

STATE OF COLORADO

John W. Hickenlooper, Governor
Christopher E. Urbina, MD, MPH
Executive Director and Chief Medical Officer

Dedicated to protecting and improving the health and environment of the people of Colorado

4300 Cherry Creek Dr. S. Laboratory Services Division
Denver, Colorado 80246-1530 8100 Lowry Blvd.
Phone (303) 692-2000 Denver, Colorado 80230-6928
Located in Glendale, Colorado (303) 692-3090

<http://www.cdphe.state.co.us>



Colorado Department
of Public Health
and Environment

Covenant Information:

Covenant ID **HMCOV00107**

Covenant Date 3/31/2014

Self Reporting

Media of Concern:

Surface Water:

Ground Water:

Air:

Soil:

Other:

Site Contact Information:

Owner Corp: New Mark Merrill Mountain States

Contact Name: Luke McFetridge

Contact Address: 5700 Hearthstone Circle

Contact City: Fort Collins

Contact State: CO

Contact Zip: 80528

Contact Phone: 970-377-1135

Contaminants of Concern:

Tetrachloroethylene (PCE)

Property Restrictions:

- 1: No use of alluvial ground water except as authorized in the remedial decision document.
- 2: Any excavation, grading or construction with the potential to expose groundwater must comply with the Materials Management Plan.
- 3:
- 4:
- 5:

Site Information:

ID: COD981544232

Name: Broomfield Plaza Cleaners

Address: 5157 W 120th Ave

City: Broomfield

State: CO

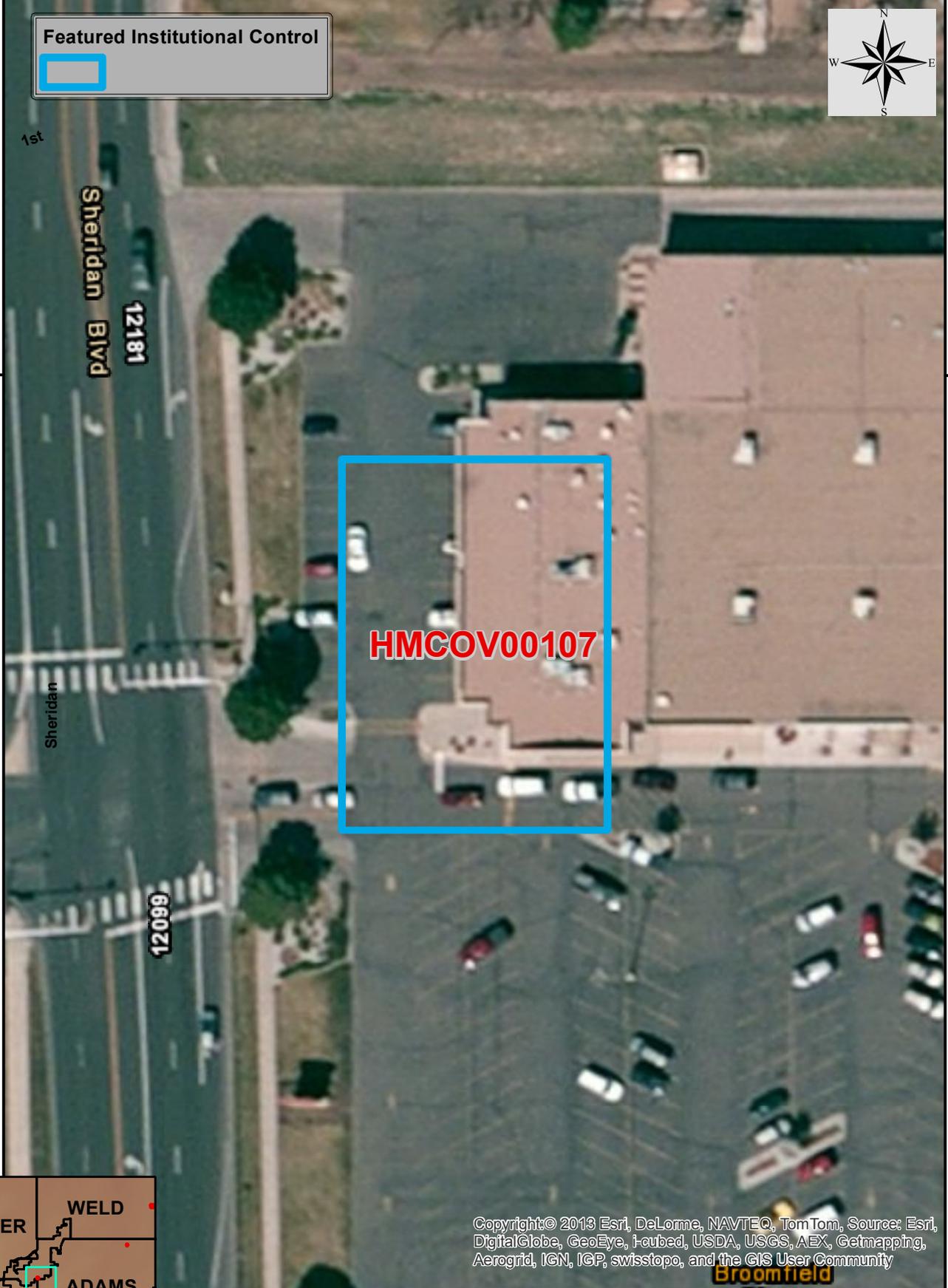
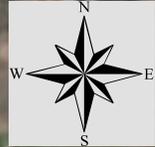
Zip: 80020

Legal Description:

See Institutional Control

BROOMFIELD PLAZA CLEANERS

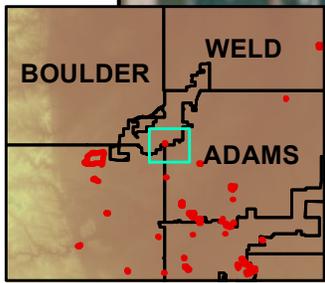
Featured Institutional Control

39°55'0"N

39°55'0"N

HMC0V00107

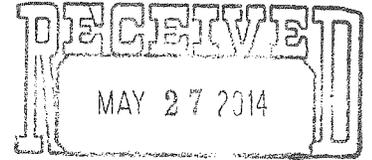


Copyright © 2013 Esri, DeLorme, NAVTEQ, TomTom, Source: Esri, DigitalGlobe, GeoEye, i-cubed, USDA, USGS, AEX, Getmapping, Aerogrid, IGN, IGP, swisstopo, and the GIS User Community

Broomfield

HMC0V00107





HAZARDOUS MATERIALS
MANAGEMENT

**This property is subject to an Environmental Covenant held by
the Colorado Department of Public Health and Environment
pursuant to section 25-15-321, C.R.S.**

ENVIRONMENTAL COVENANT

NMC Broomfield, LLC, a California limited liability company, Broomfield Associates L.P., a California limited partnership, and Tower Broomfield, LLC, a Delaware limited liability Company (collectively referred to herein as "Grantor") grants an Environmental Covenant ("Covenant") this 7th day of May, 2014 to the Hazardous Materials and Waste Management Division of the Colorado Department of Public Health and Environment ("the Department") pursuant to C.R.S. § 25-15-321 of the Colorado Hazardous Waste Act, C.R.S. § 25-15-101, *et seq.* The Department's address is 4300 Cherry Creek Drive South, Denver, Colorado 80246-1530.

