



**Revitalizing Auto Communities
Environmental Response Trust**

January 28, 2014

Ms. Linda Combs, Supervisor
Van Buren Township
46425 Tyler Road
Van Buren Township, MI 48111

Re: Declaration of Restrictive Covenant
Land Swap with WCAA

Dear Ms. Combs:

As a part of a recent real estate land swap with Wayne County Airport Authority (WCAA) we recorded a Declaration of Restrictive Covenant that limited access to groundwater on site as a part of our RCRA Corrective Action Complete with Controls in Place closure process. The Declaration of Restrictive Covenant was reviewed and approved by MDEQ in advance of recording.

We are required to forward a copy of the recorded Declaration to the local unit of government for your information and files. A copy has been also sent to Arthur Mullen for his information.

If you have any questions please call me at 313-670-6226

Sincerely,

A handwritten signature in black ink, appearing to read "Grant R. Trigger".

Grant R. Trigger
Michigan Cleanup Manager

cc: Arthur Mullen

2013 DEC 20 PM 1:00

Bernard J. Youngblood
Wayne County Register of Deeds

December 20, 2013 01:00 PM

Inst:2013500236 RST Pages:10

Liber:51231 Page:971



DECLARATION OF RESTRICTIVE COVENANT

MDEQ Reference No.: RC-OWMRP-111-13-04

Facility MID Number MID980587893

MDEQ Approval Date: December 17, 2013

This Declaration of Restrictive Covenant is made to protect public health, safety, welfare and the environment pursuant to the provisions of Part 111, Hazardous Waste Management, MCL 324.11101 et seq (Part 111) and the applicable Sections of Part 201, Environmental Remediation, MCL 324.20101 et seq (Part 201) of the Natural Resources and Environmental Protection Act (NREPA), 1994 PA 451, as amended, MCL 324.101 et seq.

This Declaration of Restrictive Covenant ("Restrictive Covenant") is made on December 17, 2013 by RACER Properties LLC, the Grantor(s), the current fee title holder(s) of the property, whose address is 500 Woodward Avenue, Suite 1510, Detroit, MI 48226, for the benefit of the Grantee, State of Michigan, Department of Environment Quality ("MDEQ"), whose address is 525 West Allegan Street, PO Box 30473, Lansing, Ingham County, Michigan 48909-7926.

This Restrictive Covenant has been made to prohibit or restrict activities that could result in unacceptable exposure to environmental contamination present at the property located at 2930 Ecorse Road, in the Township of Ypsilanti, County of Washtenaw, Michigan, and legally described in Exhibit 1 ("Property").

The Property is associated with the Willow Run Powertrain site, MID980587893 for which a corrective measure implementation plan (CMIP) submitted on September 17, 2013 was approved by the MDEQ on December 17, 2013. The corrective measures being implemented to address environmental contamination are fully described in the CMIP entitled Corrective Measure Implementation Plan Northeast Area Former Willow Run Plant submitted by Conestoga Rovers & Associates on behalf of RACER Properties LLC for the Willow Run Powertrain site.

The CMIP required the recording of this Restrictive Covenant to restrict unacceptable exposures to limited groundwater contamination associated with heavy metals located on the Property.

The land or resource use restrictions contained in this Restrictive Covenant are based upon information available to the MDEQ at the time the CMIP was approved by the MDEQ. Failure of the corrective measures to achieve and maintain the cleanup criteria, exposure controls, and requirements specified in the CMIP; future changes in the environmental condition of the Property or changes in the cleanup criteria developed under Part 201; the discovery of environmental conditions at the Property that were not accounted for in the CMIP; or use of the Property in a manner inconsistent with the restrictions described herein, may result in this Restrictive Covenant not being protective of public health, safety, and welfare, and the environment. Additional restrictions may become necessary.

NES-513609 PAC FATHO

Exhibit 2, attached hereto, provides a survey and a map that identifies those portions of the Property that are subject to land use or resource use restrictions as specified herein.

Summary of Corrective Measures

Chemical(s) listed in Exhibit 3 have been found in soils or groundwater at the Property in concentrations above the cleanup criteria for unrestricted residential use for relevant exposure pathways. Areas of the Property described in Exhibit 2 may contain hazardous substances in excess of the concentrations that satisfy the cleanup criteria for unrestricted residential use. Based on site investigation information no physical corrective measures have been or will be undertaken to minimize the migration of hazardous substances, as described in the CMIP. However, hazardous substances remain present in soils or groundwater at levels that require controls to prevent unacceptable exposures.

