



RAILROAD COMMISSION OF TEXAS OIL AND GAS DIVISION

14 July 2017

Ms. Carmen Pearson, P.E.
Wharton Retail, Ltd.
1520 Oliver Street
Houston, Texas 77007

RE: Certificate of Completion with Restrictions
±8-Acre Fannin Property
(Formerly the MIS of Texas RRC VCP Site 1)
South of Holmes Road along Fannin Street
Houston, Harris County, Texas
Voluntary Cleanup Program (VCP) No. 03-70011

Dear Ms. Pearson:

Staff of the Railroad Commission of Texas (RRC) Voluntary Cleanup Program (VCP) is pleased to enclose a Certificate of Completion (COC) with restrictions for the above-referenced ±8-acre VCP property (Site). The Site is located approximately 1,600 feet south of the intersection of Holmes Road and Fannin Street in Houston, Harris County, Texas, and is located within an area formerly known as the Pierce Junction Oil Field. This certificate of completion only applies to oil and gas waste under the regulation of the RRC. The following reports were reviewed for this Site:

- *Phase I Environmental Site Assessment (ESA), ±45 Acres of the MIS of Texas Property within the Former Pierce Junction Oil Field, Southwest Corner of Fannin Street and Holmes Road, Houston, Harris County, Texas, dated November 25, 2002.*
- *Summary of Additional Investigation Activities, MIS of Texas RRC VCP Site 1, RRCE VCP No. 03-30004, Houston, Harris County, Texas, dated November 20, 2003.*
- *Project Summary and Response to the RRC December 19, 2003, Letter, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, Houston, Harris County, Texas, dated March 16, 2004.*
- *Summary of Additional Assessment Activities, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, Houston, Harris County, Texas, dated June 18, 2004.*

- *Chlorides Issue, MIS of Texas RRC VCP Site 1, VCP No. 03-30004, Houston, Harris County, Texas, dated August 27, 2004.*
- *Response to RRC VCP Letter dated September 16, 2004, dated October 28, 2004.*
- *Phase I ESA, ±20 Acre MIS Site, Fannin/610 Business Park, Houston, Harris County, Texas, dated June 10, 2005.*
- *Pipeline Removal Activities, ±20 Acre MIS Site, Fannin/610 Business Park, Harris County, Texas, dated September 15, 2005.*
- *Soil Response Action Report, ±20 Acre MIS Site, Fannin/610 Business Park, Houston, Harris County, Texas, dated May 18, 2006.*
- *Wetlands Assessment, ±53 Acres, 5 Tracts, Fannin Street, Houston, Harris County, Texas 77045, dated May 14, 2007.*
- *Site Investigation and Data Screening Evaluation Report, ±8-Acre Fannin Street Property, South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated February 12, 2010.*
- *Response Action Plan (RAP), ±8-Acre Fannin Street Property, South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated February 12, 2010.*
- *Response to RRC Comment Letter dated April 15, 2010, Site Investigation and Data Screening Evaluation Report/RAP, ±8-Acre Fannin Street Property (Formerly the MIS of Texas RRC VCP Site 1), South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated July 9, 2015.*
- *Revised RAP, ±8-Acre Fannin Street Property, South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated July 9, 2015.*
- *Response to RRC Comment Letter dated October 23, 2015, ±8-Acre Fannin Street Property (Formerly the MIS of Texas RRC VCP Site 1), South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated January 26, 2016.*
- *Response action Completion Report (RACR), ±8-Acre Fannin Property, South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated July 7, 2016.*

The following summary of the Site cleanup is provided below.

History of Site

The Site is bounded to the north by undeveloped land identified as RRC-VCP No. 03-70010 (previously known as RRC-VCP No. 03-30004 with commercial/industrial RRC-VCP closure obtained on May 2, 2005); to the south by the Gulf Coast Regional Blood Center – Mobile Operations Center; to the east by Fannin Street followed by undeveloped property identified as RRC-VCP No. 03-70009; and to the west by undeveloped property.

This Site was accepted into the RRC VCP in August 2007. While referred to as the ±8-Acre Fannin Property, the Site comprises 10.89 acres of undeveloped land that was historically developed for oil and gas exploration as part of the Pierce Junction Oil Field. The Phase I ESAs identified at least one former reserve pit, one former drilling mud pit, two former tank batteries, two underground pipelines, four oil wells, and two wells drilled as dry holes on the Site. Production was reported for wells on the Site from 1928 through 1991. Extensive oil and gas exploration production activities were also identified on adjoining properties to the north, south, and east of the Site.

In January 2015, a geophysical survey was completed at the Site to physically locate historical oil wells at the Site. Based on RRC data and maps, four oil wells located at the Site were plugged and abandoned. Two of the wells were reported as dry holes with no plugging records filed with the RRC. Magnetic anomalies identified during the geophysical survey were subsequently unearthed; however, none of the reported oil or gas wells were positively identified.

Soil Assessment

Soil samples were collected from the Site between January 2000 and September 2014. Soil samples were collected from the intervals exhibiting the highest organic vapor readings, immediately above the groundwater interface, and intervals exhibiting aesthetic impacts, such as odors or staining. Elevated photoionization (PID) readings and strong odors were observed near the former tank batteries. Soil samples were analyzed for benzene, toluene, ethylbenzene, and total xylenes (BTEX), total petroleum hydrocarbons (TPH), polycyclic aromatic hydrocarbons (PAHs), Resource Conservation and Recovery Act (RCRA) 8 metals (i.e. arsenic, barium, cadmium, chromium, lead, mercury, selenium, and silver), and/or chloride.

Arsenic, barium, cadmium, lead, mercury, selenium, and silver exceeded their Texas Risk Reduction Program (TRRP) Tier 1 Residential soil-to-groundwater ($^{GW}Soil_{Ing}$) Protective Concentration Levels (PCLs) and/or Texas-Specific Background Concentrations. Tier 2 $^{GW}Soil_{Ing}$ PCLs were calculated for these metals using site-specific pH values. All detected metals concentrations were below their Tier 2 $^{GW}Soil_{Ing}$ PCLs except for arsenic, barium, lead, and selenium. None of the detected metals exceeded their Tier 1 total-soil-combined ($^{Tot}Soil_{Comb}$) PCLs except for lead in one soil sample collected near a former landfarm cell, which exceeded the lead concentration of 500 milligrams per kilogram (mg/kg) for the $^{Tot}Soil_{Comb}$ pathway.