WHEREAS, Grantor is the owner of certain property located at 5125 West 120th Ave., Broomfield, Colorado, portions of which, more particularly described in Exhibit A, attached hereto and incorporated herein by reference as though fully set forth, contain residual levels of certain contaminants (this Covenant applies only to the area described in Exhibit A, which hereinafter is referred to as "the Property"); and

WHEREAS, pursuant to an Integrated Corrective Action Plan implemented by Grantor, the Property is the subject of remedial action pursuant to the Colorado Hazardous Waste Act, C.R.S. § 25-15-301, *et seq.* ("CHWA"); and

WHEREAS, the purpose of this Covenant is to ensure protection of human health and the environment by restricting uses of the Property in limited areas that exhibit residual levels of contamination above regulatory standards; and

WHEREAS, Grantor desires to subject the Property to certain covenants and restrictions as provided in Article 15 of Title 25, Colorado Revised Statutes, which covenants and restrictions shall burden the Property and bind Grantor and all parties now or subsequently having any right, title or interest in the Property, or any part thereof, their heirs, successors and assigns, and any persons using the land, as described herein, for the benefit of the Department and OWNER.

5



NOW, THEREFORE, Grantor hereby grants this Covenant to the Department and declares that the Property as described in Exhibit A shall hereinafter be bound by, held, sold, and conveyed subject to the following requirements set forth below, which shall run with the Property in perpetuity and be binding on Grantor and all parties having any right, title or interest in the Property, or any part thereof, and any persons using the land, as described herein. As used in this Covenant, the term OWNER means the then current record owner of the Property and any other person or entity otherwise legally authorized to make decisions regarding the transfer of the Property or placement of encumbrances on the Property, other than by the exercise of eminent domain

1) Use restrictions

a) No alluvial groundwater may be withdrawn or used for any purpose, except for analysis of the physical or chemical character of the groundwater or as authorized in the remedial decision document¹ or other written approval by the Hazardous Materials and Waste Management Division (“the Division”).

b) Any excavation, grading, or construction activity that has the potential to expose groundwater shall be conducted pursuant to the Materials Management Plan approved by the Department, a copy of which is attached hereto as Exhibit B and incorporated herein by reference. A copy also can be obtained from the Department at the address provided in Section 11 herein.

2) Modifications. This Covenant runs with the land and is perpetual, unless modified or terminated pursuant to this section. OWNER may request that the Department approve a modification or termination of the Covenant. The request shall contain information showing that the proposed modification or termination shall, if implemented, ensure protection of human health and the environment. The Department shall review any submitted information, and may request additional information. If the Department determines that the proposal to modify or terminate the Covenant will ensure protection of human health and the environment, it shall approve the proposal. No modification or termination of this Covenant shall be effective unless the Department has approved such modification or termination in writing. Information to support a request for modification or termination may include one or more of the following:

- a) a proposal to perform additional remedial work;
- b) new information regarding the risks posed by the residual contamination;
- c) information demonstrating that residual contamination has diminished;

¹ “Remedial decision document” means the Integrated Corrective Action Plan Application, dated April 27, 2007, as approved by the Division on May 30, 2007, and all subsequent project documents approved by the Division.

]



- d) information demonstrating that an engineered feature or structure is no longer necessary;
- e) information demonstrating that the proposed modification would not adversely impact the remedy and is protective of human health and the environment; and
- f) other appropriate supporting information.

3) Conveyances. OWNER shall notify the Department at least fifteen (15) days in advance of any proposed grant, transfer or conveyance of any interest in any or all of the Property, except that OWNER may, without notice to the Department, lease portions of the structure that, as of the date of this Covenant, are located within the Property.

4) Notice to Lessees. OWNER agrees to incorporate either in full or by reference the restrictions of this Covenant in any leases, licenses, or other instruments granting a right to use the Property.

5) Notification for proposed construction and land use. OWNER shall notify the Department simultaneously when submitting any application to a local government for a building permit or change in land use.

6) Inspections. The Department shall have the right of entry to the Property at reasonable times with prior notice for the purpose of determining compliance with the terms of this Covenant.

7) Third Party Beneficiary. The OWNER of the Property is a third party beneficiary with the right to enforce the provisions of this Covenant as provided in C.R.S. § 25-15-322.

8) No Liability. The Department does not acquire any liability under State law by virtue of accepting this Covenant. OWNER does not acquire any liability under State law by virtue of being a beneficiary of this Covenant.

9) Enforcement. The Department may enforce the terms of this Covenant pursuant to C.R.S. § 25-15-322. Grantor or OWNER may file suit in district court to enjoin actual or threatened violations of this Covenant.

10) Owner's Compliance Certification. OWNER shall execute and return a certification form provided by the Department, on an annual basis, detailing OWNER's compliance, and any lack of compliance, with the terms of this Covenant.

11) Notices. Any document or communication required under this Covenant shall be sent or directed to:

Hazardous Waste Corrective Action Unit Leader
Hazardous Materials and Waste Management Division



Colorado Department of Public Health and Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

If to Grantor:

NMC Broomfield, LLC
C/O NewMark Merrill
5850 Canoga Ave.
#650
Woodland Hills, CA 91367

Broomfield Associates, L.P.
C/O NewMark Merrill
5850 Canoga Ave.
#650
Woodland Hills, CA 91367

Tower Broomfield, LLC
C/O NewMark Merrill
5850 Canoga Ave.
#650
Woodland Hills, CA 91367

Any party to this Covenant may change the person or address to which documents or communication must be directed by Notice of such change pursuant to this Section 11.

/



NMC Broomfield, LLC has caused this instrument to be executed this ____ day of

_____, _____

NMC Broomfield, LLC

By: _____

Title: _____

STATE OF _____)

)

ss:

COUNTY OF _____)

)

The foregoing instrument was acknowledged before me this ____ day of _____,
by _____ on behalf of NMC Broomfield, LLC.

