northeasterly line of said Annapolis Avenue, North 43 degrees 45 minutes West 201.18 feet to the point of beginning; containing 0.647 of an acre, more or less.

TOGETHER with all right, title and interest of The Grantor in and to a small triangular parcel of land described as follows, to wit: From the point of intersection of the northeasterly line of Annapolis Avenue, formerly Hollins (or Hollands) Ferry Road, 50 feet in width, with the center line of Ridgley Street, 60 feet in width, measure South 43 degrees 45 minutes East, along the northeasterly line of Annapolis Avenue, a distance of 201.18 feet, and North 44 degrees 37 minutes East a distance of 124.66 feet to the point of beginning of this parcel; thence North 44 degrees 37 minutes East, 5.20 feet to a point; thence South 45 degrees 23 minutes East, 1.19 feet to the northwesterly line of lands described in Condemnation Proceedings, United States of America vs. The Baltimore and Ohio Railroad Company, et al, in the District Court of the United States for the District of Maryland, Civil Docket No. 1367, dated April 1942; thence along the northwesterly line of lands condemned as aforesaid, South 57 degrees 28 minutes 20 seconds West 5.33 feet to the point of beginning; containing 3 square feet more or less.

7451 RB
BEGINNING FOR THE THIRD from a point on the easterly line of Annapolis Avenue (formerly Hollins Ferry Road) distant 75 feet from Station 498 plus 85.6 on the center line between main tracks of The Baltimore and Ohio Railroad Company as now located measured at right angle thereto, measure North 44 degrees 36 minutes East, 100.04 feet, more or less, parallel to and 75 feet from said center line to a point 100 feet from said easterly line of Annapolis Avenue, measured at right angle thereto, the point of beginning; thence from said point of beginning continuing parallel to and 75 feet from said center line North 44 degrees 36 minutes east 1.2 feet, more or less, to an intersection with other lines of lands of The Real Estate and Improvement Company of Baltimore City; thence along said lines of The Real Estate and Improvement Company of Baltimore City's lands, the following two courses and distances: North 84 degrees 22 minutes East 136.2 feet, more or less, to a point and North 26 degrees 44 minutes East 284.3 feet more or less, to a point 75 feet from said center line, measured at right angle thereto; thence parallel to and 75 feet from said center line North 44 degrees 36 minutes East 522.0 feet, more or less, to a point 10 feet westerly from the line between lands of The Real Estate and Improvement Company of Baltimore City and lands of the Western Maryland Railway Company, measured at right angle thereto; thence parallel to and 10 feet from said Westerly line South 65 degrees 46 minutes East 320.0 feet more or less, to a point 375 feet from said center line of The Baltimore and Ohio Railroad Company, measured at right angle thereto; thence parallel to and 375 feet from said center line South 44 degrees 36 minutes West, 1098.5 feet, more or less, to a point 100 feet from the said easterly line of Annapolis Avenue, measured at right angle thereto; thence parallel to and 100 feet from said easterly line of Annapolis Avenue North 43 degrees 45 minutes West 300.12 feet, more or less to the place of beginning, containing 6.731 acres, more or less.

7451 RB
BEGINNING FOR THE FOURTH at a point on the easterly line of Annapolis Avenue (formerly Hollins Ferry Road) distant 75 feet from Station 498 plus 85.6 on the center line between main tracks of The Baltimore and Ohio Railroad Company as now located measured at right angle thereto; thence parallel to and 75 feet from said center line North 44 degrees 36 minutes East 100.04 feet, more or less to a point 100 feet from the said easterly line of Annapolis Avenue, measured at right angle thereto; thence parallel to and 100 feet from said easterly line of Annapolis Avenue, South 43 degrees 45 minutes East 300.12 feet, more or less, to a point 375 feet from said center line measured at right angle thereto; thence South 57 degrees 47 minutes West 102.0 feet, more or less, to said easterly line of Annapolis Avenue; thence along said easterly line North 43 degrees 45 minutes West 276.8 feet, more or less, to the point of beginning, containing 0.662 acres, more or less.

7451 RB
BEGINNING FOR THE FIFTH thereof at the end of the first line of Parcel A of the land described in a Deed from The Real Estate and Improvement Company of Baltimore City to Sophie Shuger and others, co-partners trading as Baltimore Paint and Color Works, dated September 30, 1946 and recorded among the Land Records of Baltimore City on October 8th, 1946 in Liber MLP No. 7013, folio 317, said point also being at a point on the north 89 degrees 15 minutes East 198 foot line of the lot described in a Deed from Anna Simonds, formerly Anna Buckler and Robert F. Simonds, her husband, to Charles W. Leimbach and Minnie Leimbach, his wife, dated October 19, 1908 and recorded among the Land Records of Baltimore County in Liber WPC No. 340, folio 482, (said point being located at the end of the south 44 degrees 36 minutes west 375.3 foot

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 Baltimore, Maryland 21230

line of parcel No. 3 hereinafter described and also situated 75 feet southeasterly from the center line between the main tracks of Baltimore and Ohio Railroad) thence with the land described in Deed first above referred to from the Real Estate and Improvement Company to Sophie Shuger and others, co-partners trading as Baltimore Paint and Color Works, North 84 degrees 22 minutes east 136.2 feet more or less, to the end of the north 89 degrees 15 minutes east 198 foot line as described in Deed from Anna Simonds, formerly Anna Buckler, and Robert F. Simonds, her husband, to Charles W. Leinbach and wife, dated October 19, 1908 and recorded among the Land Records of Baltimore County in Liber WPC No. 340, folio 482, thence with the third line of the land described in Parcel A, in the Deed first above referred to from The Real Estate and Improvement Company of Baltimore City to Sophie Shuger, et al, dated September 30, 1946 and recorded among the Land Records of Baltimore City in Liber MLP No. 7013, folio 317, north 26 degrees 44 minutes east 284.3 feet, more or less, to a point 75 feet southeasterly at right angles from the center line between the main tracks of the Baltimore and Ohio Railroad, thence by a line parallel to and 75 feet distant from said center line South 44 degrees 36 minutes west 375.3 feet more or less, to the place of beginning.

