

ENVIRONMENTAL COVENANT

This is an environmental covenant (this "Covenant") executed pursuant to the Uniform Environmental Covenants Act, West Virginia Code Chapter 22, Article 22B, to restrict the activities on, and uses of, the following described property:

Tract C of the Union Carbide Corporation ("UCC") Technology Park in South Charleston, West Virginia (herein after the "property") as more particularly described in the legal description set forth in select pages from the deed in Exhibit A.

Activities on and uses of the above-described property that may result in excessive human exposure or in the release of a contaminant that was contained as part of the remedial action related to this Covenant are prohibited. Those activities and uses include, but are not limited to:

- A. **Land Use-** Uses of the property for any purpose other than as nonresidential property as defined by the West Virginia Voluntary Remediation and Redevelopment Act (West Virginia Code § 22-22-2(q)).
- B. **Groundwater Use** - Groundwater extraction and use from the property for any purpose other than monitoring and remediation.
- C. **Monitoring Well Protection** - Monitoring wells on the property shall not be removed, disturbed, or damaged without written approval of UCC and prior notification to WVDEP. If the use of any well is discontinued, the well shall be properly abandoned by UCC in accordance with West Virginia Code of State Rules (CSR) or other applicable laws and regulations at the time of the well abandonment.
- D. **Restrictions on Building and Enclosed Structures** - A vapor control system shall be installed in all new structures to be occupied in the area of the property designated as "Vapor Intrusion Restriction Area" as shown on Figure 1 in Exhibit B. The design of the vapor control system must be approved in advance by a West Virginia registered Professional Engineer and a copy of the plan must be submitted to WVDEP. The legal description for the restriction area is set forth in Exhibit C.

The owner of record of the property, and its contact information, is:

OODA, LLC
4003 Outlook Drive
Hurricane, WV 25526

DEED 3046 697
Recorded In Above Book and Page
10/04/2019 02:51:10 PM
Vera J. McCormick
County Clerk
Kanawha County, WV
Deed Tax 0.00
Recording Fee 19.00
TOTAL 19.00

The following entity is the holder of this covenant:

OODA, LLC
4003 Outlook Drive
Hurricane, WV 25526

The facts regarding the remediation response project at this property are:

1. UCC is the current or previous owner of the tracts that make up the UCC Technology Park (the "Site") in total approximately 574 acres (included therein the property) in the City of South Charleston, West Virginia. The Site is subject to Corrective Action Program as amended by the Resource Conservation and Recovery Act (RCRA) of 1976.
2. Based on the proximity of the property to the landfills at the Site, there is the potential for vapor intrusion into new buildings constructed adjacent to the landfills.
3. USEPA issued a Final Decision on December 15, 2010 identifying the approved corrective actions for the property. The corrective action for the property requires recording an Environmental Covenant to eliminate potentially complete exposure pathways.
4. WVDEP issued a Corrective Action Permit (USEPA ID# WVD060682291) (the "WV Permit") to UCC for the Site on February 2, 2012. The permit contains actions defined in the Final Decision issued by USEPA.

The owner(s) of the property shall provide written notice to UCC, the Secretary of the West Virginia Department of Environmental Protection (WVDEP), and the United States Environmental Protection Agency, Region III (EPA Region III) within ten (10) days following: the transfer of a specified interest in the property subject to this Covenant; changes in use of the property; application for building permits regarding the property; or proposals for any site work affecting the contamination on the property.

UCC, or its designated representatives, shall conduct inspections of the property to monitor compliance with this Covenant at least one time per year and shall submit two (2) signed copies of the inspection monitoring report to the WVDEP, DWWWM headquarters in Charleston, WV, and EPA Region III within thirty (30) days of the inspection.

This Covenant shall not be amended, modified, or terminated except by written instrument executed in accordance with W.Va. Code §22-22B-9 or §22-22B-10, by and between the owner(s) at the time of the proposed amendment, modification, or termination; the Secretary of WVDEP; EPA Region III; UCC; and the holder of this Covenant. In addition to the other notice requirements of this Covenant, the then current owner(s) of the property shall provide the Secretary of WVDEP and EPA Region III written notice of the pendency of any proceeding or any proceeding that could lead to a foreclosure, as referred to in W.Va. Code §22-22B-9(a)(4), within seven (7) days of the owner's receiving notice of the pendency of such proceedings. Within five (5) days of executing

an amendment, modification, or termination of this Covenant, the owner shall record such amendment, modification, or termination with the Clerk of the County Commission, and within five (5) days thereafter, the owner shall provide a true copy of the recorded amendment, modification, or termination to the Secretary of WVDEP.