Definitions

"MDEQ" means the Michigan Department of Environmental Quality, its successor entities, and those persons or entities acting on its behalf.

"Owner" means at any given time the then current fee title holder(s) and the holder(s) of a life estate of the Property or any portion thereof, including the fee title holder's lessees and those persons or entities authorized to act on its behalf.

All other terms used in this document which are defined in Part 3, Definitions, of the NREPA, Part 111, Part 201, or the Part 111 and Part 201 Administrative Rules, shall have the same meaning in this document as in those statutes and rules as on the date this Restrictive Covenant is made.

NOW THEREFORE,

Declaration of Land Use or Resource Use Restrictions

The Grantor(s) as current fee title holder(s) of the Property, hereby declare(s) and covenant(s) that the Property, shall be subject to those restrictions on use described below and intends that said restrictions and covenants shall run with the land, and may be enforced in perpetuity against the Owner by the following entities: (1) the Grantor, if it is no longer owner; and (2) MDEQ.

1. Land Use Prohibitions. The Owner shall prohibit all uses of the Property that are not compatible with nonresidential land use category under MCL 324.20120a(1)(b) and generally described in the Description of Allowable Uses, attached hereto as Exhibit 4.

Part 201 cleanup criteria for land use-based response activities are located in the Government Documents Section of the State of Michigan Library, MCL 324.201201 *et seq.* effective December 2010, and MAC R 299.5701 – R 299.5727, effective December 21, 2002.

2. Activities Prohibited. The Owner shall prohibit activities on Property designated in Exhibit 2. that may result in exposures above levels established in the CMIP. These prohibited activities include:

- a. No drinking water wells may be installed or used on site.
 - b. No excavation and off site transport of any saturated soils without MDEQ approval.
 - c. No contaminated soils may be relocated on site except as provided for under Part 201, Section 20120c, MCL 324.20120c.
3. The Owner shall not remove, disturb or damage any monitoring wells on the Property except as provided in the CMIP without MDEQ approval.
4. Contaminated Soil Management. The Owner shall manage contaminated soils, media and/or debris and all other soils located on the Property in accordance with the requirements of Part 111, Subtitle C of the Resource Conservation and Recovery Act, 42 U.S.C. Section 6901 et seq. (RCRA), the administrative rules promulgated pursuant to Part 111 and the RCRA, and all other relevant state and federal laws, including but not limited to MCL 324.20120c.
5. Access. The Owner shall grant to the MDEQ the right to enter the Property at reasonable times for the purpose of determining and monitoring compliance with the CMIP, including the right to take samples, inspect the operation of the corrective measures and, inspect any records relating thereto, and to perform any actions necessary to maintain compliance with the Part 111 and the CMIP.
6. Notice. The Owner shall provide notice to the MDEQ of the Owner's intent to transfer any interest in the Property prior to consummating the conveyance. A conveyance of title, easement, or other interest in the Property shall not be consummated by the Owner without adequate and complete provision for compliance with the terms and conditions of this Restrictive Covenant and the applicable provisions of MCL 324.20116. The notice required to be made to the MDEQ under this Paragraph shall be made to: Chief, Office of Waste Management and Radiological Protection, P.O. Box 30241, Lansing, Michigan 48909-7741; and shall include a statement that the notice is being made pursuant to the requirements of this Restrictive Covenant. A copy of this Restrictive Covenant shall be provided to all future owners, heirs, successors, lessees, easement holders, assigns, and transferees by the person transferring the interest.
7. Term. This Restrictive Covenant shall run with the Property and shall be binding on the Owner, and all current and future successors, lessees, easement holders, their assigns, and their authorized agents, employees, or persons acting under their direction and control. This Restrictive Covenant may only be modified or rescinded with the written approval of the MDEQ.
8. Enforcement. The Grantor is entitled to enforce the restrictions and covenants in this Restrictive Covenant by specific performance or other legal action in a court of competent jurisdiction against subsequent Owners of all or part of the Property. The Grantor, on behalf of itself, and its successors in title, intends and agrees that MDEQ is entitled to enforce the restrictions and covenants in this Restrictive Covenant by specific performance or other legal action in a court of competent jurisdiction against the Grantor, as Owner, and thereafter against subsequent Owners of all or part of the Property. All remedies available hereunder shall be in addition to any and all other remedies at law or equity.