Benzene exceeded its Tier 1 ^{GW}Soil_{Ing} PCL of 0.026 mg/kg in soil samples collected near the former tank batteries. TPH in two soil samples collected near the former tank batteries exceeded the calculated site-specific total TPH concentration of 9,842 mg/kg for the ^{Tot}Soil_{Comb} pathway. No other chemicals of concern were detected in soil on the Site at concentrations exceeding their ^{GW}Soil_{Ing} or ^{Tot}Soil_{Comb} PCLs.

Additionally, chloride was detected in soil samples collected throughout the Site at concentrations exceeding the delineation criteria of 3,000 mg/kg suggested in the RRC's *Field Guide for the Assessment and Cleanup of Produced Water Releases (Draft)*. However, chloride impacts in soil at the Site are considered regional.

Soil Vapor Assessment

Soil vapor samples were collected from the Site in April 2005 and analyzed for carbon dioxide, methane, ethane, propane, butane, and pentane. Elevated levels of methane were identified in areas of the Site that are poorly-drained and known to contain standing water. The elevated methane levels are attributed to biogenic methane that developed in the poorly-drained areas and, to a lesser extent, the biodegradation of historical crude oil spills on the Site. No vapor concentrations were identified in soil at the Site that required a response action. However, to be proactive and address any possible hydrocarbon degradation in areas exhibiting methane soil vapor concentrations, an Institutional Control will be placed on the Site requiring the current and all future property owner(s) install a vapor barrier beneath any future buildings or structures constructed on three specific areas of the Site (see Exhibit "B").

Groundwater Assessment

Four permanent monitoring wells (one of which was a replacement well) and two temporary monitoring wells were installed on the Site. The uppermost groundwater-bearing unit (GWBU) was encountered at depths ranging from 12 to 50 feet below ground surface (ft-bgs). The groundwater flow direction at the Site is to the southwest.

Groundwater was analyzed for BTEX, TPH, RCRA 8 metals, chloride, and/or total dissolved solids (TDS). BTEX, TPH, RCRA 8 metals, and chloride were detected in groundwater. Of these, benzene, TPH, arsenic, barium, cadmium, chromium, lead, and selenium historically exceeded their Tier 1 groundwater-ingestion (^{GW}GW_{Ing}) PCLs. Arsenic at <0.0325 milligrams per liter (mg/l), benzene at 0.0625 mg/l, and TPH (C₁₂ to C₂₈ carbon range) at 2.10 mg/L exceed their ^{GW}GW_{Ing} PCLs in one monitoring well (MW-9A) located near the former drilling mud pit. Barium at 3.13 mg/l also exceeds its ^{GW}GW_{Ing} PCL in one monitoring well (MW-5) located near the former tank batteries.

Chloride concentrations exceed the Texas Secondary Drinking Water Standard of 300 mg/l in three monitoring wells. Chloride concentrations exceed the Texas Secondary Drinking Water Standard at the Site range from 6,420 mg/l to 23,200 mg/l, with the highest chloride concentration measured in monitoring well MW-5 located near the former tank batteries. According to groundwater sampling data, the concentrations of chloride appear to be stable.

Remedial Action

Soil exhibiting concentrations of total TPH exceeding its site-specific $TotSoil_{Comb}$ PCL (9,842 mg/kg) and concentrations of lead exceeding its Tier 1 $TotSoil_{Comb}$ PCL (500 mg/kg) were excavated in May 2016. A total of approximately 260 cubic yards (loose volume) of affected soils were excavated and transported off-site for disposal/recycling. The excavations were backfilled with native (un-impacted) soil from an off-site location.

Soil at the Site was deemed to be protective of residential use. An Institutional Control document with the following provisions was filed in the Harris County Clerk's Office on 4 April 2017. The document is filed as 2017-152454 and includes the following limitations:

1. Use of the groundwater beneath the Affected Property described in Exhibit "A" shall not be allowed except for monitoring purposes.
2. Vapor barriers will be installed beneath any future buildings or structures constructed on three areas of the Affected Property described in Exhibit "B".
3. Penetration or excavation of the impacted soil and/or groundwater zones for any purpose shall only be conducted in such a manner as to prevent the migration or release of contaminants to any other zone or media and to prevent uncontrolled exposure to human and ecological receptors.
4. These restrictions shall be a Covenant running with the land.

On behalf of the staff of the Railroad Commission of Texas, I would like to thank you for your participation in the Voluntary Cleanup Program. Should you have questions regarding this letter, you may contact Ashley Correll at 512-463-3384 or ashley.correll@rrc.texas.gov.

Sincerely



Ashley Correll, R.G.
Voluntary Cleanup Program

Enclosure: VCP Certificate of Completion with Restrictions

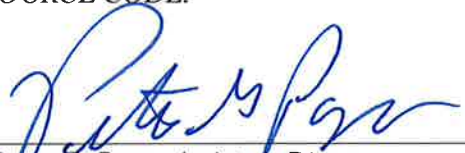
cc: Pete Fisher, Assistant Director, District 3 RRC Office, Houston, Texas (via email)
Brian Weaver, SKA Consulting, L.P., Houston, Texas (via email)
VCP Reading File

**VOLUNTARY CLEANUP PROGRAM
FINAL CERTIFICATE OF COMPLETION
RELYING ON INSTITUTIONAL CONTROLS**

As provided for Chapter 91, Subchapter 0, Texas Natural Resource Code.

I, PETER G. POPE, ASSISTANT DIRECTOR OF THE SITE REMEDIATION SECTION, OIL AND GAS DIVISION, RAILROAD COMMISSION OF TEXAS, CERTIFY UNDER CHAPTER 91, SUBCHAPTER 0, TEXAS NATURAL RESOURCE CODE, THAT NECESSARY RESPONSE ACTIONS HAVE BEEN COMPLETED FOR VOLUNTARY CLEANUP PROGRAM SITE VCP NO.03-70011 FOR THE TRACT OF LAND DESCRIBED IN EXHIBIT "A", BASED ON THE AFFIDAVIT OF COMPLETION OF RESPONSE ACTION, EXHIBIT "B" AND WHICH ARE FURTHER DESCRIBED IN THE APPROVED FINAL REPORT FOR THE SITE. THE APPLICANT WAS NOT A RESPONSIBLE PARTY UNDER SECTION 91.113. ON THE DATE OF ISSUANCE OF THIS CERTIFICATE THE APPLICANT IS QUALIFIED TO OBTAIN THE PROTECTION FROM LIABILITY PROVIDED BY CHAPTER 91, SUBCHAPTER 0, TEXAS NATURAL RESOURCE CODE.