Notary Public

Address

*SEE ATTACHED
CERTIFICATE
3/31/14
RDC*

My commission expires: _____



ACKNOWLEDGMENT

State of California
County of Los Angeles

On 3/31/2014 before me, Robert D. Chappell, Notary Public personally appeared
Date

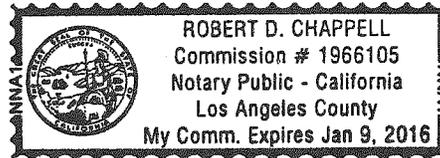
SANFORD D SCAL, who proved to me on the basis of
Name(s) of Signer(s)

satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Robert D Chappell



Title or Type of Document: ENVIRONMENTAL COVENANT

Document Date: 3/27/2014 Number of Pages: 8



Broomfield Associates L.P. has caused this instrument to be executed this 27th day of
March, 2014

Broomfield Associates L.P.
By: Broomfield Equity, LLC
Its General Partner

By: Michael Soroudi

Title: Manager

STATE OF _____)

) ss:

COUNTY OF _____)

The foregoing instrument was acknowledged before me this ___ day of _____, _____
by _____ on behalf of Broomfield Associates L.P.

Notary Public

Address

My commission expires: _____

(Please see attached California All-Purpose Certificate of Acknowledgment.)

CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

State of California

2014004127 COV 05/16/2014 11:00 AM
Page: 8 of 32 Rec Fee \$166.00 Doc Fee \$0.00
City and County of Broomfield

County of Los Angeles



On March 27, 2014 before me, Jocelyn Luistro, Notary Public
(Here insert name and title of the officer)

personally appeared Michael Sorondi

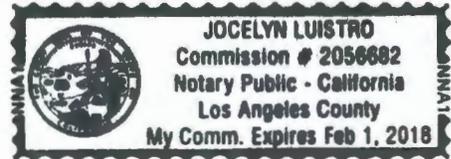
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Jocelyn Luistro
Signature of Notary Public

(Notary Seal)



ADDITIONAL OPTIONAL INFORMATION

INSTRUCTIONS FOR COMPLETING THIS FORM

Any acknowledgment completed in California must contain verbiage exactly as appears above in the notary section or a separate acknowledgment form must be properly completed and attached to that document. The only exception is if a document is to be recorded outside of California. In such instances, any alternative acknowledgment verbiage as may be printed on such a document so long as the verbiage does not require the notary to do something that is illegal for a notary in California (i.e. certifying the authorized capacity of the signer). Please check the document carefully for proper notarial wording and attach this form if required.

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. ~~he~~/she/~~they~~ - is /are) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
 - ❖ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
 - ❖ Indicate title or type of attached document, number of pages and date.
 - ❖ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document

DESCRIPTION OF THE ATTACHED DOCUMENT

Environmental Covenant

(Title or description of attached document)

(Title or description of attached document continued)

Number of Pages 8 Document Date 3/27/14

(Additional information)

CAPACITY CLAIMED BY THE SIGNER

- Individual (s)
 Corporate Officer

(Title)

- Partner(s)
 Attorney-in-Fact
 Trustee(s)
 Other _____



Tower Broomfield, LLC has caused this instrument to be executed this 31 day of MARCH, 2014

Tower Broomfield, LLC

By: John Shave

Title: Mgr.

STATE OF CALIF.)

COUNTY OF Los Angeles)

ss:

The foregoing instrument was acknowledged before me this 31 day of MARCH,
by JOHN SHAVE on behalf of Tower Broomfield, LLC.

Notary Public

Address

My commission expires: _____

SEE ATTACHED: MARCH 31-2014 CALIFORNIA ALL-PURPOSE Acknowledgment



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On MARCH 31-2014 before me, LYNNE SNITMAN, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared - JOHN SHANE
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Lynne Snitman
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: ENVIRONMENTAL COVENANT
RE: TOWER BROOMFIELD, LLC
5125 W. 120th Ave.
BROOMFIELD, CO

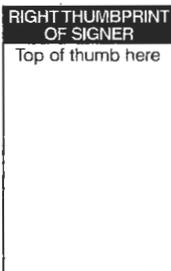
Document Date: MARCH 31-2014 Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: JOHN SHANE

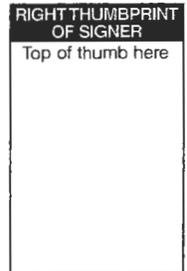
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: MANAGER



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____



Accepted by the Colorado Department of Public Health and Environment this 7th day of

May, 2014.

By: Gary W. Boughner

Title: Director, HMMMI

STATE OF Colorado)

COUNTY OF Arapahoe)

ss:

The forgoing instrument was acknowledged before me this 7th day of May, 2014, by Gary W. Boughner on behalf of the Colorado Department of Public Health and Environment.

Rebecca L. Hester

Notary Public

4300 Cherry Creek Rev S

Address Denver Co 80246

My commission expires: 2-29-2016



BELL SURVEYING COMPANY

500 KALAMATH ST. • DENVER, CO. 80204
(303) 629-0165 BELLSURVEYING.COM

Date: 2/24/14

Rev: 2/27/14

Ordered By: NMC BROOMFIELD LLC

Drawing No.

1402-111

SHEET 1 OF 2

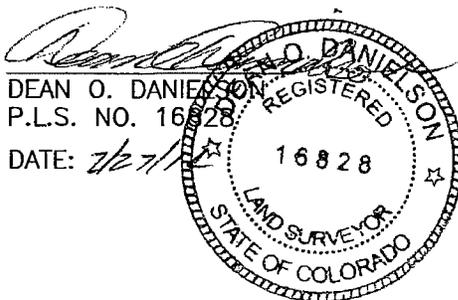
EXHIBIT A ENVIRONMENTAL COVENANT AREA

A PORTION OF BLOCK 1, A REPLAT OF BROOMFIELD PLAZA RECORDED UNDER RECEPTION NO. B087747 OF THE ADAMS COUNTY RECORDS, AND LYING IN THE SOUTHWEST 1/4 OF SECTION 31, TOWNSHIP 1 SOUTH, RANGE 68 WEST OF THE SIXTH P.M., COUNTY OF BROOMFIELD, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID BLOCK 1 AND LYING ON THE EASERLY RIGHT-OF-WAY LINE OF SHERIDAN BOULEVARD; THENCE S 89°49'30" E ALONG THE NORTH LINE OF SAID BLOCK 1, A DISTANCE OF 61.00 FEET; THENCE S 00°00'00" E A DISTANCE OF 138.00 FEET TO THE TRUE POINT OF BEGINNING; THENCE N 90°00'00" E A DISTANCE OF 100.00 FEET; THENCE S 00°00'00" E A DISTANCE OF 140.00 FEET; THENCE N 90°00'00" W A DISTANCE OF 100.00 FEET; THENCE N 00°00'00" E A DISTANCE OF 140.00 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINING 14,000 SQUARE FEET OR 0.321 ACRES MORE OR LESS.