- IN WITNESS WHEREOF, Racer Properties LLC has caused this Restrictive Covenant, RC-OWMRP-111-13-04, to be executed on this 10th day of December, 2013.

By: *Elliott P. Laws*
**ELLIOTT P. LAWS, not individually,
 but acting solely in his capacity as
 Managing Member of EPLET, LLC**

KAREN M PARSONS
Notary Public, District of Columbia
My Commission Expires on August 14, 2015

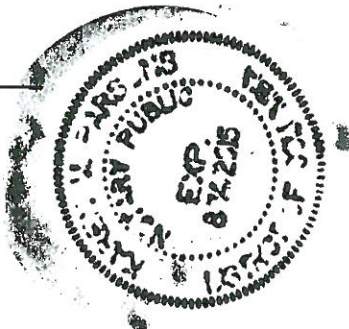


EXHIBIT 1

LEGAL DESCRIPTION OF RESTRICTED PROPERTY

(See Attached)

Legal Description

Parcel 'B1'

Part of the Northeast 1/4 of Section 12, Town 3 South, Range 7 East, Ypsilanti Township, Washtenaw County, Michigan and being more particularly described as follows: Commencing at the Northeast corner of Section 12, Town 3 South, Range 7 East, Ypsilanti Township, Washtenaw County, Michigan; running thence South 01 degree 27 minutes 26 seconds West, along the East line of said Section 12, a distance of 33.00 feet to the Northwest corner of Section 7, Town 3 South, Range 8 East, Van Buren Township, Wayne County, Michigan; thence North 87 degrees 37 minutes 30 seconds East, along the North line of said Section 7, a distance of 33.07 feet to a point; thence South 01 degree 27 minutes 26 seconds West a distance of 525.40 feet to a point; thence North 89 degrees 58 minutes 35 seconds West a distance of 33.01 feet to a point on the East line of said Section 12, said point being also the point of beginning of the parcel of land herein being described; proceeding thence from said point of beginning South 01 degree 27 minutes 26 seconds West, along the East line of said Section 12, a distance of 275.10 feet to a point; thence South 89 degrees 59 minutes 56 seconds West a distance of 231.93 feet to a point; thence South 00 degree 00 minutes 35 seconds West a distance of 534.67 feet to a point; then South 24 degrees 17 minutes 05 seconds East a distance of 287.53 feet to a point; thence North 89 degrees 58 minutes 35 seconds West a distance of 694.47 feet to a point; thence North 44 degrees 58 minutes 35 seconds West a distance of 253.84 feet to a point; thence North 00 degrees 01 minute 25 seconds East a distance of 892.33 feet to a point; thence South 89 degrees 58 minutes 35 seconds East a distance of 994.29 feet to the Point of Beginning.

Current Tax Parcel ID: Part of K-11-12-100-003 and K-11-12-400-001

Tax Parcel ID (as of January 1, 2014): Part of K-11-12-100-004

Parcel 'B2'

Part of the Northwest 1/4 of Section 7, Town 3 South, Range 8 East, Van Buren Township, Wayne County, Michigan and being more particularly described as follows: Commencing at the Northeast corner of Section 12, Town 3 South, Range 7 East, Ypsilanti Township, Washtenaw County, Michigan; running thence South 01 degree 27 minutes 26 seconds West, along the East line of said Section 12, a distance of 33.00 feet to the Northwest corner of Section 7, Town 3 South, Range 8 East, Van Buren Township, Wayne County Michigan; thence North 87 degrees 37 minutes 30 seconds East, along the North line of said Section 7, a distance of 33.07 feet to a point; thence South 01 degree 27 minutes 26 seconds West a distance of 525.40 feet to the point of beginning of the parcel of land herein described; proceeding thence from said point of beginning North 89 degrees 59 minutes 56 seconds East a distance of 153.16 feet to a point; thence South 00 degrees 00 minutes 04 seconds West a distance of 275.00 feet to a point; thence South 89 degrees 59 minutes 56 seconds West a distance of 193.17 feet to a point on the West line of said Section 7; thence North 01 degree 27 minutes 26 seconds East, along the West line of said Section 7, a distance of 275.10 feet to a point; thence South 89 degrees 58 minutes 35 seconds East a distance of 33.01 feet to the Point of Beginning.