EXECUTED on 13 July 2017

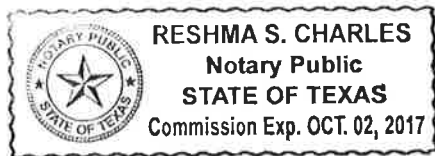

Peter G. Pope, Assistant Director
Site Remediation Section

STATE OF Texas

COUNTY OF Travis

BEFORE ME, personally appeared Peter G. Pope, Assistant Director, Site Remediation Section, of the Railroad Commission of Texas, known to me to be the person and agent of said commission whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 13th Day of July 2017.



Notary without Bond


Notary Public in and for the State of Texas

EXHIBIT "A"
RAILROAD COMMISSION OF TEXAS
VOLUNTARY CLEANUP PROGRAM
LEGAL DESCRIPTION 10.89-ACRE TRACT

VCP No. 03-70011

10.89 Acre Tract (474,638 square foot)
METES & BOUNDS DESCRIPTION

See

A tract of land containing 10.89 acres (474,638 square feet) being out of Unrestricted Reserve "A" of Fannin/610 Business Park Section 1, recorded under Film Code No. 547227 of the Harris County Map Records (H.C.M.R.) and being out of Unrestricted Reserve "A" Fannin/610 Business Park Section 2 recorded under Film Code No. 612028 (H.C.M.R.) located in the James Hamilton Survey, Abstract No. 885, Harris County, Texas, said 10.89 Acre Tract (474,638 square feet) being more particularly described by metes and bounds as follows;

Beginning at a 5/8 inch iron rod found in the West Right-Of-Way (R.O.W.) line of Fannin Street, (100 feet), recorded under Harris County Clerks File (H.C.C.F.) No. R329686, common with the East line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, said point being the Northeast corner of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, the Southeast corner of said Unrestricted Reserve "A" Fannin/610 Business Park Section 1 and the beginning of a curve concave to the northwest;

Thence 319.68 feet along said West Right-of-Way (R.O.W.) and said curve concave to the northwest, having a radius of 1950.13 feet, a delta angle of 09 deg 23 min 32 sec, and a chord bearing and distance of South 26 deg 21 min 11 sec West, 319.32 feet to a point on said West Right-Of-Way (R.O.W.) line of Fannin Street, (100 feet), common with the East line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, said point being an angle point of herein described tract;

Thence South 31 deg 03 min 02 sec West, along said West Right-Of-Way (R.O.W.) line of Fannin Street, (100 feet), common with the East line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, a distance of 361.77 feet to a point from which a found 5/8 inch iron with cap bearing North, 0.5 feet, said point being the northeast corner of a tract of land described to Gulf Coast Regional Blood Center recorded under File No. 20070061407 (H.C.C.F.) and the southeast corner of herein described tract;

Thence North 58 deg 57 min 04 sec West, along the North line of said Gulf Coast Regional Blood Center Tract, a distance of 654.58 feet to a point for which a found 5/8 inch iron rod bears North 27 deg East, 0.7 feet, said point being an interior corner of herein described tract;

Thence South 58 deg 24 min 40 sec West, a distance of 59.44 feet to a point for corner of herein described tract;

Thence South 58 deg 55 min 27 sec West, a distance of 233.84 feet to a point for corner of herein described tract;

Thence South 89 deg 18 min 03 sec West, a distance of 124.61 feet to a point on the West line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, being also the southwest corner of herein described tract;

Thence North 02 deg 39 min 47 sec west, a distance of 414.39 feet to the Northwest corner of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, common with the Southwest corner of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 1 and herein Northwest corner of herein described tract;

Thence North 87° 20' 16" East with the North line of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 2, common with the South line of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 1 and the herein described tract, a distance of 528.76 feet to a point in the East line of a called 17.81 Acres tract as set forth in H.C.C.F. No. 200602333, for the Southwest corner of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 1 and herein described tract of land;

Thence North along a West line of herein described tract, common with a West line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, a distance of 162.91 feet to a point for corner and an interior corner of herein described tract of land;

Thence East along the North line of the herein described tract, common with the North line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, a distance of 200.78 feet to a point for corner being an interior corner of herein described tract of land;

Thence South, a distance of 153.57 feet to a point on the North line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, common with the South line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 1, said point being an interior corner of herein described tract of land;

Thence North 87° 20' 10" East, along the North line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, common with the South line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 1, a distance of 538.64 feet to the Point of Beginning of the herein described tract, containing 10.89 Acres (474,638 Square Feet).

- 1.) THIS FIELD NOTE DESCRIPTION IS PART OF THE PLAT OF SAME DATE. (PLAT BEING PAGE 1 OF 2),
- 2.) THIS FIELD NOTE DESCRIPTION VALID FOR THIS TRANSACTION ONLY.
- 3.) THE SQUARE FOOTAGE AND ACREAGE VALUES SHOWN HEREON ARE MATHEMATICAL VALUES CALCULATED FROM THE BOUNDARY DATA SHOWN HEREON. THESE VALUES IN NO WAY REPRESENT THE PRECISION OF CLOSURE OF THIS SURVEY OR THE ACCURACY OF BOUNDARY MONUMENTS FOUND OR SET.



