

DECLARATION OF RESTRICTIVE COVENANT

MDEQ Reference No.: RC-ERD-98-015

This Restrictive Covenant has been recorded with the Genesee County Register of Deeds for the purpose of protecting public health, safety and welfare and the environment.

General Motors Corporation has received notice of approval from the Michigan Department of Environmental Quality (MDEQ) dated _____, for a Remedial Action Plan (RAP) that includes land use-based cleanup criteria developed pursuant to Section 20120a(1)(h) of Part 201 of the Natural Resources and Environmental Protection Act (NREPA), 1994 PA 451, as amended, MCL 324.20101 et seq., for the environmental remediation associated with the property located in Flint Township, County of Genesee, (Property) more particularly described as:

See Attachment A for legal description of Property

See Attachment B for a survey of Parcel No. 1 (property subject to land-use restrictions)

Property Tax ID Number of Property: 07-17-200-028

As used herein, the term "Owner" shall mean at any given time the then current title holder of the Property.

NOW THEREFORE General Motors Corporation, pursuant to Section 20120b(4) of NREPA and the Limited Land Use-Based Remedy Agreement entered by and between General Motors Corporation and the MDEQ (LANDUSE-ERD-98-011) hereby imposes restrictions on the Property and covenants and agrees that:

1. The Owner shall restrict the uses of the Property (Attachment B) to those uses compatible with the Recreational land uses, as identified in the RAP, or other use that is consistent with the assumptions and basis for the cleanup as established pursuant to the RAP.

2. The Owner shall restrict activities at the Property that may interfere with a remedial action, operation and maintenance, monitoring, or other measures necessary to assure the effectiveness and integrity of the remedial action.

3. The Owner shall restrict activities at the Property that may result in exposures above levels established in the RAP. These activities are specified in Attachment C.

4. The Owner shall provide notice to the MDEQ of the Owner's intent to convey any interest in the Property 14 days prior to consummating the conveyance. A conveyance of title, an easement, or other interest in the Property shall not be consummated by the Property owner without adequate and complete provision for compliance with the terms and conditions of this Covenant.

5. The Owner shall grant to the MDEQ and its designated representatives the right to enter the Property at reasonable times for the purpose of determining and monitoring compliance with the RAP, including the right to take samples, inspect the operation of the remedial action measures and inspect records.

6. The owner shall install a permanent marker that has been approved by the MDEQ near the entry to the Property which describes the restricted area and the nature of the prohibitions specified in the

provisions of number 2 above and include the liber and page number of this Restrictive Covenant as recorded in the Genesee County Register of Deeds.

The owner also acknowledges that surface and subsurface soils found on the Property must be managed in accordance with the requirements of Section 20120c of NREPA and other applicable state and federal laws.

The state may enforce the restrictions set forth in this Restrictive Covenant by legal action in a court of appropriate jurisdiction.

The restrictions shall run with the Property and shall be binding upon all future owners, successors, lessees or assigns and their authorized agents, employees, or persons acting under their direction and control, and shall continue until the MDEQ or its successor approves modifications or rescission of this Restrictive Covenant. A copy of this Restrictive Covenant shall be provided to all future owners, heirs, successors, lessees, assigns and transferees by the person transferring the interest.

If any provision of this Restrictive Covenant is held to be invalid by any court of competent jurisdiction, the invalidity of such provision shall not affect the validity of any other provisions hereof. All such other provisions shall continue unimpaired in full force and effect.

The undersigned person executing this Restrictive Covenant is the Owner, or has the express written permission of the Owner, and represents and certifies that he or she is duly authorized and has been empowered to execute and deliver this Restrictive Covenant.

IN WITNESS WHEREOF, the said Owner of the above described Property has caused this Restrictive Covenant to be executed on this 30 day of APRIL, 1999

William J. McFarland

Signed in the presence of:

C. Fries

Witness
C. Fries

JWRindlage

Witness

STATE OF MICHIGAN

COUNTY OF

The foregoing instrument was acknowledged before me this 30th by April
of 1999, a corporation, on behalf of the corporation.