Current Tax Parcel ID: Part of 83-025-99-0002-000

Tax Parcel ID (as of January 1, 2014): Part of 83-025-99-0001-701

EXHIBIT 2

SURVEY OF RESTRICTED AREA OF THE PROPERTY

(See Attached)

DRAWING OF DESCRIPTION

MARCH 6, 2013
SHEET 1 OF 2 SHEETS

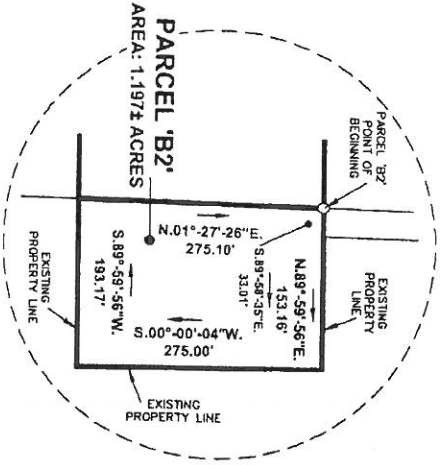


SURVEY NO. 19822-A

FOR: RACER TRUST

PARCEL 'B2' DETAIL

SCALE: NONE



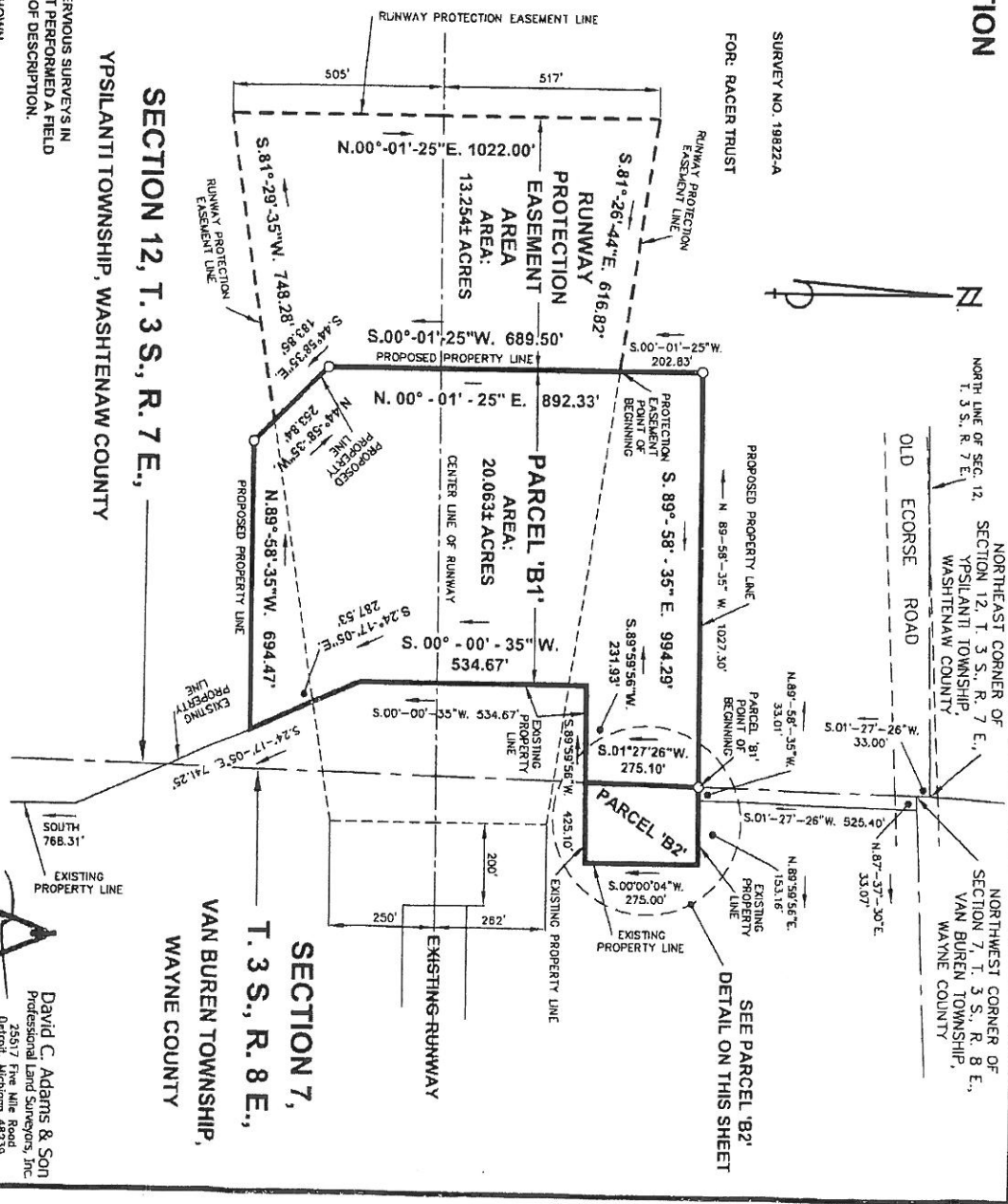
DRAWING OF DESCRIPTION NOTES

THIS DRAWING OF DESCRIPTIONS HAS BEEN PREPARED FROM OUR PREVIOUS SURVEYS IN THIS AREA AND FROM AVAILABLE MUNICIPAL RECORDS. WE HAVE NOT PERFORMED A FIELD SURVEY IN CONJUNCTION WITH THE PREPARATION OF THIS DRAWING OF DESCRIPTION.

EXISTING EASEMENTS AFFECTING THESE PARCELS HAVE NOT BEEN SHOWN.

YPSILANTI TOWNSHIP, WASHTENAW COUNTY

SECTION 12, T. 3 S., R. 7 E.,



VAN BUREN TOWNSHIP, WAYNE COUNTY

SECTION 7, T. 3 S., R. 8 E.,

David C. Adams & Son
Professional Land Surveyors, Inc.
25617 Five Mile Road
Detroit, Michigan 48239
Tel: 313-538-1222
Fax: 313-538-8438
www.DCASurvey.com

EXHIBIT 3

[HAZARDOUS WASTES / CONTAMINANTS / HAZARDOUS SUBSTANCES] ABOVE CRITERIA IN SOILS OR GROUNDWATER

[NOTE: This exhibit shall include a list of hazardous wastes or contaminants or hazardous substances which are over the applicable Part 201 criteria in soils and/or groundwater. Applicable Part 201 criteria are located in the Part 201 rules MAC R 299.5701 – R 299.5727.]

<u>CONTAMINANTS</u>	<u>CAS NUMBER</u>	<u>APPLICABLE CRITERIA (ppb)</u>
Aluminum	7429905	50 (DW) ¹
Iron	7439896	300 (DW) ¹
Manganese	7439965	50 (DW) ¹
Mercury	Varies	0.0013 (GSI) ¹
Vanadium	7440622	4.5 (DW) ¹
Arsenic	7440382	4.6 (DW & GSI protection) ¹
		7.6 (soil direct contact)
Manganese	7439965	1,000 (DW protection) ¹
		130,000 (GSI protection) ¹
Selenium	7782492	400 (GSI protection) ¹

Notes

¹Below Site Specific Background levels

DW – drinking water

GSI - groundwater surface water interface

EXHIBIT 4

DESCRIPTION OF ALLOWABLE USES