FOR THE PURPOSE OF THIS DESCRIPTION, THE BEARINGS USED HEREIN ARE BASED ON THE RECORDED SUBDIVISION PLAT OF A REPLAT OF BROOMFIELD PLAZA.



THIS DESCRIPTION IS NOT THE RESULT OF A MONUMENTED LAND SURVEY. IT IS INTENDED ONLY TO DEFINE THE AREA DESCRIBED AND SHOWN HEREON.



BELL SURVEYING COMPANY

500 KALAMATH ST. • DENVER, CO. 80204

(303) 629-0165 BELLSURVEYING.COM

Date: 2/24/14

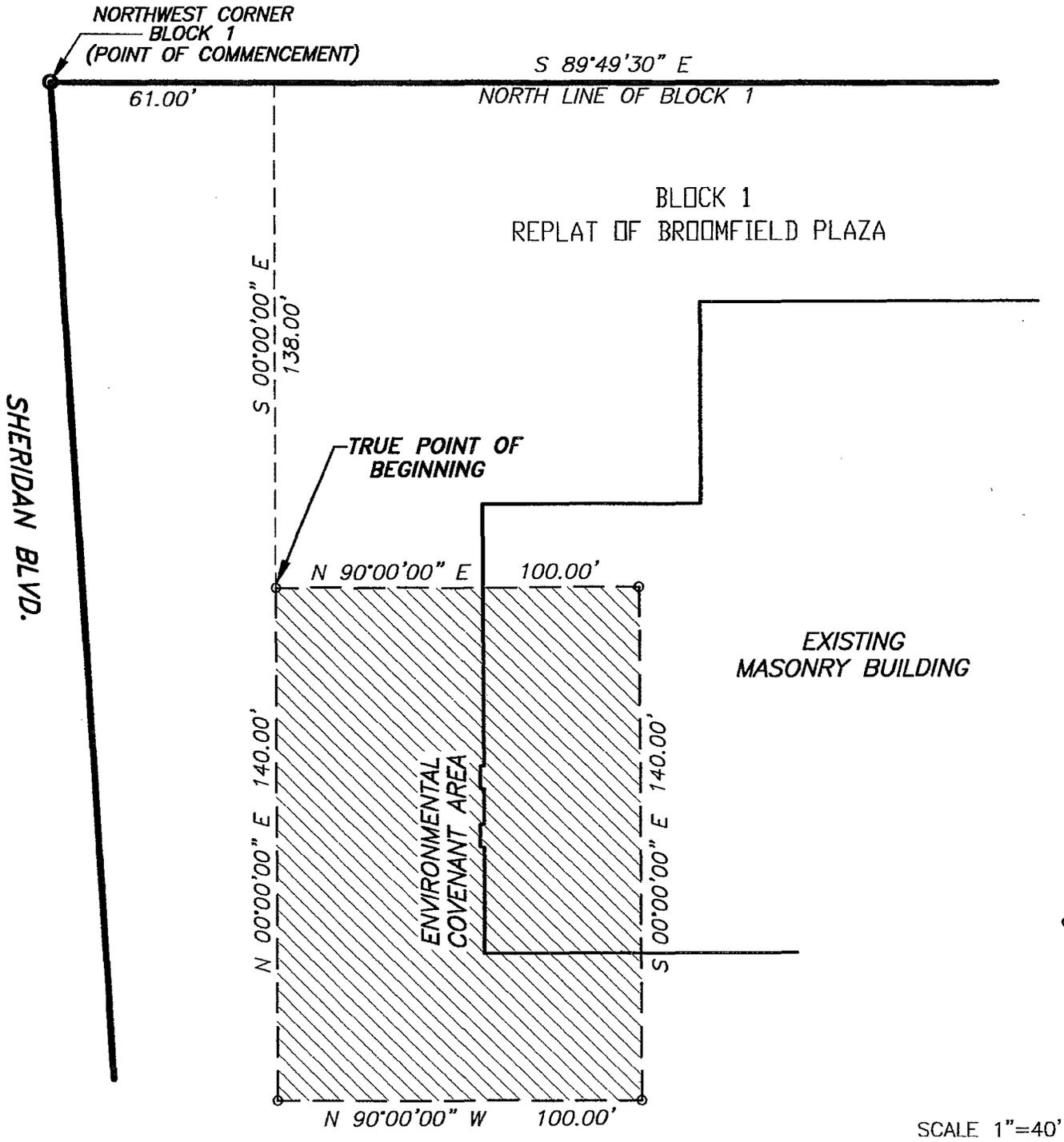
Rev: 2/27/14

Ordered By: NMC BROOMFIELD LLC

Drawing No.

1402-111

SHEET 2 OF 2



THIS GRAPHIC IS NOT THE RESULT OF A MONUMENTED LAND SURVEY. IT IS INTENDED ONLY TO DEFINE THE AREA DESCRIBED AND SHOWN HEREON.



Corporate Headquarters
9100 West Jewell Avenue Lakewood, CO 80232
TEL 303 980 5200 FAX 303 980 0089
www.pinyon-env.com

October 9, 2013

Materials Management Plan

Broomfield Plaza Cleaners
5157 West 120th Avenue
Broomfield, Colorado

Project No. 113-854-01

Prepared By:

Pinyon Environmental, Inc.
9100 West Jewell Avenue, Suite 200
Lakewood, Colorado 80232



EXHIBIT B



Corporate Headquarters
9100 West Jewell Avenue Lakewood, CO 80232
TEL 303 980 5200 FAX 303 980 0089
www.pinyon-env.com

October 9, 2013

Materials Management Plan

Broomfield Plaza Cleaners
5157 West 120th Avenue
Broomfield, Colorado

Pinyon Project No. 113-854-01

Prepared By:

Pinyon Environmental, Inc.
9100 West Jewell Avenue, Suite 200
Lakewood, Colorado 80232

Prepared by:

Amanda Cushing
Environmental Scientist

Reviewed by:

Jeremy Musson
Manager – Facilities Group



Table of Contents

1. Introduction.....	1
1.1 Project Location and Surrounding Uses.....	1
1.2 Applicable Regulations.....	1
1.2.1 Environmental Media.....	1
1.3 Purpose of MMP.....	2
2. Health and Safety.....	3
3. Monitoring Technician.....	4
4. Potentially Impacted Material.....	5
4.1 PIM Background.....	5
4.2 Current PIM Conditions.....	5
5. Procedures.....	7
6. Groundwater.....	8
6.1 Groundwater Sample Collection Procedures.....	8
6.2 Groundwater Action Levels.....	8
7. Other Management Issues.....	10
7.1 Decontamination.....	10
7.2 Site Security.....	10
8. Limitations.....	11
9. References.....	12

Figures

Figure 1 – Site Location

Figure 2 – Potentiometric Surface Map

Figure 3 – Groundwater Results (January 30, 2013)



I. Introduction

This Materials Management Plan (MMP) has been prepared to address potential future intrusive construction activities that may occur within known areas of groundwater impacts at the former Broomfield Plaza Cleaners Site (the "Site"). The MMP has been prepared to define required management of Potentially Impacted Materials (PIM) encountered during intrusive activities within the area subject to the Environmental Covenant on the Site. PIMs are specifically defined in this MMP as groundwater that may be impacted by the historical release of dry cleaning solvents at the Site.