LISA M. DOBROWSKI, R.P.LS. No. 6544
Job No. GTLV 1476-13
PAGE 2 OF 2

9/20/2016



GLOBAL SURVEYORS, INC.
10401 WESTOFFICE DRIVE
HOUSTON, TEXAS 77042
(P)713-667-0800
TBPLS#10115912

EXHIBIT "B"
RAILROAD COMMISSION OF TEXAS
VOLUNTARY CLEANUP PROGRAM
AFFIDAVIT OF COMPLETION

VCP No. 03-70011

EXHIBIT "B"
RAILROAD COMMISSION OF TEXAS
VOLUNTARY CLEANUP PROGRAM
AFFIDAVIT OF COMPLETION OF RESPONSE ACTION
AND INSTITUTIONAL CONTROLS

I, Ross Wang, representing Wharton Retail, Ltd., have completed the necessary response actions, pursuant to Chapter 91, Subchapter O, Texas Natural Resource Code, at a 10.89 acre tract of land described in Exhibit "A" (Site) of this certificate pertaining to Voluntary Cleanup Program (VCP) No. 03-70011 located in Houston, Harris County, Texas. The applicant has submitted and received approval from the Railroad Commission of Texas (RRC) on all plans and reports required by the Voluntary Cleanup Agreement. The plans and reports were prepared using a prudent degree of inquiry of the Site consistent with accepted industry standards to identify all contaminants, waste and contaminated media of regulatory concern. The response actions for the site have achieved response action levels as determined by the standards of the RRC and remain protective as long as the following controls are maintained:

1. Use of the Affected Property shall be allowed for residential land use, as defined by this Covenant.
2. Use of the groundwater beneath the Affected Property described in Exhibit "A" shall not be allowed except for monitoring purposes.
3. Vapor barriers will be installed beneath any future buildings or structures constructed on three areas of the Affected Property described in Exhibit "B".
4. Penetration or excavation of the impacted soil and/or groundwater zones for any purpose shall only be conducted in such a manner as to prevent the migration or release of contaminants to any other zone or media and to prevent uncontrolled exposure to human and ecological receptors.
5. These restrictions shall be a Covenant running with the land.

These restrictions were filed in the Harris County Clerk's office on April 10, 2017, Document RP-2017-152454 (Attachment 1). The response actions eliminate substantial present or future risk to public health and safety and to the environment from releases and threatened releases of contaminants at or from the Site. The Applicant has not acquired this certificate of completion by fraud, misrepresentation, or knowing failure to disclose material information. Further information concerning the response actions at this Site may be found in the final report at the central office of the RRC filed under VCP 03-70011.

The preceding is true and correct to the best of my knowledge and belief.

Applicant

By: _____

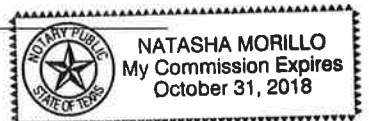
Print Name: _____

STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, personally appeared Ross Wang,
known to me to be the person and agent of said commission whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day of April 2017.

Notary Public in and for the State of Texas



Attachment 1
Environmental Restrictive Covenant
Document RP-2017-152454
Harris County, Texas

16
Restr
1

**RAILROAD COMMISSION OF TEXAS
ENVIRONMENTAL RESTRICTIVE COVENANT**

STATE OF TEXAS §

COUNTY OF HARRIS §

This Restrictive Covenant is filed pursuant to the authority of the Railroad Commission of Texas (Commission) to control and clean up pollution caused by activities over which the Commission exercises jurisdiction in accordance with Section 91.113 of the Texas Natural Resource Code, and affects the real property (**Affected Property**) described as follows:

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Wharton Retail, Ltd. is the current Owner of the **Affected Property** and premises, and appurtenances thereto, located within the City of Houston, Harris County, Texas, consisting of a ±10.89-Acre Tract out of the James Hamilton (D. White) Survey, Abstract No. 885 in Harris County, Texas, according to deed recorded under Film Code Number 547227 of the Harris County Map Records in the office of the Harris County Clerk, Harris County, Texas, with a metes and bounds description as more fully described on **Exhibit A**, which exhibit is attached hereto and incorporated herein.

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Soil and groundwater on the **Affected Property** are affected by a certain identified chemical of concern.

This restrictive covenant is required for the following reasons:

The **Affected Property** is an undeveloped tract of land that was historically utilized for oil and/or gas exploration and production (E&P) activities as part of the Pierce Junction Oil Field. Chemicals of concern (specifically chloride in soil and arsenic, barium, benzene, chloride, and total petroleum hydrocarbons [TPH] in groundwater) attributable to the former oil and/or gas E&P production activities impacted soil and groundwater on the **Affected Property**, and an environmental investigation and response action was required in accordance with Commission regulations. Wharton Retail, Ltd. performed the response action to characterize and remediate the chemicals of concern. The response action was performed in such a manner that the following chemicals of concern at the following maximum levels at the time of Restrictive Covenant filing were left in soil and groundwater: chloride at 10,900 parts per million (ppm) in soil; and arsenic at <0.0325 ppm, barium at 3.13 ppm, benzene at 0.0652 ppm, chloride at 23,200 ppm, and TPH at 2.10 ppm in groundwater. The investigation, assessment, remediation, and analytical data are contained in the following reports and/or documents:

- i. *Phase I Environmental Site Assessment & Phase II Assessment, ±45-Acres of the MIS of Texas Property Within the Former Pierce Junction Oil Field, Southwest Corner of Fannin Street and Holmes Road, Houston, Harris County, Texas, dated November 25, 2002.*
- ii. *Summary of Additional Assessment Activities, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, Houston, Harris County, Texas, dated April 15, 2003.*
- iii. *Summary of Additional Assessment Activities, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, Houston, Harris County, Texas, dated November 20, 2003.*
- iv. *Project Summary and Response to RRC December 19, 2003 Letter, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, Houston, Harris County, Texas, dated March 16, 2004.*