SAVING AND EXCEPTING from the above described parcel all that lot of ground containing 6634 square feet or 0.1523 acres of land, more or less, described in a Deed dated August 1, 1978 from Dutch Boy, Inc. to The Mayor and City Council of Baltimore, recorded in Liber RHB No. 3654, folio 501 for the widening of Hollins Ferry Road.

Property Restrictions

Non-Residential Use / Groundwater Prohibition Restricted Area (entire Property boundary - polygon vertices)		
<i>The Sherwin-Williams Company, Baltimore, MD</i>		
Point ID	Longitude	Latitude
1	-76.6439384	39.26478769
2	-76.64243818	39.26358497
3	-76.63821908	39.26569474
4	-76.64116945	39.2667666
5	-76.6439384	39.26478769

Excavation / New Building Vapor Barrier Restriction - Area 1		
<i>The Sherwin-Williams Company, Baltimore, MD</i>		
Point ID	Longitude	Latitude
1	-76.64213938	39.26460844
2	-76.64008548	39.2663696
3	-76.64116467	39.26676335
4	-76.64311125	39.26533722
5	-76.64213938	39.26460844

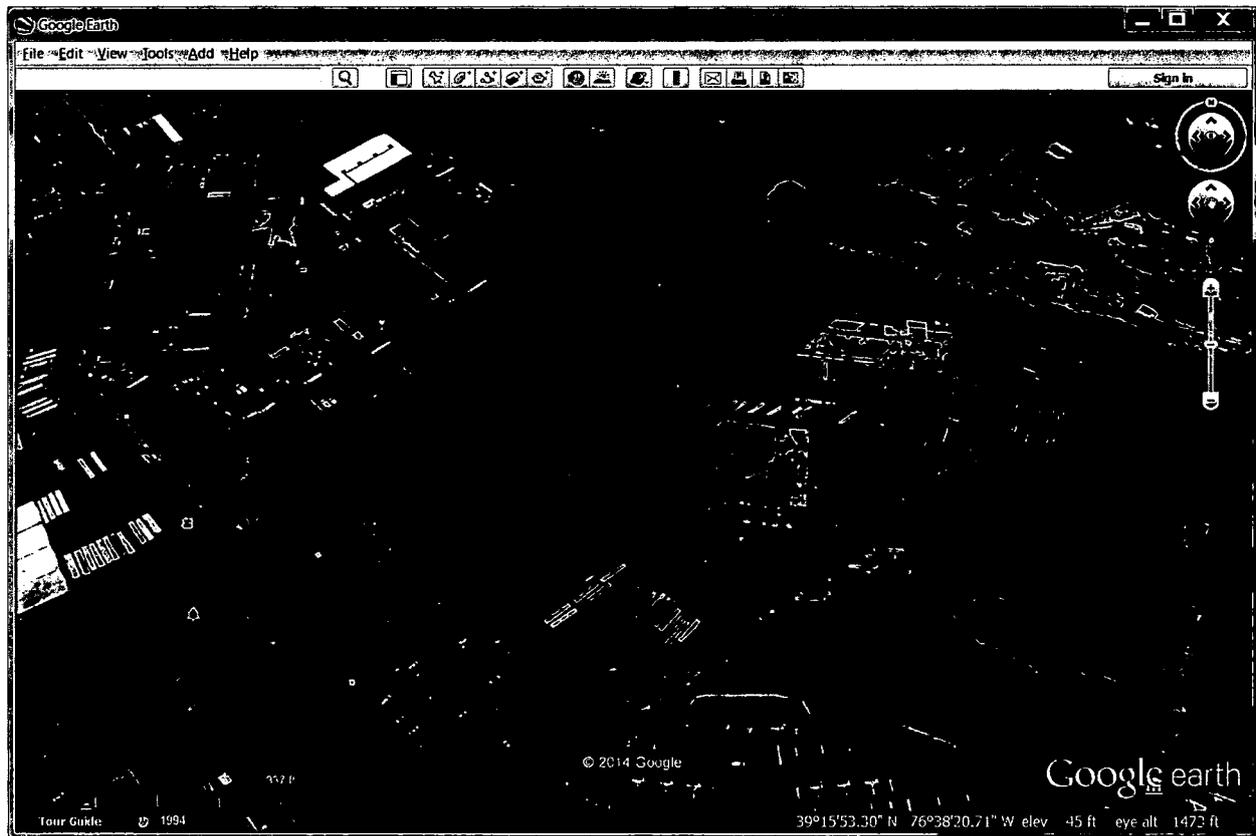
Excavation / New Building Vapor Barrier Restriction - Area 2		
<i>The Sherwin-Williams Company, Baltimore, MD</i>		

BALTIMORE CITY CIRCUIT COURT (Land Records) LGA 17420, p. 0134, MSA_CE164_26576. Date available 08/25/2015. Printed 08/04/2016.

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Baltimore, Maryland 21230

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Point ID	Longitude	Latitude
1	-76.63928908	39.26567836
2	-76.63909872	39.26602269
3	-76.63949393	39.26618619
4	-76.63969839	39.26579465
5	-76.63928908	39.26567836