I.1 Project Location and Surrounding Uses

The former Broomfield Plaza Cleaners Site is located at 5157 West 120th Avenue, City and County of Broomfield, Colorado (Figure 1).

The dry cleaning facility formerly operated within the Broomfield Plaza Shopping Center (Shopping Center), which encompasses 10.7 acres and was built in 1979. The Shopping Center consists of two separate buildings totaling approximately 54,000 square feet of commercial space. Broomfield Plaza Cleaners operated as a dry cleaning facility from approximately 1978 until approximately 1999 when the dry cleaning machine was removed and the business began operations as a drop-off only facility. The drop-off facility has since ceased operations as well. Other commercial operations in the Site vicinity currently include a restaurant, credit union, a "big box" retail store, and other various commercial businesses.

I.2 Applicable Regulations

Colorado and federal laws govern the handling and disposal of hazardous waste. Colorado laws include the Colorado Hazardous Waste Act (Sections 25-15-101 to 515, C.R.S.), and numerous regulations have been promulgated under those laws, as outlined in the Colorado Solid and Hazardous Waste Commission Regulations (6 CCR 1007-3). The governing federal statute is the hazardous waste program under the Resource Conservation and Recovery Act (RCRA) Subtitle C (40 CFR Part 260). Under these laws, tetrachloroethylene (PCE) that is used by dry cleaning facilities is classified as a listed hazardous waste (designation F002) when it becomes spent or is disposed of (CDPHE, 2006). The Colorado Code of Regulations (CCR) 6 CCR 1007-3, Parts 99, 100, and 260-279 cover the disposal of hazardous waste, which includes spilling, leaking, or placing of solid waste or hazardous waste into or on any land or water. This includes a release due to an unintentional leakage or spill.

I.2.1 Environmental Media

Future construction activities at the Site may include, among other activities, utility repair or installation, new building construction, foundation repair, or parking lot repair. Any of these activities may generate contaminated environmental media. Examples of environmental media include groundwater that is encountered or withdrawn during construction, repair, or excavation activities. In general, environmental media is considered to be contaminated if it contains PCE at a concentration above the analytical method detection limit, as determined through sampling and analysis of the media in question. If the results of the analysis indicate that there is no detectable concentration of PCE, then there are no requirements for management or disposal of the material under the Colorado Hazardous Waste Act, although other disposal and management obligations may exist under other regulatory programs, including the Colorado Discharge Permit System. If analysis determines that the groundwater has been



impacted, further characterization is required to evaluate disposal options. See Section 6.0 for additional details regarding groundwater.

1.3 Purpose of MMP

Groundwater at the Site has been demonstrated to be contaminated with PCE (see Section 4.0 for additional information). Therefore, groundwater that is extracted from the Site in areas subject to the Environmental Covenant must be properly classified and managed. This MMP addresses the requirements for specifically managing groundwater encountered during any future intrusive activities within the Environmental Covenant areas.

This MMP includes standard operating procedures (SOPs) to properly handle PIMs if/when they are encountered. In addition, this MMP outlines procedures to help protect workers, the general public, and the environment during future groundwater disturbance, in addition to outlining characterization, and decontamination requirements.

This MMP does not cover contaminants, other than those related to dry cleaning solvents (PCE and daughter products), should they be released or discovered at the Site, nor is it intended to satisfy any legal requirements regarding any other releases of contaminants at the Site.



2. Health and Safety

There is a potential for increased risk to the health of workers, related to exposure to PIMs, during any subsurface activities that may occur within the Environmental Covenant area at this Site, specifically groundwater contaminated with dry cleaning solvents. Awareness by Site personnel of potential hazards is of the highest priority. A Site-specific Health and Safety Plan (HASP) must be developed prior to initiating intrusive activities that may encounter groundwater within the Environmental Covenant area. Site personnel must be provided with a copy of the HASP for review, and must be required to sign a form stating that they are aware of, and agree to, the requirements of the HASP. In addition, all Site personnel must be made aware of PIMs present at the Site and potential risks associated with those PIMs. Any excavation activity that encounters groundwater within the Environmental Covenant area must be overseen by a Health and Safety Officer (HSO) and Monitoring Technician. In addition, appropriate monitoring equipment and personal protection equipment (PPE) must be employed to provide a safe working environment for anyone that may come into contact with PIMs.



3. Monitoring Technician

Any subsurface disturbance that exposes groundwater within the Environmental Covenant area must be overseen by a Monitoring Technician who verifies that the requirements of this plan are adhered to. The Monitoring Technician shall:

- Have the applicable and necessary field experience in identification of contaminated environmental media, handling and disposal, including experience with chemical-related health and safety;
- Have a knowledge of applicable federal, state, and local regulations;
- Be on Site during all subsurface disturbance activities that may encounter groundwater within the Environmental Covenant area, and be able to evaluate the actual amount of time required on Site in order to adequately assess the situation;
- Complete all necessary sample collection to characterize potential PIMs;
- Complete daily logs detailing Site activities;
- Coordinate with the HSO; and
- Verify adherence to this plan.

Note: The Monitoring Technician may assume other roles on the project, including HSO, stormwater inspector, Site superintendent, environmental professional, etc., so long as s/he is able to effectively complete the activities presented in this plan.



4. Potentially Impacted Material

4.1 PIM Background

In September 2006, a Phase I Environmental Site Assessment (ESA) was conducted for the Site which noted that a dry cleaning machine was previously utilized on-Site (Terracon, 2007). Concurrent with the Phase I ESA, a limited site investigation (LSI) was completed.

PCE was detected in soil samples collected from soil borings ISB-1, ISB-2, ISB-3, ISB-6, and ISB-7 which were drilled within the tenant space. Although PCE was detected in soil samples from seven of the eight borings (Terracon, 2007), none of the concentrations exceeded the 2013 United States Environmental Protection Agency (USEPA) Regional Screening Level (RSL) for Residential Soils (8.6 milligrams per kilogram) (USEPA, 2013).

