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**This property is subject to a  
Notice of Environmental Use Restrictions imposed by  
the Colorado Department of Public Health and Environment  
pursuant to Section 25-15-321.5 of the Colorado Revised Statutes**

**Notice of Environmental Use Restrictions**

Lockheed Martin Corporation (“LMC”), acting by and through its division Lockheed Martin Space Systems Company, has requested that the Hazardous Materials and Waste Management Division of the Colorado Department of Public Health and the Environment (the “Department”) issue this Notice of Environmental Use Restrictions (“Restrictive Notice”) pursuant to Section 25-15-321.5 of the Colorado Hazardous Waste Act, Colo. Rev. Stat. §§ 25-15-101 *et seq.* (“CHWA”). The Department’s address is 4300 Cherry Creek Drive South, Denver, Colorado 80246-1530.

WHEREAS, LMC is the owner of an aerospace plant (the “LMC Plant”) located at 12257 South Wadsworth Boulevard, Littleton, Colorado 80125. Within the LMC Plant is a parcel of property that the United States previously owned and operated known as former Air Force Plant PJKS (the “PJKS Property”).

WHEREAS, contamination from the PJKS Property has migrated onto a certain portion of LMC’s Plant, which portion is described in the survey as Tract 100E-1 and Tract 100E-2 and depicted as Tract 100E-1 and Tract 100E-2 on the map **attached hereto as Attachment A**. Such portion of LMC’s plant is hereinafter referred to as the “Property.”

WHEREAS, the PJKS Property is a Superfund site, which the United States Environmental Protection Agency (“EPA”), pursuant to Section 105 of the Comprehensive Environmental Response, Compensation, and Liability Act, 42 U.S.C. §§ 9601, *et seq.*, (“CERCLA”), placed on the National Priorities List, set forth at 40 C.F.R. Part 300, Appendix B, by publication in the Federal Register in 1989.

WHEREAS, pursuant to Compliance Order on Consent No. 98-10-08-01 (the “Compliance Order”), which the Department issued to the United States Air Force (the “Air Force”) in 1998, the Air Force is implementing corrective or response actions on the Property to address releases of hazardous substances that have migrated to the Property from PJKS.

WHEREAS, LMC and the United States of America have executed a Consent Decree, which was entered as a final judgment of the United States District Court for Colorado on June 12, 2000 (the “Consent Decree”) in the case of *United States v. Lockheed Martin Corp.*, Civ. No. 00-662 (D. Colo.). The United States agreed in the Consent Decree to perform and pay for all past, present and future corrective and response actions required under CHWA and CERCLA to address releases and threatened releases of hazardous substances that originated from PJKS operations prior to November 4, 1996, and migrated onto the Property.

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WHEREAS, pursuant to the Compliance Order, the Department issued a determination to the Air Force on December 16, 2010, to take interim corrective/removal measures on the Property (the "Interim Corrective Measures"), which include an active treatment program/removal action to reduce the concentration of trichloroethylene ("TCE") and n-nitrosdimethylamine ("NDMA") on the Property to unrestricted use levels. The Interim Corrective Measures determination document is available at the Department's Hazardous Materials and Waste Management Division Records Center.

WHEREAS, the purpose of this Restrictive Notice is to protect human health and the environment by restricting the use of the groundwater beneath the Property and imposing other related limitations and obligations. In addition, this Restrictive Notice will facilitate the interim and final corrective or response actions that the Air Force is required to perform under the Compliance Order, the Consent Decree and the Interim Corrective Measures Plan.

WHEREAS, LMC is willing to subject the Property to certain restrictions as provided in Article 15 of Title 25, Colorado Revised Statutes for the benefit of the Department, as well as for the benefit of the EPA. Such restrictions shall burden the Property and bind LMC and all parties now or subsequently having any right, title or interest in the Property, or any part thereof, and any persons using the land, as described herein, for the benefit of the Department and the EPA.

NOW, THEREFORE, the Department hereby issues this Restrictive Notice pursuant to Section 25-15-321.5, C.R.S., with EPA as a third party beneficiary, and declares that the Property as described in Attachment A shall hereinafter be bound by, held, sold, and conveyed subject to the following requirements set forth herein, which, unless modified or terminated as provided herein, shall run with the Property in perpetuity and be binding on LMC and all parties now or subsequently having any right, title or interest in the Property, or any part thereof, and any persons using the Property. As used in this Restrictive Notice, the term Owner means the then current record owner of the Property and any other person or entity legally authorized to make decisions regarding the transfer of the Property or the placement of encumbrances on the Property, other than by the exercise of eminent domain.

1) Groundwater Use Restrictions

- a) Except as otherwise provided in Subsection (b) of this Section 1, groundwater on the Property shall not be removed by well or other means for any use. Prohibited uses include but are not limited to domestic, agricultural, and/or commercial use. For the purpose of this restriction, "groundwater" means subsurface waters in a zone of saturation that are or can be brought to the surface of the ground or to the surface waters through wells, springs, seeps or other discharge areas.
- b) Notwithstanding the provisions of Subsection (a) of this Section 1, groundwater on the Property may be removed (i) to perform corrective or response actions under CHWA or CERCLA; (ii) if encountered during the construction of any structure on the Property, in which case LMC shall pump and treat such groundwater to or below the levels set forth in any LMC direct or indirect water discharge permit; or (iii) by a qualified environmental professional to obtain samples for analysis from any existing or future monitoring or extraction well on the Property.