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EXHIBIT B

Map of the Property

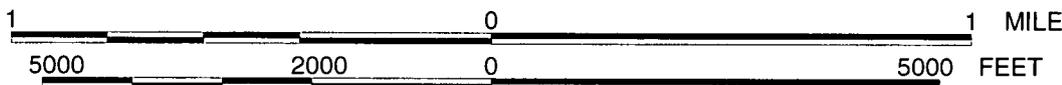
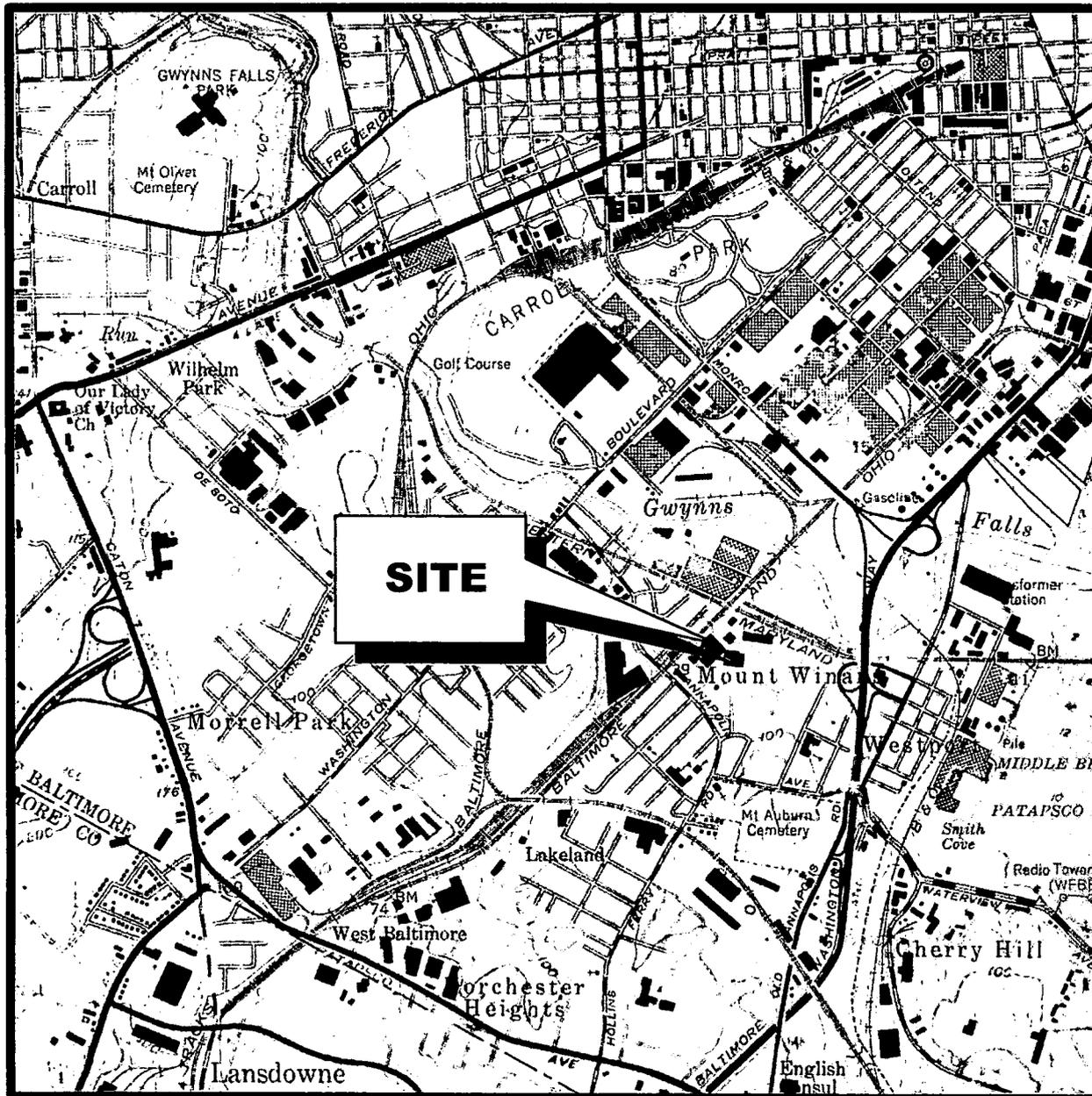


FIGURE 1
SITE LOCATION MAP
 THE SHERWIN-WILLIAMS COMPANY
 2325 HOLLINS FERRY RD.
 BALTIMORE, MARYLAND



BALTIMORE WEST, MD
 SW/4 BALTIMORE 15' QUADRANGLE
 N3915-W7637.5/7.5, 1953
 PHOTOREVISED 1966 AND 1974

EXCALIBUR GROUP, LLC



Environmental Covenant

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EXHIBIT C

New Construction Vapor Intrusion Assessment and Prevention Plan



SHERWIN-WILLIAMS.

NEW CONSTRUCTION VAPOR INTRUSION ASSESSMENT AND PREVENTION PLAN

THE SHERWIN-WILLIAMS COMPANY
BALTIMORE PLANT
2325 HOLLINS FERRY ROAD, BALTIMORE, MD

March 2013

BALTIMORE CITY CIRCUIT COURT (Land Records) LGA 17420, p. 0139, MSA_CE164_26576. Date available 08/25/2015. Printed 08/04/2016.

New Construction VI Assessment & Prevention Plan

The Sherwin-Williams Company
2325 Hollins Ferry Road, Baltimore, Maryland

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Figure 1 – Historical AOC Plan

Figure 2 – Approximate Depth to Groundwater Plan

New Construction VI Assessment & Prevention Plan

Introduction

A number of environmental issues, including historical and/or accidental spills to soil and groundwater, have been investigated and addressed under state and federal regulatory oversight following Sherwin-Williams' acquisition of the Baltimore plant ("Facility") in 1980. While known issues have been resolved to Maryland Department of the Environment (MDE) and USEPA satisfaction, some residual concentrations remain within the soil and groundwater beneath the Facility. A March 2011 human health risk assessment concluded that the residual soil and groundwater impacts do not pose excessive vapor intrusion risk to indoor workers for existing or new buildings. Since soil, soil gas and groundwater have not been tested at every future potential building site on the Facility property, this New Construction Vapor Intrusion Assessment & Prevention Plan (VIAPP) will be implemented to ensure future indoor workers will not be exposed to excessive risks.

This VIAPP identifies the precautions to be taken and procedures that shall be followed by future developers of the Facility property to ensure indoor worker safety in newly constructed buildings. The VIAPP shall run with the land. In the event that ownership changes in the future, new owners will be obligated via environmental covenants on the deed to implement this plan. Changes to this plan will need to be approved in writing by USEPA. Any and all USEPA approved amendments to the VIAPP will become a part of the VIAPP as referenced in environmental covenants running with the land.

The known residual impacts combined with uncertainty with all the environmental conditions which may be present everywhere on the Facility necessitate precautionary procedures for subsurface work. This VIAPP has been assembled to outline the precautionary measures to be followed by the Facility owner when constructing new building on the property.

Purpose

The fundamental goals of this VIAPP is to help ensure the safety of future indoor workers with respect to the potential for vapor intrusion into newly (after 2012) constructed buildings.