- v. *Summary of Additional Assessment Activities, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, Houston, Harris County, Texas, dated June 18, 2004.*
- vi. *Chlorides Issue, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, Houston, Harris County, Texas, dated August 27, 2004.*
- vii. *Response to RRC VCP Letter dated September 16, 2004, dated October 28, 2004.*
- viii. *Final Site Characterization and Response Action Report, MIS of Texas RRC VCP Site 1, RRC VCP No. 03-30004, dated March 1, 2005.*
- ix. *Phase I Environmental Site Assessment, ±20 Acre MIS Site, Fannin/610 Business Park, Houston, Harris County, Texas, dated June 10, 2005.*
- x. *Pipeline Removal Activities, ±20 Acre MIS Site, Fannin/610 Business Park, Harris County, Texas, dated September 15, 2005.*
- xi. *Soil Response Action Report, ±20 Acre MIS Site, Fannin/610 Business Park, Houston, Harris County, Texas, dated May 18, 2006.*
- xii. *Site Investigation and Data Screening Evaluation Report, ±8-Acre Fannin Property, South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated February 10, 2010.*
- xiii. *Response Action Plan, ±8-Acre Fannin Property, South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated February 12, 2010.*
- xiv. *Revised Response Action Plan, ±8-Acre Fannin Property, South of Holmes Road Along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated July 9, 2015.*
- xv. *Response to May 12, 2010 Comment Letter, ±23.88-Acre Fannin Street Property (Formerly the MIS of Texas RRC VCP Site 1), Houston, Harris County, Texas; RRC VCP No. 03-70010, dated June 27, 2012.*
- xvi. *Response to RRC Comment Letter dated April 15, 2010, Site Investigation and Data Screening Evaluation Report/Response Action Plan, ±8-Acre Fannin Property (Formerly the MIS of Texas RRC VCP Site 1), South of Holmes Road along Fannin Street, Houston Harris County, Texas, RRC VCP No. 03-70011, dated July 9, 2015.*
- xvii. *Response to RRC Comment Letter dated October 23, 2015, ±8-Acre Fannin Property (Formerly the MIS of Texas RRC VCP Site 1), South of Holmes Road along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated January 26, 2016.*
- xviii. *Response Action Completion Report (RACR), ±8-Acre Fannin Property, South of Holmes Road along Fannin Street, Houston, Harris County, Texas, RRC VCP No. 03-70011, dated July 7, 2016.*

Copies of these reports may be obtained from SKA Consulting, L.P., 1888 Stebbins Drive, Suite 100, Houston, Texas 77043, and from the RRC under VCP Nos. 03-30004 and 03-70011.

The response action has been approved by the Commission based on presumption that groundwater beneath the **Affected Property** will not be used for any purposes except monitoring. The Commission has determined that the **Affected Property** currently meets standards for residential land use. Based on information contained in the reports identified above, the chemical of concern poses no significant present risk to humans or the environment based on residential land use. With the filing of this document, the Commission does not require any further remediation of the **Affected Property** as long as groundwater is not used for any purpose except monitoring.

For purposes of this restrictive covenant, the term "residential use" means use for dwellings such as single family houses and multi-family apartments, children's homes, nursing homes, residential portions of government-owned lands (local, state, or federal), day care facilities, educational facilities, hospitals, residential portions of ranch and farm land, and parks (local, state, or federal).

This restrictive covenant is necessary to assure that all present and future owners of the **Affected Property** are aware of its condition and do not use the **Affected Property** in any manner inconsistent with this restrictive covenant. If any person desires to use the **Affected Property** in any manner inconsistent with the restrictions described in this covenant, the Commission must be notified at least 60 days in advance of such use. Additional response action contemplating a change in land use or the size of the assumed exposure area may be necessary. The additional response action must be approved by the Commission and completed prior to commencement of the new use of the **Affected Property**.

In consideration of the Response Actions leading to final approved remediation of the **Affected Property**, the Owners of the **Affected Property** have agreed to place the following restrictions on the **Affected Property** in favor of the Commission and the State of Texas. Now therefore, in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the following restrictive covenants in favor of the Commission and the State of Texas are placed on the **Affected Property** described in Exhibit "A" and Exhibit "B", to-wit:

1. Use of the groundwater beneath the **Affected Property** described in Exhibit "A" shall not be allowed except for monitoring purposes.
2. Penetration or excavation of the impacted soil and/or groundwater zones for any purpose shall only be conducted in such a manner as to prevent the migration or release of contaminants to any other zone or media and to prevent uncontrolled exposure to human and ecological receptors.
3. Vapor barriers will be installed beneath any future buildings or structures constructed on three areas of the **Affected Property** described in Exhibit "B".
4. These restrictions shall be a Covenant running with the land.

For additional information, contact:

Railroad Commission of Texas
Voluntary Cleanup Program
P. O. Box 12967
1701 N. Congress
Austin, Texas 78711-2967

Railroad Commission of Texas Voluntary Cleanup Program Application Nos. 03-30004 and 03-70011. As of the date of this Covenant, the record owner of fee title to the Property is Wharton Retail, Ltd. with an address of 1520 Oliver Street, Suite 202, Houston, Texas 77007.

This Covenant may be rendered of no further force or effect only by a release executed by the Commission and filed in the same Real Property Records as those in which this Restrictive Covenant is filed.

Executed this 4th day of Jan, 2017

Wharton Retail, Ltd

Signature: [Signature]

Printed Name: ROSS WANG

Title: Vice President

STATE OF TEXAS
HARRIS COUNTY

BEFORE ME, on this the 4th day of January, 2017 personally appeared ROSS WANG, Vice President known to me to be the person whose name is subscribed to the foregoing instrument, and they acknowledged to me that they executed the same for the purposes and in the capacity herein expressed.

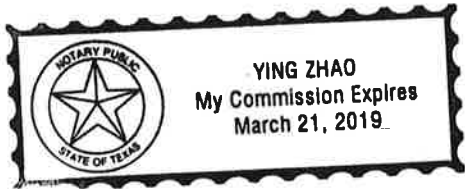
GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 4th day of Jan, 2017

Signature: [Signature]

Notary Public in and for the State of Texas

County of Harris

My Commission Expires: 03/21/2019



Accepted as Third Party Beneficiary this 21st day of March, 2017.