VOCs were not detected within the soil samples collected from soil borings drilled within the adjacent parking lot.

PCE also was detected in the groundwater samples at concentrations exceeding the Colorado Basic Standards for Ground Water (CBSGW) of 5 µg/L (Terracon, 2007).

A proposed Corrective Action Plan (CAP) was submitted to and approved by the CDPHE in which in-situ chemical oxidation (ISCO) was selected as the preferred remedial technology for the Site. The ISCO included source-area treatment with injections of aqueous potassium and sodium permanganate (permanganate) to treat chlorinated solvents at the Site. Two injection events were completed. The first event consisted of discrete injections completed over three mobilizations between May and September 2008. The second event consisted of continuous, gravity fed, drip injections from March through September 2009. A total of 2,570 pounds (1,190 pounds during the first event and 1,380 pounds during the second event) of permanganate were injected.

Performance monitoring was conducted between September 2009 and November 2010. Performance monitoring of the source area and plume included assessing permanganate activity and documenting decreasing concentrations of chlorinated solvents. A June 2010 analysis of permanganate concentration in MW-8 indicated that permanganate may no longer be active in the source area, initiating the compliance monitoring period, which began in November 2010. The approved compliance monitoring plan included annual sampling and analysis of VOCs in groundwater and comparison to CDPHE site closure criteria.

4.2 Current PIM Conditions

The most recent sampling event was performed on January 30, 2013, at which time Pinyon collected groundwater samples from down gradient monitoring wells MW-1, MW-2, and MW-5 in addition to source area monitoring well MW-8 (Figure 3).

On January 30, 2013, the groundwater elevation at the site ranged from 17.9 feet below ground surface (bgs) (MW-4) to 23.02 feet bgs (MW-3). The groundwater flow was toward the southeast (Figure 2), with a hydraulic gradient of 0.023 feet per foot between MW-4 and MW-3, which is consistent with historical conditions.



Concentrations of PCE in samples collected from the wells within the covenant area ranged from 122 µg/L to 213 µg/L (Figure 3).



5. Procedures

Any groundwater withdrawn or otherwise exposed within the Environmental Covenant area must be properly managed to protect human health and the environment. The following procedures apply to all subsurface disturbance activities within the Environmental Covenant area that might withdraw or expose groundwater.

- All Contractors or other persons performing work that might withdraw or otherwise expose groundwater shall be informed of the potential of encountering PIMs and shall be provided a copy of this MMP.
- A Monitoring Technician must be on Site during all subsurface disturbance or excavation activities that might result in the withdrawal or exposure of groundwater.
- All sampling must be completed in accordance with Section 6.0.

Handling of any PIMs must only be completed under the direction of the Monitoring Technician. When handling is required, the following precautions must be used:

- Handling will be minimized whenever possible.
- PPE will be used as outlined in a Site-specific HASP.
- Any PIMs that are generated will be managed in accordance with applicable local, state and federal regulations.



6. Groundwater

Groundwater is expected to occur at depths in excess of 15 feet below ground surface (Pinyon, 2013). Groundwater in the Site vicinity has been impacted with PCE and daughter products. All groundwater encountered during future intrusive activities must be containerized in water-tight containers. These containers may include frac tanks, poly tanks, drums, or equivalent. All contained water must be tested before it is disposed of. Untested groundwater will not be discharged onto the ground surface, or into sanitary or storm sewers.

6.1 Groundwater Sample Collection Procedures

PCE and daughter products will be the dominant VOCs detected in groundwater. If groundwater is encountered, containerization and sampling is required.

Sampling procedures are as follows:

- Collect at least one groundwater sample from each storage container.
- Containerize, preserve, and analyze samples within holding times in strict accordance with CDPHE and United States Environmental Protection Agency (USEPA)-approved guidelines.
- Follow proper chain of custody procedures during the sampling process in accordance with USEPA SOP for Chain of Custody of Samples (USEPA, 2002).
- At a minimum, the samples must be analyzed for dry cleaner specific VOCs by USEPA Method 8260. The dry cleaner specific VOCs include PCE, trichloroethylene, 1,1-dichloroethene, cis-1,2-dichloroethene, trans-1,2-dichloroethene, and vinyl chloride. Additional analyses may be necessary for proper waste profiling.
- After each sample is collected, all reusable equipment that has come into contact with potentially contaminated groundwater must be decontaminated. Decontamination procedures will consist of scrubbing equipment with a brush and soapy (Liquinox®) water in a first bucket, followed by rinsing equipment with clean tap water in a second bucket, and a final distilled water rinse.

6.2 Groundwater Action Levels

The analytical results of the water samples shall be compared to the Colorado Basic Standards for Ground Water (5 CCR 1002-41). The following three action levels apply to the contaminants of concern (COCs) addressed in this MMP (CDPHE, 2002).

- I. If concentrations of COCs are below groundwater standards then, according to the CDPHE, the water is categorized as non-hazardous.
 - a. If the water is to be discharged to the stormwater system, the discharge is regulated under the Colorado Discharge Permit System, which requires a General Dewatering Permit. These permits are issued by the CDPHE Water Quality Control Division.



- b. If the water is to be discharged to the sanitary sewer system, permission and appropriate permits must be obtained from the local publicly owned treatment works (POTW).
2. If concentrations of COCs are above groundwater standards then, according to CDPHE's contained-out criteria for water, the water can be categorized as non-hazardous and delivered to a POTW if the concentrations in water are less than or equal to the POTW pretreatment standard, or if the contaminant levels meet the POTW's acceptance criteria.
3. All groundwater that does not meet both criteria (1 and 2) above must be transported to a licensed hazardous waste treatment and disposal facility or treated on-Site to meet one of the above criteria.



7. Other Management Issues

7.1 Decontamination

All personnel working on the Site must minimize contact with and exposure to contaminated water. Prevention of contamination is the first step in any decontamination operation. The Site-specific HASP must be followed. PPE that is reused by personnel shall be decontaminated to meet a visual standard. Such personnel must be trained to use PPE. Training requirements for personnel involved in contaminated materials management shall comply with the Occupation Safety and Health Administration (OSHA) regulation (29 CFR 1910.120). All PPE that is planned for reuse shall be inspected for potential problems or defects. Disposable PPE, such as coveralls and gloves, shall be placed in appropriate containers labeled and disposed of as a solid waste.

7.2 Site Security

An exclusion zone must be maintained around any PIMs, excavations, and material stockpiles as determined by the HASP.



8. Limitations

This Materials Management Plan has been prepared to address only known conditions at the Site at the time of publication. Specifically, the MMP addresses contamination from a release of dry cleaning solvents consisting of PCE and its daughter products.