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Known Residual Impacts

Investigation and remediation of releases from underground storage tanks (USTs) and other sources has been conducted over recent decades and post-remedial care maintenance groundwater monitoring continues at the Facility. Residual soil and groundwater contamination is known to remain today in several more or less contiguous areas known as: (a) the 100/500 Area; (b) the 200 Area; (c) the 600 Area and (d) the 700 Area. Some residual contamination may also exist in the separate 400 Area, the site of a former UST farm. For the purposes of this SMP, these areas are together known as the "historical areas of concern" or "historical AOC" shown as the red cross-hatched area in Figure 1. Residual soil and groundwater contamination in the historical AOC contain volatile organic compounds (VOCs) such as 1,1,1-trichloroethane (and related chlorinated VOCs), toluene, and other petroleum hydrocarbons (e.g., xylenes). More details on the Facility residual VOCs can be found in the Facility's 2013 RCRA Facility Investigation / Corrective Measures Study (RFI/CMS) report.

Pre-Building Design / Construction Analysis

This VIAPP requires all new buildings constructed anywhere on the property be designed with a vapor barrier and sub-slab depressurization (SSD) system unless the pre-design assessment prescribed herein determines the vapor barrier systems are not needed. Pre-design assessments to be conducted for all new buildings shall follow a three-tiered screening process. If it can be determined in any one tier assessment that the site contamination is not a vapor intrusion / indoor worker concern, then further evaluation in subsequent tiers is not necessary. On the other hand, if vapor intrusion concerns cannot be ruled out by a tier assessment, then further assessment in the subsequent tier is necessary. Should the vapor intrusion concern remain after Tier 3, then the new building will need to be designed to include a vapor barrier and SSD system.

The tiered assessments that shall be conducted if there is a desire to avoid installing a vapor barrier and SSD system on a future building are as follows:

Tier I – Compare Existing Available Soil and Groundwater Data to USEPA's Vapor Intrusion Screening Levels

The availability soil and groundwater data in and around the proposed new building construction site will be determined. If soil and groundwater volatile organic contaminant data are available for samples that have been collected at the building site, these data will be compared to USEPA vapor intrusion screening levels. For example, the Office of Superfund Remediation and Technology Innovation (OSRTI) developed a spreadsheet tool the Vapor

Intrusion Screening Level (VISL) Calculator (XLSM) that (1) lists chemicals considered to be volatile and sufficiently toxic through the inhalation pathway; and (2) provides VISLs for groundwater, soil gas and indoor air, which are generally recommended, media-specific, risk-based screening-level concentrations. The primary purpose of the VISL calculator is to assist Superfund site managers and risk assessors in determining, based on an initial comparison of site data against the VISLs: whether chemicals found in groundwater or soil gas can pose a significant risk through vapor intrusion; and, if so, whether a site-specific vapor intrusion investigation is warranted.

Provided that all chemical constituents for all soil and groundwater samples collected in the building site area are below the USEPA screening levels, it will be concluded a vapor barrier and SSD system will not be necessary for the new building design or construction. No further tiered assessment will be conducted in this case.

On the other hand, if (a) there are none or an insufficient number of both soil and groundwater samples collected from the building site or (b) any one chemical constituent from any one of the building site soil or groundwater samples exceeds the USEPA screening levels, then the assessment shall continue to Tier 2. Additionally, if any of the key assumptions of USEPA's screening levels are violated based on the building site conditions (such as depth to water, depth of soil impacts as compared to the building slab, etc.), then the assessment shall proceed to the next appropriate tier.

Tier 2 – Acquire Soil Gas Samples and Compare to USEPA's Vapor Intrusion Screening Levels

A minimum of three soil gas sampling probes will be installed within the proposed building site using methods identified in USEPA guidance. The soil gas probes shall be extended to below the maximum depth of the building floor or basement slab in order to secure soil gas samples representative of the conditions that will exist beneath the future building slab. A minimum of two rounds of soil gas sampling separated by at least 4 weeks will be conducted to assess the level of volatile organic compounds that may exist in the in the soil gas beneath the future building. The maximum concentrations of each chemical compound detected from these two rounds of soil gas samples will be compared to USEPA screening levels (as discussed above).

Provided that all chemical constituents for all soil gas samples collected in the building site area are below the USEPA screening levels, it will be concluded a vapor barrier and SSD system will not be necessary for the new building design or construction. No further tiered assessment will be conducted in this case.

On the other hand, if (a) any one chemical constituent from any one of the building site soil gas samples exceeds the USEPA screening levels, then the assessment shall continue to Tier 3. Additionally, if any of the key assumptions of USEPA's screening levels are violated based on the building site conditions (such as depth to water, depth of soil impacts as compared to the building slab, etc.), then the assessment shall proceed to Tier 3.

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Tier 3 – Conduct a Building-Specific Vapor Intrusion Risk Assessment Based on Analytical and Other Data Collected at the Building Site

Under Tier 3, site specific information will be used to predict the indoor air concentrations of volatile organic compounds found in building site soil, groundwater and soil gas. Site specific factors such as (a) depth to groundwater and contaminated soil from the building slab; (b) soil permeability; (c) slab type; (d) building dimensions and (e) others will be used in the modeling to assess likely indoor air concentration less generically. The predicted indoor air concentrations will then be assessed to determine if they result in an excessive risk to indoor air workers. This assessment requires the use of up-to-date USEPA-approved models, methods and risk assessment and other guidance. Should this assessment show that the risks to indoor air workers are acceptable, a report of this analysis performed and conclusions reached shall be provided for USEPA review.

Provided that the USEPA provides written concurrence that the risks to indoor workers is acceptable, it will be concluded a vapor barrier and SSD system will not be necessary for the new building design or construction. No further tiered assessment will be conducted in this case.

On the other hand, if (a) the risks to the indoor air worker are determined to be excessive; or (b) USEPA disagrees with or disapproves the report finding that there are no excessive indoor worker risks, then the building design will need to incorporate a vapor barrier and SSD system.

Regardless of the outcome of this assessment, all new buildings at the site shall be designed and constructed at a minimum with at least a standard sub-slab vapor barrier (e.g., geomembrane).