The administrative record for the environmental response project reflected in this Covenant is maintained in the United States Environmental Protection Agency, 1650 Arch Street, Philadelphia, PA 19103-2029 and is entitled:

UCC Technology Park
EPA ID #WVD060682291

WVDEP and EPA Region III are granted full right of access to the property for the purpose of implementation or enforcement of this Covenant.

Pursuant to W.Va. Code § 22-22B-11(a), a civil action for injunctive or other equitable relief for violating this covenant may be maintained by EPA, in addition to the parties hereto and other persons and entities set forth in W. Va. Code § 22-22B-11(a).

All restrictions and other requirements described in this Covenant shall run with the land and shall be binding upon all holders and the current owner and their grantees, lessees, authorized agents, employees, or persons acting under their direction or control.

IN WITNESS WHEREOF, the following have executed this Covenant on the dates indicated.

OODA, LLC – as Owner

Printed Name: Douglas Tate

Title: Member

[Signature]
Signature

6 Aug 2019
Date

I, Brenda S Davis, a Notary Public in and for the County of Putnam, State of WV, do hereby certify that the holder(s) whose name is signed above, this day executed this document in my presence or this day acknowledged same to be true act and deed of said holder(s).

Given under my hand this the 6 day of August, 2019.
My commission expires May 23, 2021.

Brenda S Davis
Notary Public



UNION CARBIDE CORPORATION – as RCRA CA PermitteePrinted Name: Jerome E. CibrikTitle: Remediation Leader, As Authorized representative of Union Carbide CorporationJerome E. Cibrik
Signature9/6/19
Date

I, Teresa L. Burgy, a Notary Public in and for the County of Kanawha, State of WV, do hereby certify that the RCRA CA Permittee whose name is signed above, this day executed this document in my presence or this day acknowledged same to be true act and deed of said RCRA CA Permittee.

Given under my hand this the 6 day of September, 2019.
My commission expires 1/25/2024.

Teresa L. Burgy
Notary Public



West Virginia Department of Environmental ProtectionPrinted Name: Katheryn D. EmeryTitle: Acting Director, Division of Water and Water Management

Katheryn D. Emery
Signature

9/13/19
Date

I, Tonya K Ombler, a Notary Public in and for the County of Kanawha, State of West Virginia, do hereby certify that Katheryn D. Emery, whose name is signed above as the representative of the agency, this day executed this document in my presence or this day acknowledged same to be true act and deed of said holder(s).

Given under my hand this the 13th day of September, 2019.
My commission expires June 1, 2022.

Tonya K Ombler
Notary Public

The Clerk will return the recorded document to:
Ms. Kathy D. Emery, Acting Director
WVDEP, DWWM
601 57th Street SE
Charleston, WV 25034



Exhibit A

Select Pages from the Deed

DEED 2826 939
 Recorded In Above Book and Page
 06/29/2012 01:06:54 PM
 Vera J. McCornick
 County Clerk
 Kanawha County, WV
 Deed Tax 26840.00
 Recording Fee 39.00
 TOTAL 26879.00

DEED

THIS DEED is made as of this **27TH** day of June, 2012 by and between **UNION CARBIDE CORPORATION**, a New York corporation authorized to conduct business in the State of West Virginia, party of the first part, and, **OODA, LLC**, a West Virginia limited liability company, party of the second part.

WITNESSETH:

For and in consideration of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable considerations as more fully set forth below, the receipt and sufficiency of which are hereby acknowledged, the party of the first part does hereby **GRANT** and **CONVEY** unto the party of the second part all of its right, title and interest in and to that certain tract or parcel of land, together with the improvements thereon and the appurtenances thereunto belonging, situate in South Charleston Tax District, City of South Charleston, Kanawha County, West Virginia, as more particularly bounded and described as follows:

Beginning at a No. 5 rebar with cap (set) in the Southerly line of original Woodland Avenue at the common corner to original Tracts "C" and "D" as shown on certain plat of survey and map prepared by Field Surveying Co., Inc., entitled, "Map Showing Proposed Subdivision/Divestiture of Union Carbide Corporation Tech Center Property Located In The City Of South Charleston, Kanawha County, West Virginia" dated October 23, 2009, and recorded in the office of the Clerk of the County Commission of Kanawha County, West Virginia in Photostatic Map Book 69, at page 60, said point being in an original easterly outer boundary line of the 367.334 acre tract (net) described in Deed from Kanawha Land Company to Union Carbide and Carbon Corporation dated July 22, 1954, and recorded in the Clerk's office in Deed Book 1099, at page 428, said beginning point also now being a common corner to Tract "D-2" of subdivision of Tract "D", as shown on a map recorded in said clerk's office in Map Book 72, at page 14, and running thence from said beginning point with a common line between Tracts "C" and "D-2", with the following courses and distances:

1. S. 32° 53' 00" W., 324.35 feet to a point northeast of existing asphalt parking lot of Building "6000"; thence running with part of a common line to Tract "D-2" and common line to Tract "D".
2. S. 20° 20' 45" W., passing the common corner to Tracts "C" & "D" at 102.78 feet, crossing an existing asphalt drive, in all a distance of 335.51 feet to point at the southeast corner of Tract "C"; thence running with part of a common line between Tracts "C" & "D",
3. N. 75° 58' 11" W., 485.12 feet to a rebar with cap (set); thence leaving common line between Tracts "C" & "D" and running with existing 8 foot chain link fence,
4. N. 18° 12' 16" E., 17.35 feet to a rebar with cap (set); thence
5. N. 68° 12' 29" W., 101.37 feet to a rebar with cap (set); thence

6. N. 73°48'20" W., 75.47 feet to a rebar with cap set; thence
 7. N. 79°45'35" W., 49.36 feet to a rebar with cap (set) in the original common division line between Tracts "B" & "C" as Shown on map recorded in the Clerk's office Map Book 69, at page 60, thence with part of an original common line between Tracts "B" & "C",
 8. N. 58°56'48" E., 142.46 feet to a point east of the asphalt parking area of Building "2000"; thence running with a line east of said parking area,
 9. N. 20°20'37" E., 182.68 feet to a point; thence 10. N. 03°50'11" W., 170.67 feet to a no. 5 rebar with cap (set) in the southerly line of original Woodland Avenue; thence running with the southerly line of original Woodland Avenue and being original outer boundary lines of the 367.334 acre tract hereinbefore referred to,
 11. S. 82°15'00" E., 171.30 feet to an old concrete monument with beech pointer; thence 12. N. 69°45'00" E., 207.52 feet to a beech tree; thence 13. S. 76°28'00" E., 185.92 feet to an old concrete monument with white oak pointer; thence 14. N. 66°04'00" E., 129.699 feet to a concrete monument with two black oak pointers; thence 15. S. 57°07'00" E., 161.11 feet to the point of beginning, containing 8.902 acres or 387,747.74 square feet, more or less, all of which is depicted on that certain plat of survey or map, showing a minor boundary adjustment between Tracts "C" and "D", prepared by Field Surveying Co, Inc., by David E. Thomas, W. Va. Prof Surv. no. 30, entitled, "Map Showing Minor Boundary Adjustment Between Tract "C" and Tract "D" of Original Subdivision of Union Carbide Corporation Tech Center Property Map Book 69, Page 60 Located in the City of South Charleston, Kanawha County, West Virginia for Union Carbide Corporation," dated May 9, 2012, and recorded in the Clerk's office in Photostatic Map Book 72, at page 98, reference to all the foregoing deeds, plats and maps is hereby made for a more particular description of the land hereby conveyed, together with the appurtenant rights created and set forth in that certain Declaration of Easements made by Union Carbide Corporation, dated June 15, 2010, and recorded in the Clerk's office in Deed Book 2782, at page 625, all of the foregoing rights and interests being hereinafter referred to as the "Property";

And being a portion of the same real property conveyed by a deed from Kanawha Land Company unto Union Carbide and Carbon Corporation dated July 22, 1954, and recorded in the Clerk's office in Kanawha County Deed Book 1099, at page 428.

This conveyance is made expressly subject to the following:

(i) All exceptions, reservations, rights of way, easements, and other matters of record in the office of the Clerk of the County Commission of Kanawha County, West Virginia, and/or visible on the ground; and

(ii) The following RESTRICTIVE COVENANTS that shall run with the Property in perpetuity for the benefit of the party of the first part, its successors and assigns:

(a) Subsurface groundwater in, or under the Property shall remain in place and undisturbed by the party of the second part and shall not be accessed or used: (i) at