Pinyon makes no representations or warranties as to Site conditions and assumes no liability for future use of this document.

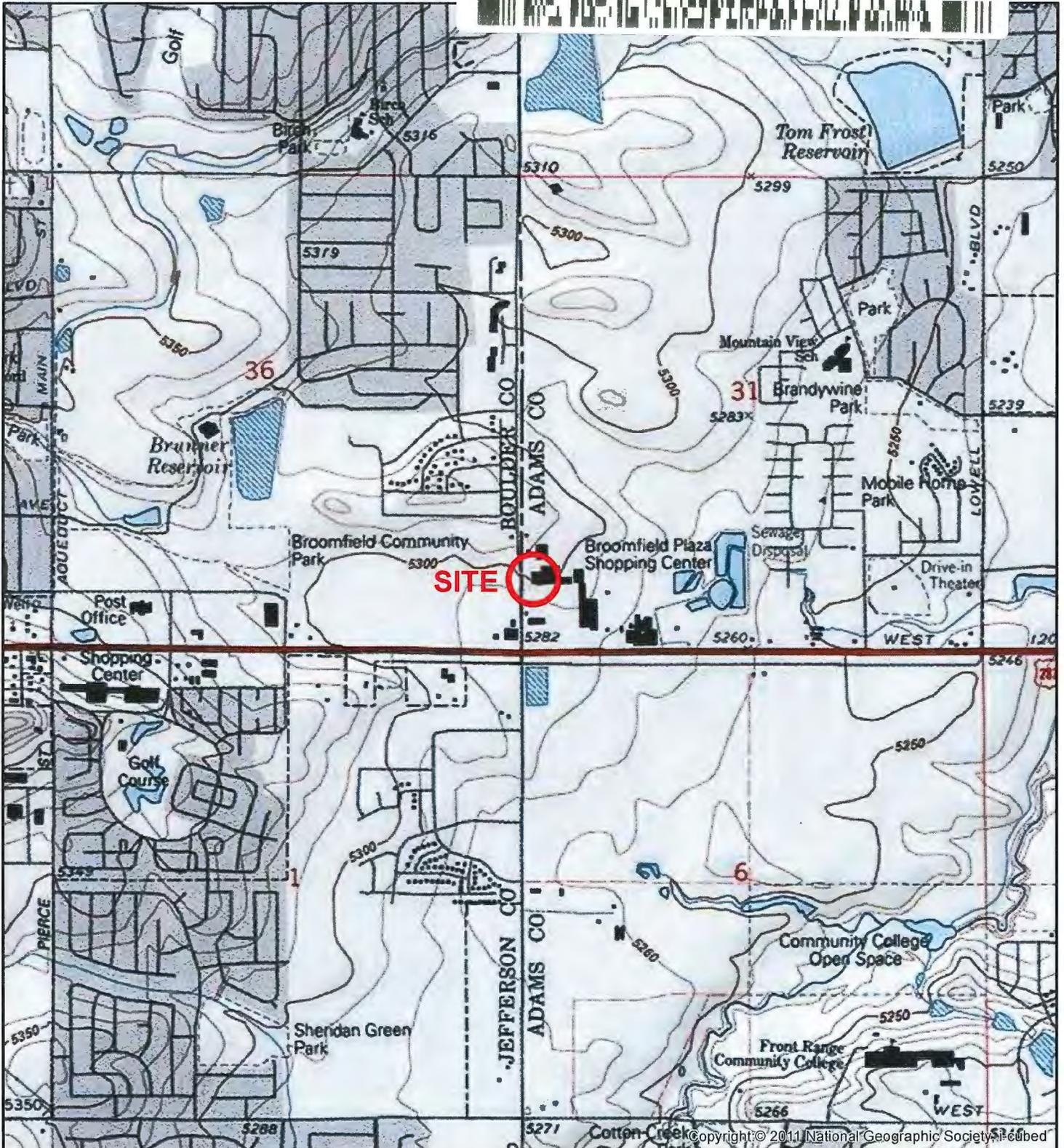


9. References

- CDPHE, 2002. *Corrective Action Guidance Document, Version One*, Prepared by the Colorado Department of Public Health and Environment, Hazardous Materials and Waste Management Division, May 2002.
- CDPHE, 2006. *Dry Cleaner Remediation Guidance Document, Version One*, Prepared by the Colorado Department of Public Health and Environment, Hazardous Materials and Waste Management Division, March 2006.
- CDPHE, 2013. *The Basic Standards for Ground Water, 5 CCR 1002-41, Regulation No. 41*, prepared by the Colorado Department of Public Health and Environment, Water Quality Control Commission, Amended September 11, 2012, Effective January 31, 2013.
- Pinyon, 2013. *Groundwater Monitoring Summary Report, Broomfield Plaza Dry Cleaners, 5157 West 120th Avenue, Broomfield, Colorado*, by Pinyon Environmental, Inc. Lakewood, Colorado, March 4, 2013.
- Terracon, 2007. *Integrated Corrective Action Plan Application, Broomfield Plaza Cleaners, 5157 West 120th Avenue, Broomfield, Colorado*, Terracon Project No. 25067119, April 27, 2007.
- USEPA, 2002. *Standard Operating Procedure for Chain of Custody of Samples*, Prepared by the United States Environmental Protection Agency, March 25, 2002.
- USEPA, 2013. *Regional Screening Level Residential Soil Table*, Prepared by the United States Environmental Protection Agency, May 2013.



Figures



Legend

USGS 7.5' Topographic Map
 Lafayette, CO 1965 (Revised 1994)