Vapor Barrier & Sub-slab Depressurization System Design

All new building construction at the site shall include a vapor barrier and SSD system unless the above-described assessment has been completed and the assessment findings are documented to have found the engineering controls to be unnecessary. The purpose of the SSD system will be to achieve lower sub-slab air pressure relative to indoor air pressure by use of a fan-powered vent drawing air from beneath the slab. The minimum depressurization to be achieved and maintained by the new building SSD system shall be in the range of 4-10 Pa (0.02 to 0.04 inches of water differential vacuum) everywhere in the sub-slab gravel. Sub-slab vapor collection points (sealed pipe risers penetrating the slab) shall be evenly placed with adequate density across the new building floor slab to ensure maintenance of the vacuum throughout. The building sub-slab shall be designed and built with a clean aggregate layer of crushed rock / drainage mat underneath the slab. The SSD design shall include a minimum of one suction

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point installed within the clean aggregate layer per 50,000 ft² of each slab area. In addition to mounting vacuum gauges on the extraction fan, vacuum monitoring probes shall be permanently installed between the suction points to enable differential vacuum measurements as a means of confirming the system is functioning properly. The SSD design and installation shall be generally consistent with ASTM E2121-03 "Standard Practice for Installing Radon Mitigation in Existing Low Rise Buildings".

Documentation and Reporting

A vapor intrusion assessment and design file shall be maintained for each newly constructed building. The design file shall detail the pre-design vapor intrusion analyses performed and derived conclusions. In the cases where a vapor barrier and SSD system are deemed necessary, the file shall include the system design assumptions, specifications and details. The file shall include select construction photographs and start-up testing and operational data (e.g., vacuum measurements). File documentation shall include annual inspection of the SSD equipment and vacuum readings documenting the continued functioning of the equipment.

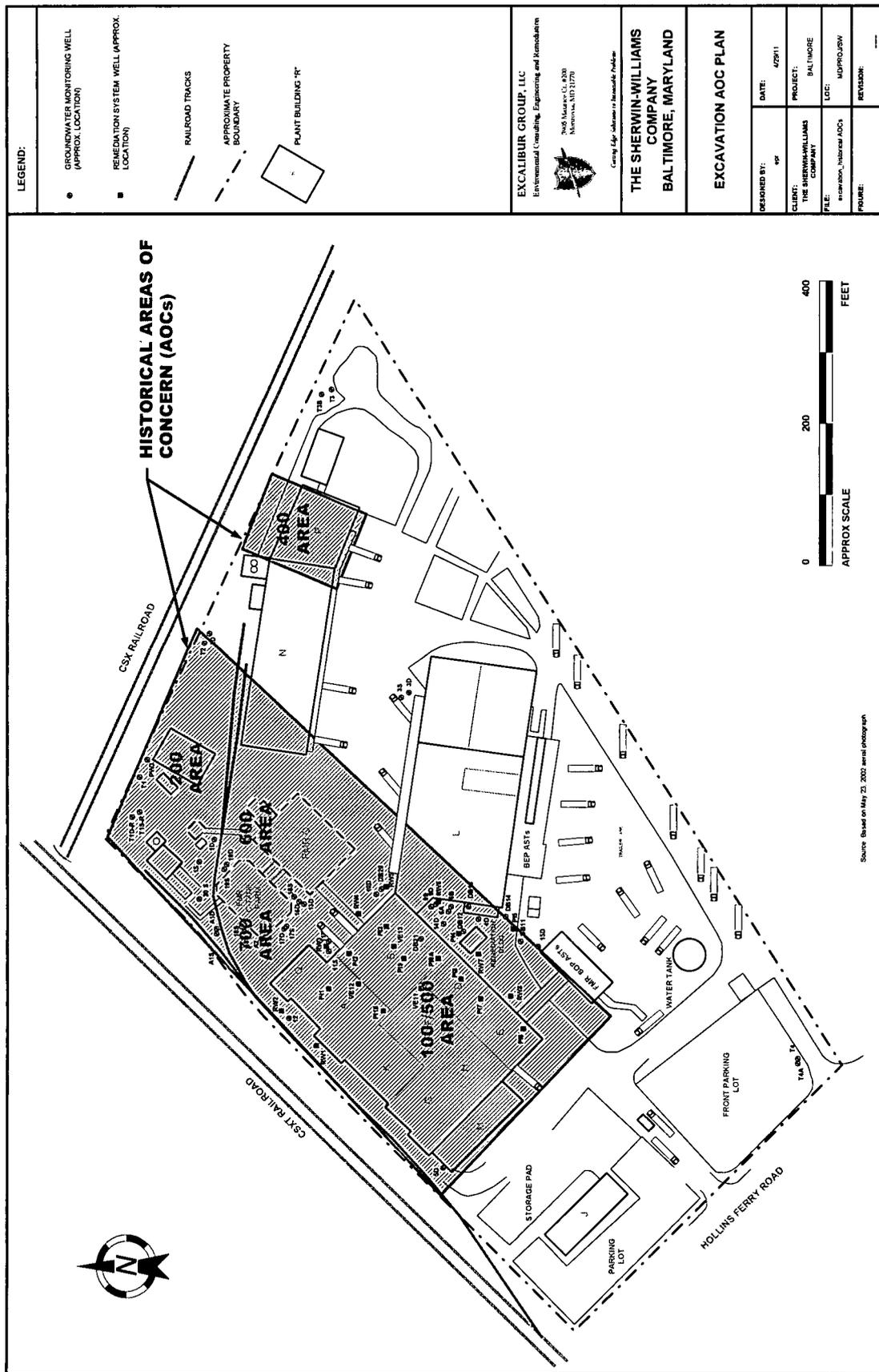
The new building vapor intrusion assessment, design and operations file shall be maintained at the Facility. Reporting of compliance with the new building construction requirements will occur through biennial inspection conducted by the property owner.

VIAPP Modifications

The VIAPP will be implemented as written. However, changes to the VIAPP may be made provided that the property owner makes a written request to USEPA and USEPA approves the request in writing. Any and all USEPA approved amendments to the VIAPP will become a part of the VIAPP as referenced in environmental covenants running with the land.