Railroad Commission of Texas

By: *Adam Goodlett*

Name: Adam Goodlett

Title: Attorney

STATE OF TEXAS
TRAVIS COUNTY

BEFORE ME, on this the 21st day of March, 2017 personally appeared Adam Goodlett, Staff Attorney on behalf of the Site Remediation Section of the Oil and Gas Division of the Railroad Commission of Texas, known to me to be the person whose name is subscribed to the foregoing instrument, and they acknowledged to me that they executed the same for the purposes and in the capacity herein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 21st day of March, 2017

Signature: *Reshma Charles*

Notary Public in and for the State of Texas

County of Travis

My Commission Expires: October 2, 2017

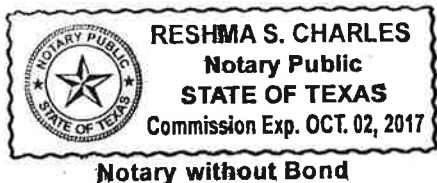


Exhibit A

10.89 Acre Tract (474,638 square foot)
METES & BOUNDS DESCRIPTION

A tract of land containing 10.89 acres (474,638 square feet) being out of Unrestricted Reserve "A" of Fannin/610 Business Park Section 1, recorded under Film Code No. 547227 of the Harris County Map Records (H.C.M.R.) and being out of Unrestricted Reserve "A" Fannin/610 Business Park Section 2 recorded under Film Code No. 612028 (H.C.M.R.) located in the James Hamilton Survey, Abstract No. 885, Harris County, Texas, said 10.89 Acre Tract (474,638 square feet) being more particularly described by metes and bounds as follows;

Beginning at a 5/8 inch iron rod found in the West Right-Of-Way (R.O.W.) line of Fannin Street, (100 feet), recorded under Harris County Clerks File (H.C.C.F.) No. R329686, common with the East line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, said point being the Northeast corner of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, the Southeast corner of said Unrestricted Reserve "A" Fannin/610 Business Park Section 1 and the beginning of a curve concave to the northwest;

Thence 319.68 feet along said West Right-of-Way (R.O.W.) and said curve concave to the northwest, having a radius of 1950.13 feet, a delta angle of 09 deg 23 min 32 sec, and a chord bearing and distance of South 26 deg 21 min 11 sec West, 319.32 feet to a point on said West Right-Of-Way (R.O.W.) line of Fannin Street, (100 feet), common with the East line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, said point being an angle point of herein described tract;

Thence South 31 deg 03 min 02 sec West, along said West Right-Of-Way (R.O.W.) line of Fannin Street, (100 feet), common with the East line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, a distance of 361.77 feet to a point from which a found 5/8 inch iron with cap bearing North, 0.5 feet, said point being the northeast corner of a tract of land described to Gulf Coast Regional Blood Center recorded under File No. 20070061407 (H.C.C.F.) and the southeast corner of herein described tract;

Thence North 58 deg 57 min 04 sec West, along the North line of said Gulf Coast Regional Blood Center Tract, a distance of 654.58 feet to a point for which a found 5/8 inch iron rod bears North 27 deg East, 0.7 feet, said point being an interior corner of herein described tract;

Thence South 58 deg 24 min 40 sec West, a distance of 59.44 feet to a point for corner of herein described tract;

Thence South 58 deg 55 min 27 sec West, a distance of 233.84 feet to a point for corner of herein described tract;

Thence South 89 deg 18 min 03 sec West, a distance of 124.61 feet to a point on the West line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, being also the southwest corner of herein described tract;

Thence North 02 deg 39 min 47 sec west, a distance of 414.39 feet to the Northwest corner of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, common with the Southwest corner of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 1 and herein Northwest corner of herein described tract;

Thence North 87° 20' 16" East with the North line of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 2, common with the South line of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 1 and the herein described tract, a distance of 528.76 feet to a point in the East line of a called 17.81 Acres tract as set forth in H.C.C.F. No. 200602333, for the Southwest corner of said Unrestricted Reserve "A" of Fannin/610 Business Park Section 1 and herein described tract of land;

Thence North along a West line of herein described tract, common with a West line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, a distance of 162.91 feet to a point for corner and an interior corner of herein described tract of land;

Thence East along the North line of the herein described tract, common with the North line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, a distance of 200.78 feet to a point for corner being an interior corner of herein described tract of land;

Thence South, a distance of 153.57 feet to a point on the North line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, common with the South line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 1, said point being an interior corner of herein described tract of land;

Thence North 87° 20' 10" East, along the North line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 2, common with the South line of said Unrestricted Reserve "A" Fannin/610 Business Park Section 1, a distance of 538.64 feet to the Point of Beginning of the herein described tract, containing 10.89 Acres (474,638 Square Feet).

- 1.) THIS FIELD NOTE DESCRIPTION IS PART OF THE PLAT OF SAME DATE. (PLAT BEING PAGE 1 OF 2).
- 2.) THIS FIELD NOTE DESCRIPTION VALID FOR THIS TRANSACTION ONLY.
- 3.) THE SQUARE FOOTAGE AND ACREAGE VALUES SHOWN HEREON ARE MATHEMATICAL VALUES CALCULATED FROM THE BOUNDARY DATA SHOWN HEREON. THESE VALUES IN NO WAY REPRESENT THE PRECISION OF CLOSURE OF THIS SURVEY OR THE ACCURACY OF BOUNDARY MONUMENTS FOUND OR SET.



LISA M. DOBROWSKI, R.P.LS. No. 6544
Job No. GTLV 1476-13
PAGE 2 OF 2

9/20/2016



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HOUSTON, TEXAS 77042
(P)713-667-0800
TBPLS#10115912

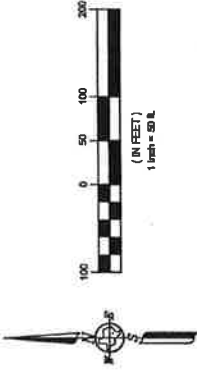
FANNIN STREET @ HOLMES ROAD

HOUSTON, HARRIS COUNTY, TEXAS 77015

W.W. SURVEYING COMPANY, L.P.
 1001 Westchase Drive, Suite 100, Houston, Texas 77036
 (713) 661-5948
 FROM REGISTRATION NO. 111500

1
2

PROPERTY INFORMATION
 CALCULATED BY: [REDACTED]
 DATE: [REDACTED]
 DRAWING INFORMATION
 DRAWING NO.: [REDACTED]
 DATE: [REDACTED]
 PROJECT INFORMATION
 PROJECT NO.: [REDACTED]
 DATE: [REDACTED]
 DRAWING INFORMATION
 DRAWING NO.: [REDACTED]
 DATE: [REDACTED]



LINE	LENGTH	BEARING
L1	58.44	S87°20'10" W
L2	154.81	S87°10'00" W

CURVE	LENGTH	CHORD BEARING	CHORD	DELTA
C1	318.68	S87°11'17" W	318.52	107°22'32"