Nonresidential Land Use: This land use is characterized by any use which is not residential in nature and is primarily characterized by industrial and commercial uses. Industrial uses typically involve manufacturing operations engaged in processing and manufacturing of materials or products. Other examples of industrial uses are utility companies, industrial research and development, and petroleum bulk storage. Commercial uses include any business or income-producing use such as commercial warehouses, lumber yards, retail gas stations, auto dealerships and service stations, as well as office buildings, banks, and medical/dental offices (not including hospitals). Commercial uses also include retail businesses whose principal activity is the sale of food or merchandise within an enclosed building and personal service establishments which perform services indoors such as health clubs, barber/beauty salons, photographic studios, etc.

Any residential use is specifically prohibited from the non-residential land use category. This would include the primary use of the property for human habitation and includes structures such as single family dwellings, multiple family structures, mobile homes, condominiums, and apartment buildings. Residential use is also characterized by any use which is intended to house, educate, or provide care for children, the elderly, the infirm, or other sensitive populations, and therefore could include day care centers, educational facilities, hospitals, elder care facilities, and nursing homes. The use of any accessory building or portion of an existing building as a dwelling unit permitted for a proprietor or storekeeper and their families, located in the same building as their place of occupation, or for a watchman or caretaker is also prohibited. Any authority that allows for residential use of the Property as a legal non-conforming use is also restricted per the prohibitions contained in this restrictive covenant.