Exhibit B

Vapor Intrusion Restriction Figure

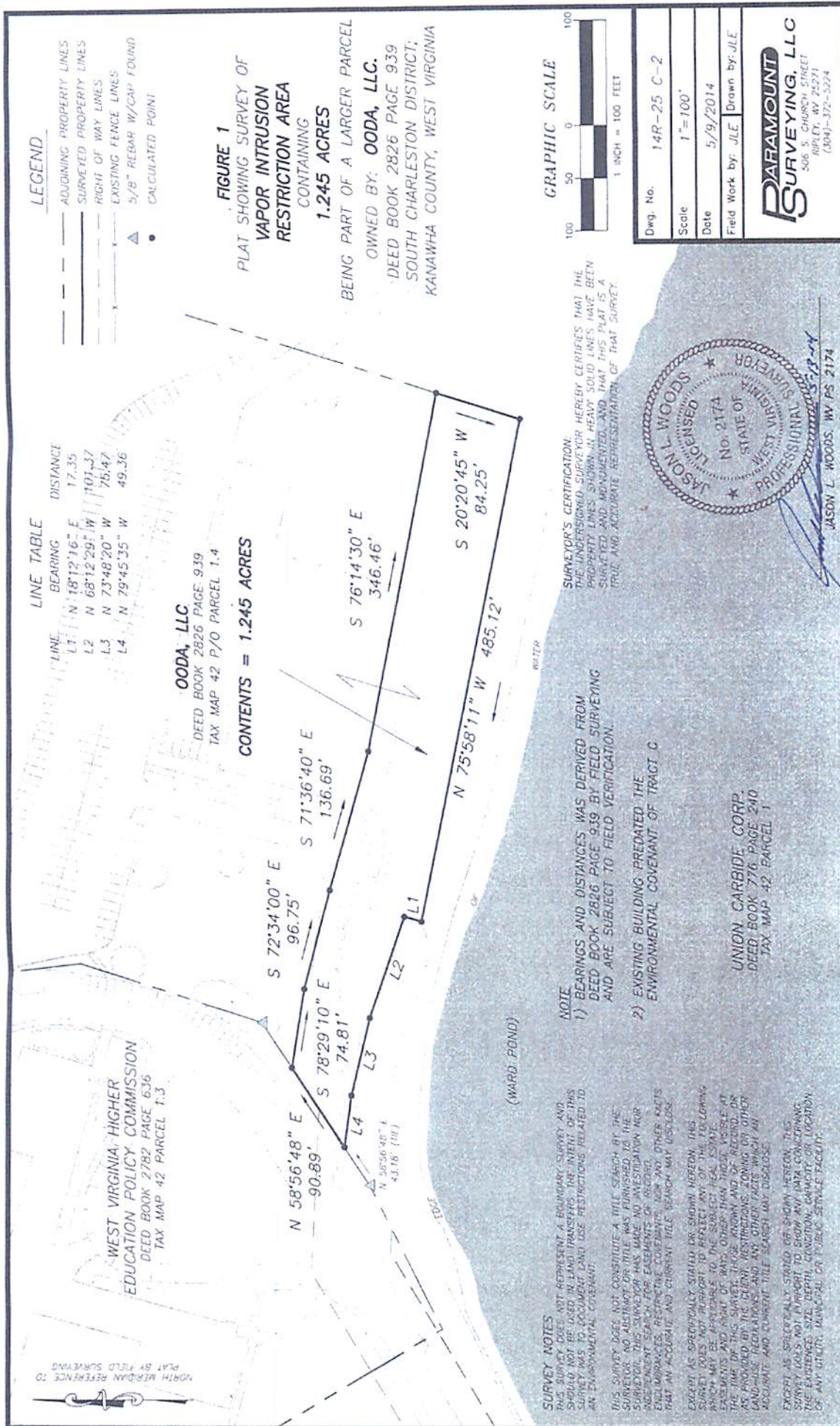


Exhibit C

Vapor Intrusion Restriction Legal Description



Description of 1.245 acres

Property hereby described as being on the waters of the Davis Creek, South Charleston District, Kanawha County, West Virginia, bounded and described as following.

Beginning at a point in the line of the West Virginia Higher Education Policy Commission (Deed Book 2782 Page 636), said point being N58°56'48"E 43.18' from a 5/8" rebar w/plastic cap found;

Thence with said West Virginia Higher Education Policy Commission N 58°56'48" E 90.89' to a point;

Thence leaving said West Virginia Higher Education Policy Commission and through the parent tract the following four (4) bearings and distances:

- 1) S 78°29'10" E 74.81' to a point;
- 2) S 72°34'00" E 96.75' to a point;
- 3) S 71°36'40" E 136.69' to a point;
- 4) S 76°14'30" E 346.46' to a point in a line of Union Carbide;

Thence with said Union Carbide (Deed Book 776 Page 240) the following six (6) bearings and distances:

- 1) S 20°20'45" W 84.25' to a point;
- 2) N 75°58'11" W 485.12' to a point;
- 3) N18°12'16"E 17.35' to a point;
- 4) N68°12'29"W 101.37' to a point;
- 5) N73°48'20"W 75.47' to a point;
- 6) N79°45'35"W 49.36' the point of beginning.

Containing **1.245 acres**, and being shown as the Vapor Intrusion Restriction Area upon that certain plat made as a result of survey by Paramount Surveying. A copy of said plat, dated May 9, 2014 is attached hereto and made a part of this description.



This instrument was presented to the Clerk of the County Commission of Kanawha County, West Virginia, on and the same is admitted to record.

OCT 04 2019

Teste: Dana J. McCormick Clerk
Kanawha County Commission