- NOTES**
- ALL EASEMENTS AND BUILDING LINES SHOWN ARE PER THE RECORDED PLAT UNLESS OTHERWISE NOTED.
 - SUBJECT TO A DRAINAGE EASEMENT ON EACH SIDE OF THE CENTERLINE OF ALL NATURAL DRAINAGE COURSES.
 - ALL BUILDING LINES, EASEMENTS, BUILDING RESTRICTIONS (DEED RESTRICTIONS AND EASEMENTS) AND EASEMENTS TO BE SHOWN ON SUBJECT PROPERTY SHOULD BE VERIFIED PRIOR TO PLANNING AND/OR CONSTRUCTION.
 - SURFACE OR SUBSURFACE FAILINGS, HAZARDOUS WASTE, MINERAL RIGHTS, WETLAND DESIGNATION OR OTHER ENVIRONMENTAL ISSUES AND ARCHAEOLOGICAL ISSUES HAVE NOT BEEN ADDRESSED WITHIN THE SCOPE OF THIS SURVEY.
 - THIS SURVEY WAS PREPARED WITHOUT THE BENEFIT OF A TITLE REPORT AT THE REQUEST OF SKA CONSULTING L.P. AND MAY NOT SHOW ALL ENCUMBRANCES OF RECORD. THE OWNER AND/OR CONTRACTOR SHOULD VERIFY SUBJECT PROPERTY PRIOR TO STARTING CONSTRUCTION. THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH BY THE SURVEYOR. SURVEYOR RECOMMENDED THAT A CURRENT TITLE REPORT SHOULD HAVE BEEN OBTAINED.
 - A GROUND AND/OR AERIAL EASEMENT MAY EXIST ADJACENT TO ANY PART OF THIS SURVEY. THE SURVEYOR HAS NOT CONDUCTED A VISUAL AND EASEMENTS WITH APPLICABLE UTILITY COMPANIES PRIOR TO PLANNING AND/OR CONSTRUCTION.
 - BURIED UTILITIES HAVE NOT BEEN SHOWN. VERIFY ALL UTILITIES PRIOR TO CONSTRUCTION.
 - BEARINGS BASED ON TEXAS STATE PLANE COORDINATE SYSTEM SOUTH CENTRAL ZONE 420A.



THIS SURVEY IS VALID AND CORRECT TO THE DATE AND TIME INDICATED THEREON. THE SURVEYOR HAS NOT CONDUCTED A VISUAL AND EASEMENTS WITH APPLICABLE UTILITY COMPANIES PRIOR TO PLANNING AND/OR CONSTRUCTION.

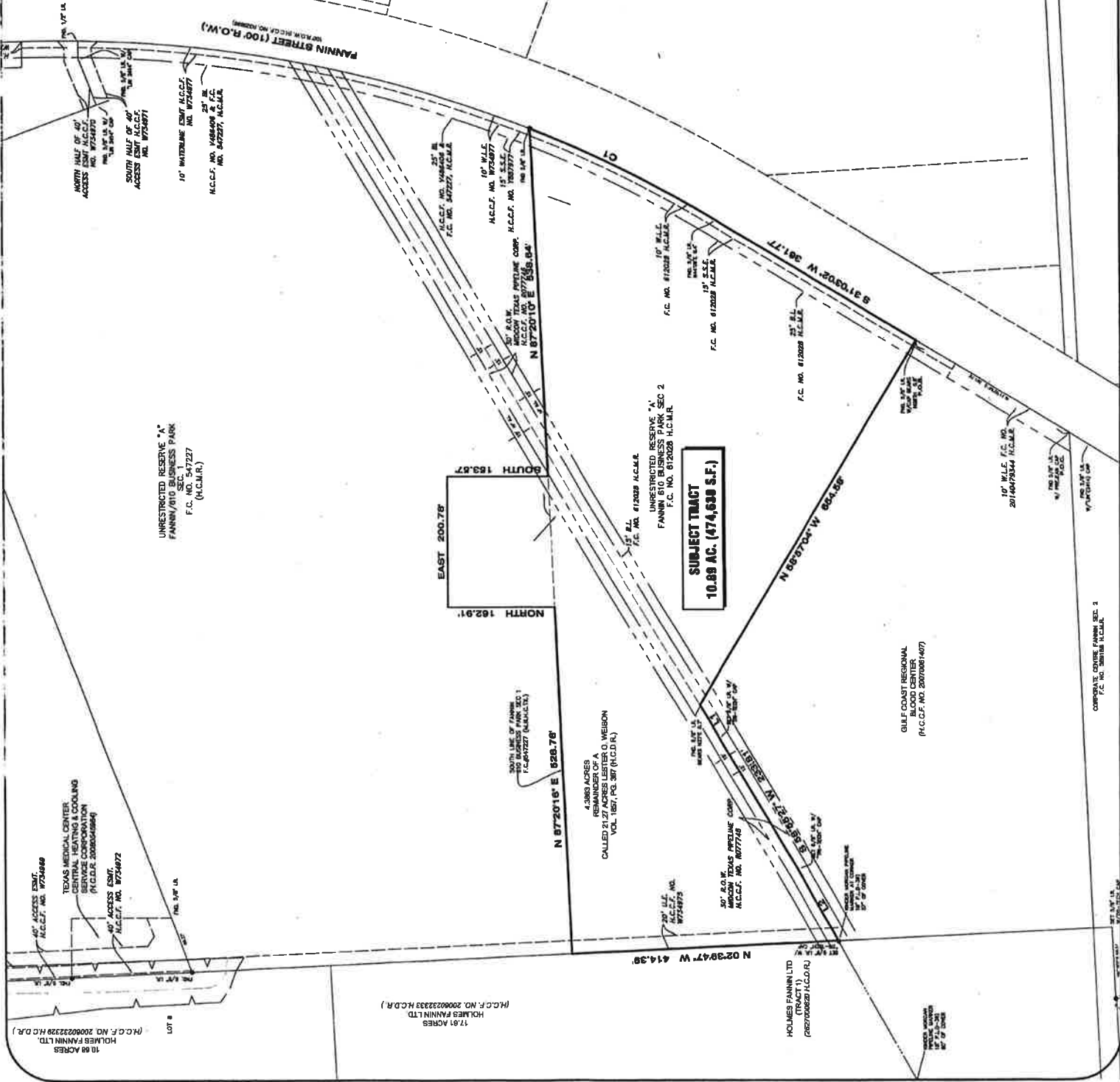


Exhibit B

Tract 1

A tract of land containing 15,368 square feet of land being situated entirely within Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2 recorded under Film Code No. 612028 in the Map Records of Harris County (H.C.M.R.), located in the James Hamilton Survey, Abstract No. 885, Harris County, and being more particularly described as follows:

Commencing at a found 5/8 inch iron rod located on the west right of way of Fannin street (100' row), said point the northeast corner of said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2, common with the Southeast corner of Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 1 recorded under Film Code No. 612028 (H.C.M.R.);

Thence South 75 deg 31 min 57 sec West, a distance of 198.59 feet across said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2 to the Point of Beginning of herein described tract;

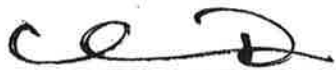
Thence South, a distance of 101.80 feet;

Thence West, a distance of 150.96 feet;

Thence North, a distance of 101.80 feet;

Thence East, a distance of 150.96 feet to the Point of Beginning, containing 15,368 square feet.

- 1.) THIS FIELD NOTE DESCRIPTION IS PART OF THE PLAT OF SAME DATE. (PLAT BEING PAGE 1 OF 2).
- 2.) THIS FIELD NOTE DESCRIPTION VALID FOR THIS TRANSACTION ONLY.
- 3.) THE SQUARE FOOTAGE AND ACREAGE VALUES SHOWN HEREON ARE MATHEMATICAL VALUES CALCULATED FROM THE BOUNDARY DATA SHOWN HEREON. THESE VALUES IN NO WAY REPRESENT THE PRECISION OF CLOSURE OF THIS SURVEY OR THE ACCURACY OF BOUNDARY MONUMENTS FOUND OR SET.



LISA M. DOBROWSKI, R.P.LS. No. 6544
Job No. GTLV 1476-13
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9/28/2016

Tract 2

A tract of land containing 2,919 square feet of land being situated entirely within Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2 recorded under Film Code No. 612028 in the Map Records of Harris County (H.C.M.R.), located in the James Hamilton Survey, Abstract No. 885, Harris County, and being more particularly described as follows:

Commencing at a found 5/8 inch iron rod located on the west right of way of Fannin street (100' row), said point the northeast corner of said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2, common with the Southeast corner of Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 1 recorded under Film Code No. 612028 (H.C.M.R.);

Thence South 87 deg 20 min 10 sec West, a distance of 411.99 feet along the North line of said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2, common with the South line of said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 1 to the Point of Beginning of herein described tract;

Thence South 01 deg 57 min 57 sec West, a distance of 30.37 feet;

Thence North 89 deg 59 min 06 sec West, a distance of 104.21 feet;

Thence North, a distance of 25.43 feet;

Thence North 87 deg 20 min 10 sec East, a distance of 150.36 feet to the Point of Beginning, containing 2,919 square feet.

- 1.) THIS FIELD NOTE DESCRIPTION IS PART OF THE PLAT OF SAME DATE. (PLAT BEING PAGE 1 OF 2).
- 2.) THIS FIELD NOTE DESCRIPTION VALID FOR THIS TRANSACTION ONLY.
- 3.) THE SQUARE FOOTAGE AND ACREAGE VALUES SHOWN HEREON ARE MATHEMATICAL VALUES CALCULATED FROM THE BOUNDARY DATA SHOWN HEREON. THESE VALUES IN NO WAY REPRESENT THE PRECISION OF CLOSURE OF THIS SURVEY OR THE ACCURACY OF BOUNDARY MONUMENTS FOUND OR SET.



LISA M. DOBROWSKI, R.P.L.S. No. 6544
Job No. GTLV 1476-13
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HOUSTON, TEXAS 77042
(P)713-667-0800
TBPLS#10115912

Tract 3

A tract of land containing 1,875 square feet of land being situated entirely within Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2 recorded under Film Code No. 612028 in the Map Records of Harris County (H.C.M.R.), located in the James Hamilton Survey, Abstract No. 885, Harris County, within the City of Houston, Harris County, Texas, and being more particularly described as follows:

Commencing at a found 5/8 inch iron rod located on the west right of way of Fannin street (100' row), said point the northeast corner of said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2, common with the Southeast corner of Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 1 recorded under Film Code No. 612028 (H.C.M.R.);

Thence South 87 deg 20 min 10 sec West, a distance of 538.64 feet along the North line of said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 2, common with the South line of said Unrestricted Reserve "A" of the Fannin 610 Business Park, Section 1;

Thence South, a distance of 16.79 feet to the Point of Beginning of herein described tract;

Thence South, a distance of 37.25 feet;

Thence West, a distance of 50.34 feet;

Thence North, a distance of 37.25 feet;

Thence East, a distance of 50.34 feet to the Point of Beginning, containing 1,875 square feet.

- 1.) THIS FIELD NOTE DESCRIPTION IS PART OF THE PLAT OF SAME DATE. (PLAT BEING PAGE 1 OF 2).
- 2.) THIS FIELD NOTE DESCRIPTION VALID FOR THIS TRANSACTION ONLY.
- 3.) THE SQUARE FOOTAGE AND ACREAGE VALUES SHOWN HEREON ARE MATHEMATICAL VALUES CALCULATED FROM THE BOUNDARY DATA SHOWN HEREON. THESE VALUES IN NO WAY REPRESENT THE PRECISION OF CLOSURE OF THIS SURVEY OR THE ACCURACY OF BOUNDARY MONUMENTS FOUND OR SET.



LISA M. DOBROWSKI, R.P.LS. No. 6544
Job No. GTLV 1476-13
PAGE 2 OF 2



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HOUSTON, TEXAS 77042
(P)713-667-0800
TBPLS#10115912

FILED FOR RECORD

2:53:11 PM

Monday, April 10, 2017

Stan Stewart

COUNTY CLERK, HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED; in the Official Public Records of Real Property of Harris County Texas

Monday, April 10, 2017



Stan Stewart

COUNTY CLERK
HARRIS COUNTY, TEXAS