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FIGURE 1 – HISTORICAL AREAS OF CONCERN



Environmental Covenant

Property: Sherwin Williams 2325 Hollins Ferry Road, Baltimore, MD

Tax Account Identification Number: 0325057451 007

Deed Reference: 03948/00101

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EXHIBIT D

Soil and Groundwater Management Plan



SHERWIN-WILLIAMS.

POST-REMEDIATION CARE GROUNDWATER MONITORING PLAN

**THE SHERWIN-WILLIAMS COMPANY
BALTIMORE PLANT**

2325 HOLLINS FERRY ROAD, BALTIMORE, MD

USEPA Facility ID MDD000215160

April 2015

Post-Remedial Care Groundwater Monitoring Plan

The Sherwin-Williams Company
2325 Hollins Ferry Road, Baltimore, Maryland

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BALTIMORE CITY CIRCUIT COURT (Land Records) LGA 17420, p. 0149, MSA_CE164_26576. Date available 08/25/2015. Printed 08/04/2016.

Abbreviations

1,2,4-TMB	1,2,4-Trimethylbenzene
AOC	Area of Concern
DCE	1,2-Dichloroethane
FDRTC	Final Decision and Response to Comments
GMMR	Groundwater Maintenance Monitoring Report
GWMP	Groundwater Monitoring Plan
MDE	Maryland Department of the Environment
QA/QC	Quality Assurance / Quality Control
QAPP	Quality Assurance Project Plan
RAO	Remedial Action Objectives
RCRA	Resource Conservation and Recovery Act
RFI/CMS	RCRA Facility Investigation / Corrective Measures Study
SB	Statement of Basis
TCE	Trichloroethylene
ug/L	Micrograms per liter
USEPA	United States Environmental Protection Agency
USTs	Underground Storage Tanks
VOCs	Volatile Organic Compounds

Post-Remedial Care, Groundwater Monitoring Plan

Introduction

On March 31, 2015 the United States Environmental Protection Agency (USEPA) issued a Final Decision and Response to Comments (FDRTC or Final Decision) selecting the Final Remedy for environmental impacts at The Sherwin-Williams Company (Sherwin-Williams) manufacturing facility located at 2325 Hollins Ferry Road, Baltimore, Maryland (USEPA Facility ID MDD000215160). The FDRTC selects the remedy that Sherwin-Williams presented in its March 21, 2013 RCRA Facility Investigation / Corrective Measures Study (RFI/CMS) and that USEPA evaluated under its February 11, 2015 Statement of Basis (SB).

According to the FDRTC, the Final Remedy for the Facility consists of the following:

- Monitored natural attenuation until drinking water standards are met;
- Installation of a vapor intrusion control system in new structures constructed above the contaminated groundwater plume or within 100-feet of the perimeter of the contaminated groundwater plume;
- Compliance with and maintenance of land and groundwater use restrictions; and
- Compliance with and maintenance of this groundwater monitoring plan (GWMP), as approved by USEPA.

Purpose

This GWMP has been prepared to identify the post-remedial care groundwater sampling and laboratory analytical program to be implemented at the site in accordance with the FDRTC.

Known Residual Impacts

Residual groundwater contamination is present in several areas of the property, which have been identified as: (a) the 100/500 Area; (b) the 200 Area; (c) the 600 Area and (d) the 700 Area. Some residual contamination may also exist in the separate 400 Area, the site of several former underground storage tanks (USTs). For the purposes of this GWMP, these areas are together known as the "historical areas of concern" or "historical AOC" shown as the red cross-

hatched area in Figure 1. Residual groundwater contamination in the historical AOC has included several volatile organic compounds (VOCs) such as 1,1,1-trichloroethane (and related chlorinated VOCs), toluene, and other petroleum hydrocarbons (e.g., xylenes).

None of the 32 groundwater samples from the subset of indicator wells sampled in 2012 and 2013 contained contaminants of concern above the RFI/CMS-identified remedial action objectives (RAOs). This was also predominantly true of the results from the comprehensive post-remedial sampling events conducted annually from 2004 through 2007 (including subsets sampled between). However, there were several wells that historically had RAO exceedances during post-remedial sampling events, which were not part of the subset sampled in 2012 and 2013. Specifically, the four site wells with past RAO exceedances that were not sampled in 2012 and 2013 included:

- **DB-21** (1,2,4-TMB of 6,100ug/L vs 760 ug/L RAO in both 2006 and 2007);
- **PI-6** (TCE of 64 ug/L vs 54 ug/L RAO in 2007);
- **DB-12** (DCE of 5,400 ug/L vs 4,800 ug/L RAO in December 2005 but below RAO in 2006 and 2007); and
- **PI-2** (toluene of 130,000 ug/L vs 77,000 ug/L in 2004 and 81,000 ug/L vs. 77,000 ug/L in 2005 but below RAO in 2006 and 2007)

Therefore, in 2014, these four wells (DB-2, PI-6, DB-12 and PI-2) were sampled along with the same subset of site wells sampled in 2012 and 2013 in addition to storm sewer backfill piezometers, to assess current concentrations of dissolved impacts relative to RAOs. Out of all the wells and piezometers sampled in 2014, only DB-21, located within the 100/500 Area building footprint (Figure 3), contained dissolved contamination above the RAO. In particular, DB-21 groundwater contained 1,2,4-TMB at a concentration of 1,700 ug/L, which is consistent with the 2006 and 2007 groundwater sampling results. Details regarding residual VOC concentrations and detection locations can be found in the 2013 RFI/CMS report and the September 29, 2014 groundwater monitoring report.

Groundwater generally occurs at 10 feet or more below grade but there are several areas where groundwater has been found at a shallower depth (Figure 2).

Groundwater Monitoring Plan

Groundwater "maintenance" monitoring will be conducted at the facility under this GWMP. The goal of this monitoring will be to continue tracking contaminant reductions location(s), where recent sampling found dissolved contaminants above RAOs.

Sherwin-Williams will maintain responsibility for implementing this GWMP. In the event that the Facility is sold in the future, Sherwin-Williams will retain this responsibility unless the field and reporting work is conducted by future owners through written agreement.