Alice Louise Parker

Notary Public

Wayne County, *Michigan*

My Commission Expires: MAY 9, 2000

Prepared by:

**ALICE LOUISE PARKER
NOTARY PUBLIC - WAYNE COUNTY, MI
MY COMMISSION EXPIRES 05/09/00**

ATTACHMENT A

Legal Description of Property

DESCRIPTION OF PROPERTY - (FROM RECORD)

The SE 1/4 of the NE 1/4 of Section 17, T7N, R6E, Flint Township, Genesee County, Michigan, described as: BEGINNING at the E 1/4 corner of Section 17; thence N89°48'15"W 1336.34 feet along the E-W 1/4 line to the 1/8 line; thence N00°17'45"E 1329.80 feet along the 1/8 line; thence S89°27'45"E 1329.52 feet along the 1/8 line to the east line of Section 17 and Linden Road; thence South 1321.88 feet along the east line of Section 17 and to the POINT OF BEGINNING. Containing 1,767,223 square feet or 40.5699 acres, more or less.

Subject to restrictions, reservations, and easements, if any.

ATTACHMENT B

Legal Description of Property Where Restrictions Apply

DESCRIPTION OF PROPERTY - PARCEL NO. 1

A part of the SE 1/4 of the NE 1/4 of Section 17, T7N, R6E, Flint Township, Genesee County, Michigan, described as: Commencing at the E 1/4 corner of Section 17; thence N89°48'15"W 400.00 feet along the E-W 1/4 line for a POINT OF BEGINNING; thence continuing N89°48'15"W 936.34 feet along the 1/4 line to the 1/8 line; thence N00°17'45"E 1329.80 feet along the 1/8 line; thence S89°27'45"E 929.50 feet; thence South 1324.26 feet to the E-W 1/4 line and to the POINT OF BEGINNING. Containing 1,237,998 square feet or 28.4205 acres, more or less.

Subject to and together with, the following 108.00 foot wide easement for ingress-egress described as: Commencing at the E 1/4 corner of Section 17; thence North 676.83 feet along the east line of Section 17 and centerline of Linden Road; thence West 50.00 feet to the west right-of-way of Linden Road and for a POINT OF BEGINNING; thence South 54.00 feet along the west right-of-way of Linden Road; thence West 350.00 feet; thence North 108.00 feet; thence East 350.00 feet to the west right-of-way of Linden Road; thence South 54.00 feet along the west right-of-way of Linden Road and to the POINT OF BEGINNING. Containing a total of 37,799 square feet or 0.8678 acres, more or less.

Also, Subject to the 50.00 foot wide right-of-way for Linden Road as recorded in Liber 1751, Pages 67-70, Genesee County Records.

Subject to restrictions, reservations, and easements, if any.

ATTACHMENT C

Land/Resource Restrictions

1. Land use for the portion of the property defined as a Facility pursuant to Part 201 (delineated in Attachment B) shall be restricted to recreational uses, as described in the RAP.
2. Excavation or other soil disturbance activities which would significantly reduce the integrity of the soil cover by excavation deeper than 2 feet, are prohibited unless done by properly trained workers who employ appropriate health and safety equipment and precautions are utilized and the cover is repaired in a manner consistent with the performance standards required pursuant to the Michigan Department of Environmental Quality (MDEQ) approved RAP, or by an alternative method approved in writing by the MDEQ.
3. Any contaminated soils generated by excavation shall be properly managed in a timely manner. Management shall include placing such soils below the soil cover described in the MDEQ approved RAP or disposed of at an off-site location consistent with all state and federal laws and rules. Soils removed from areas below the soil cover must also be managed in accordance with the requirements of Section 20120c of NREPA and other applicable state and federal laws.
4. Contaminated groundwater in the water bearing zones beneath the Facility shall not be extracted and used for any purpose, except for monitoring wells identified as part of the long term monitoring plan for the Facility, or as otherwise approved by the MDEQ.
5. A methane gas survey shall be conducted prior to the construction of any structure at the Facility which is to be located below the base of the soil cover. The results of the survey shall address the need for any special engineering controls to preclude the build-up of potentially explosive levels of methane gas within the structure.
6. Prior to construction of any structure at the Facility that will disturb the soil cover, an evaluation must be completed to insure that the structure to be built will be constructed in such a way that the new building will satisfy the indoor air inhalation criteria of Part 201 of the NREPA and the performance standards of the approved RAP. Specifically, any new construction may need to contain engineering controls which minimize the intrusion of vapors from hazardous substances located under the area of concern. Such engineering controls might include vapor barrier characteristics of the floor and the air exchange rate of the heating, ventilation and air conditioning system with respect to minimizing vapor infiltration into the interior of any newly constructed building.