 Site

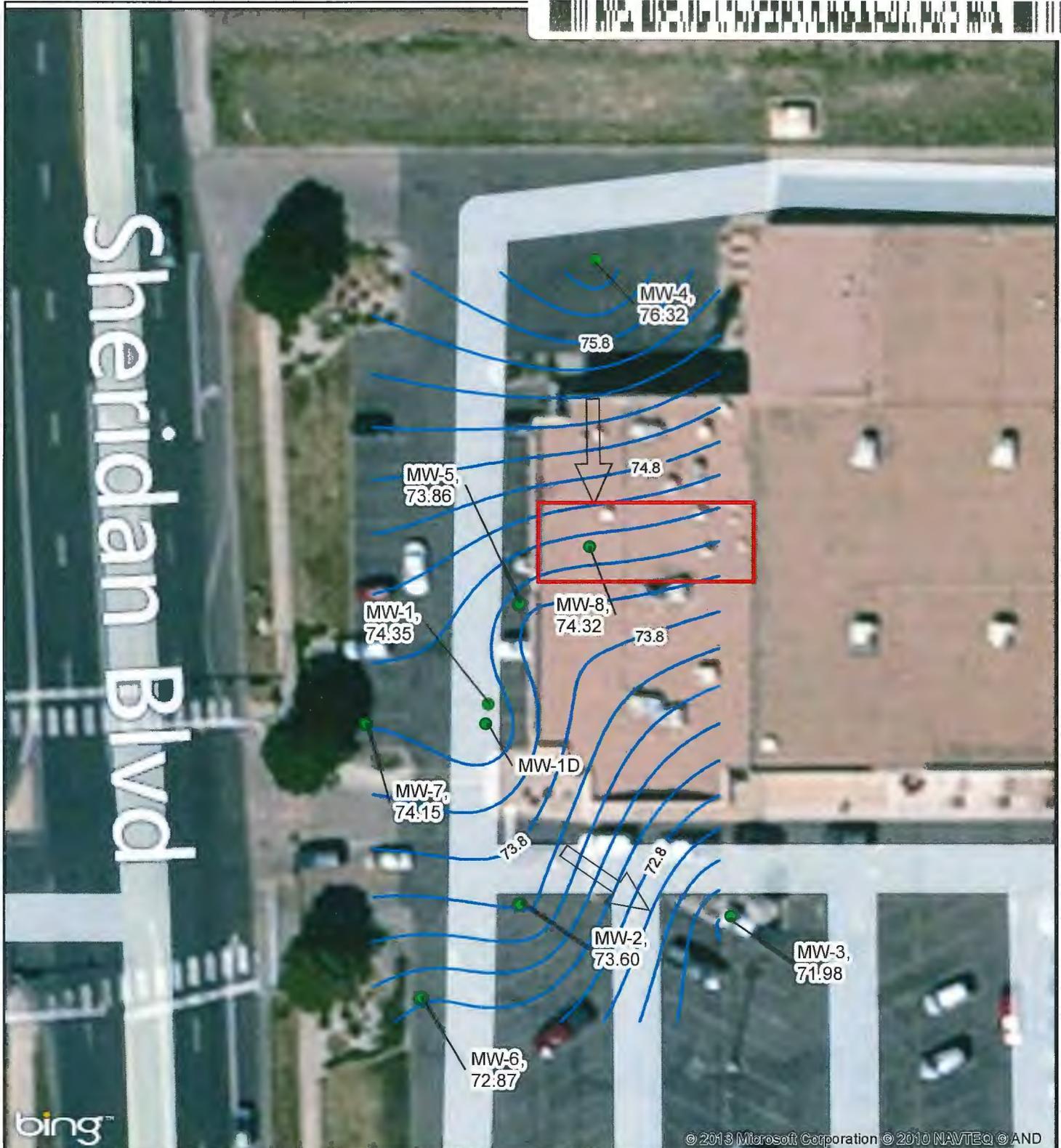
0 750 1,500 Feet

Pinyon
 Environmental, Inc.

SITE LOCATION
 Broomfield Plaza Dry Cleaners
 5157 West 120th Avenue
 Broomfield, Colorado

Site Location: SW1/4, SW1/4, Section 31, Township 1S, Range 68W, 6th Principal Meridian

Drawn By: JBA Figure 1



<p>Legend</p> <p>N</p> <p>— Groundwater Elevation</p> <p>▭ Former Dry Cleaner Location</p> <p>● Monitoring Well Location</p>	<p>74.8 Groundwater Elevation</p> <p>↓ Direction of Groundwater Flow</p> <p>0 25 50 Feet</p>	<p>Pinyon Environmental, Inc.</p>	
	<p>POTENTIOMETRIC SURFACE MAP January 30, 2013 Broomfield Plaza Dry Cleaners 5157 West 120th Avenue Broomfield, Colorado</p>		<p>Drawn By: JBA</p> <p>Reviewed By: TWS</p>
<p>NOTE: All groundwater elevations based on arbitrary datum of 100 feet. MW-1D is a duplicate monitoring well.</p>			
<p>Site Location: SW1/4, SW1/4, Section 31, Township 1S, Range 68W, 6th Principal Meridian</p>		<p>Job No: 1/13-854-01.2102</p>	
<p>Z:\PROJECTS\2013\11385401 Broomfield Plaza Cleaners\Figures\ArcMap\WXD\9 x 11 P Arc 10_Fig 2.mxd</p>			

EXHIBIT B



Legend		Pinyon Environmental, Inc.															
<table border="1"> <thead> <tr> <th>Sample ID</th> <th>Sample concentration (µg/L)</th> </tr> </thead> <tbody> <tr> <td>Tetrachloroethene</td> <td>Sample concentration (µg/L)</td> </tr> <tr> <td>Trichloroethene</td> <td>Sample concentration (µg/L)</td> </tr> <tr> <td>cis-1,2-Dichloroethene</td> <td>Sample concentration (µg/L)</td> </tr> <tr> <td>trans-1,2-Dichloroethene</td> <td>Sample concentration (µg/L)</td> </tr> <tr> <td>1,1-Dichloroethene</td> <td>Sample concentration (µg/L)</td> </tr> <tr> <td>Vinyl Chloride</td> <td>Sample concentration (µg/L)</td> </tr> </tbody> </table>	Sample ID	Sample concentration (µg/L)	Tetrachloroethene	Sample concentration (µg/L)	Trichloroethene	Sample concentration (µg/L)	cis-1,2-Dichloroethene	Sample concentration (µg/L)	trans-1,2-Dichloroethene	Sample concentration (µg/L)	1,1-Dichloroethene	Sample concentration (µg/L)	Vinyl Chloride	Sample concentration (µg/L)	<ul style="list-style-type: none"> ● Monitoring Well Location □ Former Dry Cleaner Location 	GROUNDWATER RESULTS January 30, 2013 Broomfield Plaza Dry Cleaners 5157 West 120th Avenue Broomfield, Colorado	
Sample ID	Sample concentration (µg/L)																
Tetrachloroethene	Sample concentration (µg/L)																
Trichloroethene	Sample concentration (µg/L)																
cis-1,2-Dichloroethene	Sample concentration (µg/L)																
trans-1,2-Dichloroethene	Sample concentration (µg/L)																
1,1-Dichloroethene	Sample concentration (µg/L)																
Vinyl Chloride	Sample concentration (µg/L)																
Site Location: SW1/4, SW1/4, Section 31, Township 1S, Range 68W, 6th Principal Meridian	Drawn By: JBA	Figure 3															
Z:\PROJECTS\2013\11385401 Broomfield Plaza Cleaners\Figures\ArcMap\WXD\Broomfield_fig3.2.mxd	Job No: 1/13-854-01.2102	Reviewed By: TWS	Revision: 9/20/2013														