13.1 Monitored Wells

Groundwater at the facility has been extensively monitored and evaluated before, during and after in-situ remediation efforts which have taken place between 1993 and 2006. At this point, it has been determined that only well DB-21 contains dissolved contamination (i.e., 1,2,4-TMB) above the established RAO for the site. Therefore, the GWMP calls for the monitoring of DB-21 and the tracking of natural attenuation of the residual 1,2,4-TMB in this well until it diminishes to below the 760 ug/L RAO. No other site monitoring wells or piezometers are targeted for sampling in this GWMP.

13.2 Sampling Frequency

Samples will be collected from well (DB-21) in accordance with the following frequency and schedule beginning in 2015:

- Annually for the first 2 years (2 events);
- Biennially for the next 4 years (2 events); and
- Every 5 years until the termination criteria have been met.

13.3 Sampling and Laboratory Analytical Methods

Groundwater sampling will be conducted using low flow methods and samples will be analyzed for the same chemical compounds that have historically been the target analytes. The target VOC analytes are identified in Table 5-2 (QAPP) and the contract laboratory will analyze the samples in accordance with the March 27, 2006 QAPP and the June 2006 QAPP Addendum. Due to the sample size, QA/QC samples will not be collected as prescribed in the QAPP and laboratory results will not be validated by a qualified chemist / validator. Instead, if an anomalous result arises (a result that does not fit the pattern of past sampling events and cannot be readily explained), then a re-sampling event will be scheduled to check the earlier result with QA/QC and validation conducted for the re-sample event in accordance with the QAPP.

13.4 Data Evaluation

Groundwater analytical results will be reviewed several ways. First, as mentioned above, the laboratory analytical results for each chemical parameter will be compared to the respective RAOs to determine if there are any exceedances. Second, for any chemical compound that has exceeded RAOs in recent sampling, the detected concentrations will be compared to prior sampling results to assess trends and update projections when RAOs will be achieved for all site monitoring wells.

13.5 Reporting

The conduct and results for each groundwater monitoring and sampling event will be documented in a Groundwater Maintenance Monitoring Report (GMMR) that will be distributed to USEPA and MDE within 45 days of the groundwater sampling event. Each GMMR will contain the following basic elements:

- A summary of activities, methods and observations made during the sampling event that addresses whether or not there have been any adverse and unexpected changes to the groundwater quality.
- Tabulated groundwater analytical results relative to RAOs.
- The laboratory analytical report(s) for the samples.
- A graphical depiction of recent key contaminant concentration trends and an assessment of any changed condition; and
- A discussion of the data to offer an updated assessment whether these data are consistent with a stable, contracting, or expanding plume.

13.6 Termination of Groundwater Monitoring

Groundwater monitoring will be terminated upon receipt of a laboratory analytical result showing that dissolved contaminant levels for all chemical compounds in DB-21 have dropped to concentrations below the respective RAOs for two consecutive events. When this occurs, USEPA will be notified via a GWMR of the result and Sherwin Williams will seek written acknowledgement that no further sampling is required.

13.7 Monitoring Well Closures

The Sherwin-Williams facility currently manages and maintains an array of approximately 71 monitoring wells accumulated over decades of investigation and monitoring. Many of these wells are located in areas with vehicular traffic requiring periodic maintenance and / or have been "clean" and / or have been idle for many years. Under this plan, Sherwin-Williams will close all but a subset of 5 wells in order to reduce maintenance and to eliminate preferential pathways from near surface to groundwater. The subset of 5 wells includes DB-21 and 4 downgradient perimeter wells that may be of use to Sherwin-Williams or other future owners of the property. They include:

Post-closure care monitoring well: DB-21

Downgradient overburden perimeter wells: T1S-R, T1, T2, and T3.

Figure 4 provides a map showing the location of wells to be closed and those to be maintained at the facility. The wells targeted for closure will be abandoned and sealed by a Maryland licensed firm in accordance with MDE's requirements.

13.8 Contingency Plan

If dissolved contaminant concentration trends in DB-21 change to reflect a consistent rise in concentrations over several sampling events, the USEPA will be apprised of the observations and a recommendation will be made to perform accelerated monitoring until the downward trend is re-established. Should the above condition persist during the accelerated monitoring period, a plan will be formulated and submitted to USEPA to investigate and address the issue.

FIGURE 1 – HISTORICAL AREAS OF CONCERN

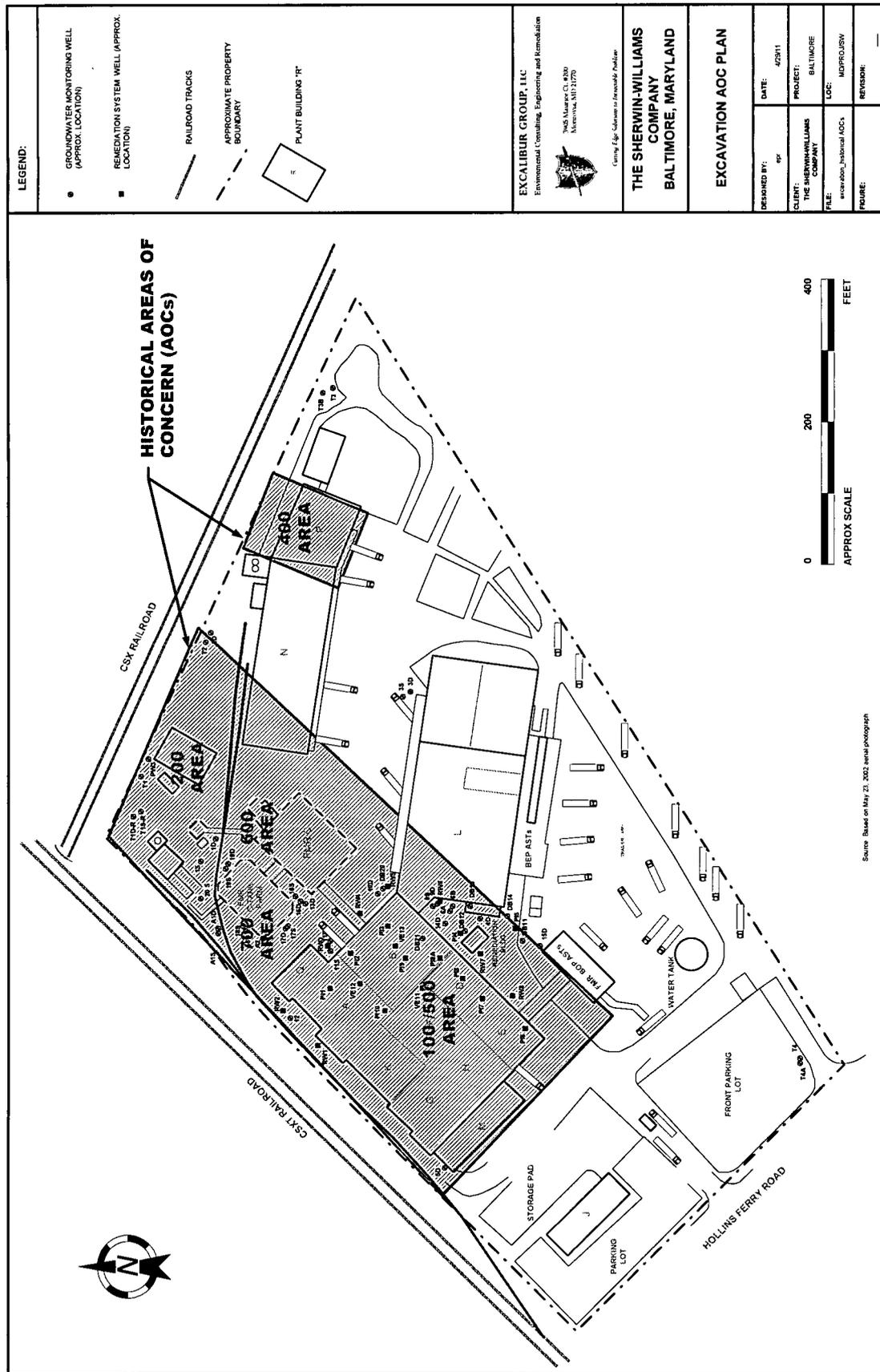


FIGURE 3 -- LOCATION OF POST-CLOSURE CARE MONITORED WELL

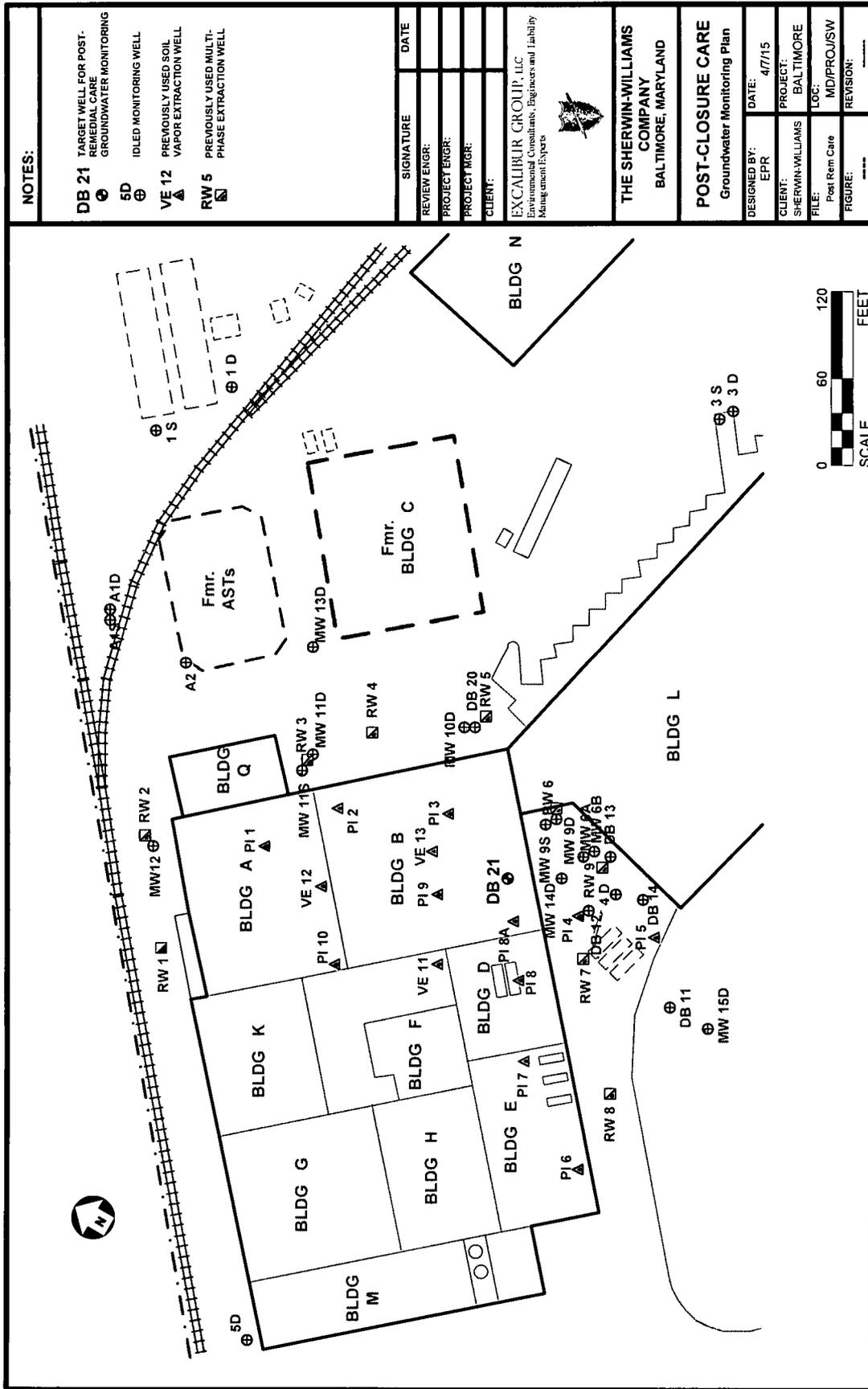


FIGURE 4 – WELL CLOSURE PLAN