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- c) Owner shall provide the Air Force with access to the Property for the purpose of carrying out interim corrective measures on the Property, including but not limited to those described in the Groundwater Interim Corrective Measures Work Plan (the "Groundwater ICM Work Plan"). The Groundwater ICM Work Plan and any amendments thereto are on file at the Department's Hazardous Materials and Waste Management Division Records Center.
  - d) Owner shall not conduct any uses or activities that materially interfere with or adversely affect the implementation, integrity, or protectiveness of the interim corrective measures at the Property, including but not limited to those described in the Groundwater ICM Work Plan.

2) Modification and Termination

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

- i. a proposal to perform additional corrective or response actions;
- ii. new information regarding the risks posed by the residual contamination;
- iii. information demonstrating that residual contamination has diminished;
- iv. information demonstrating that an engineered feature or structure is no longer necessary;
- v. information demonstrating that the proposed modification would not adversely affect the corrective or response actions and is protective of human health and the environment; and
- vi. other appropriate supporting information.

b) Notwithstanding the foregoing provisions of Subsection (a) of this Section 2, the Department shall terminate this Restrictive Notice if:

- i. LMC provides supporting information pursuant to Subsection (a)(iii) of this Section 2 establishing that the levels of TCE and NDMA and other hazardous substances that are identified in the Groundwater ICM Work Plan as requiring corrective or response action on the Property have, for

two successive monitoring periods, been at or below the standards that the Colorado Water Quality Control Commission has established for protection of groundwater, which standards are codified at 5 Colo. Code Regs. 1002-41, § 41.5(C)(3), Table A; or

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- ii. CDPHE determines that the Air Force must implement, as a corrective or response action for the Property, a remedy that involves the capture, withdrawal and treatment of groundwater.
- 3) Conveyances. Owner shall notify the Department at least fifteen days in advance of the closing on any proposed grant, transfer or other conveyance of any interest in any or all of the Property. No owner of the Property shall have any responsibility or liability under this Restrictive Notice for obligations required, arising, or occurring from the actions of others after such owner's conveyance or transfer of all of its interest in the Property.
- 4) Notice to Lessees. Owner agrees to incorporate either in full or by reference the restrictions of this Restrictive Notice in any leases, licenses, or other instruments granting a right to use the Property.
- 5) Notification for Proposed Construction and Land Use. Owner shall notify the Department simultaneously when submitting any application to a local government for a building permit on the Property or a change in the use of the Property under local zoning or land use laws or regulations.
- 6) Inspections. The Department shall have the right of entry to the Property at reasonable times with prior notice for the purpose of determining compliance with the terms of this Restrictive Notice. The Department shall comply with Owner's safety and security measures during any inspection. Otherwise, nothing in this Restrictive Notice shall impair any other authority the Department may otherwise have to enter and inspect the Property. The Department will provide Owner with copies of any written inspection reports, findings or other data prepared in connection with such inspections.
- 7) Third Party Beneficiary. EPA is a third party beneficiary with the right to enforce the provisions of this Restrictive Notice, as provided in Section 25-15-322(4) of CHWA.
- 8) No Liability. Neither the Department nor EPA shall be liable under State law by virtue of issuing or being a beneficiary of this Restrictive Notice.
- 9) Enforcement. The Department may enforce the terms of this Restrictive Notice pursuant to Section 25-15-322 of CHWA. LMC and EPA may file suit in district court to enjoin actual or threatened violations of this Restrictive Notice.
- 10) Reservation, Effect and Interpretation. Nothing in this Restrictive Notice shall affect or limit the Air Force's obligations to LMC under the Consent Decree. Neither shall this Restrictive Notice expand or otherwise affect LMC's obligations under the PJKS Deed or the Consent Decree. LMC reserves all rights it has or may have under the Consent Decree, the PJKS Deed, other contracts with the United States, and other sources of law.

- (11) Owner's Compliance Certification. Owner shall execute and return a certification form provided by the Department, on an annual basis, detailing Owner's compliance, and any lack of compliance, with the terms of this Restrictive Notice. 5
- (12) Notices. Any document or communication required under this Restrictive Notice shall be sent or directed to:

If to the Department:

State Project Officer for Air Force Plant PJKS  
Hazardous Materials and Waste Management Division  
Colorado Department of Public Health and the Environment  
4300 Cherry Creek Drive South  
Denver, Colorado 80246-1530

If to LMC:

General Counsel  
Lockheed Martin Space Systems Company  
12257 South Wadsworth Boulevard  
Littleton, Colorado 80125

-and-

Director of Facilities  
Lockheed Martin Space Systems Company  
12257 South Wadsworth Boulevard  
Littleton, Colorado 80125

-and-

Director of Environment, Safety and Health  
Lockheed Martin Space Systems Company  
12257 South Wadsworth Boulevard  
Littleton, Colorado 80125

If to EPA:

Regional Project Manager for  
Air Force Plant PJKS  
United States Environmental Protection Agency  
Region 8, 8EPR-F  
1595 Wynkoop St.  
Denver, Colorado 80202-1129



**Attachment A  
Property Survey**

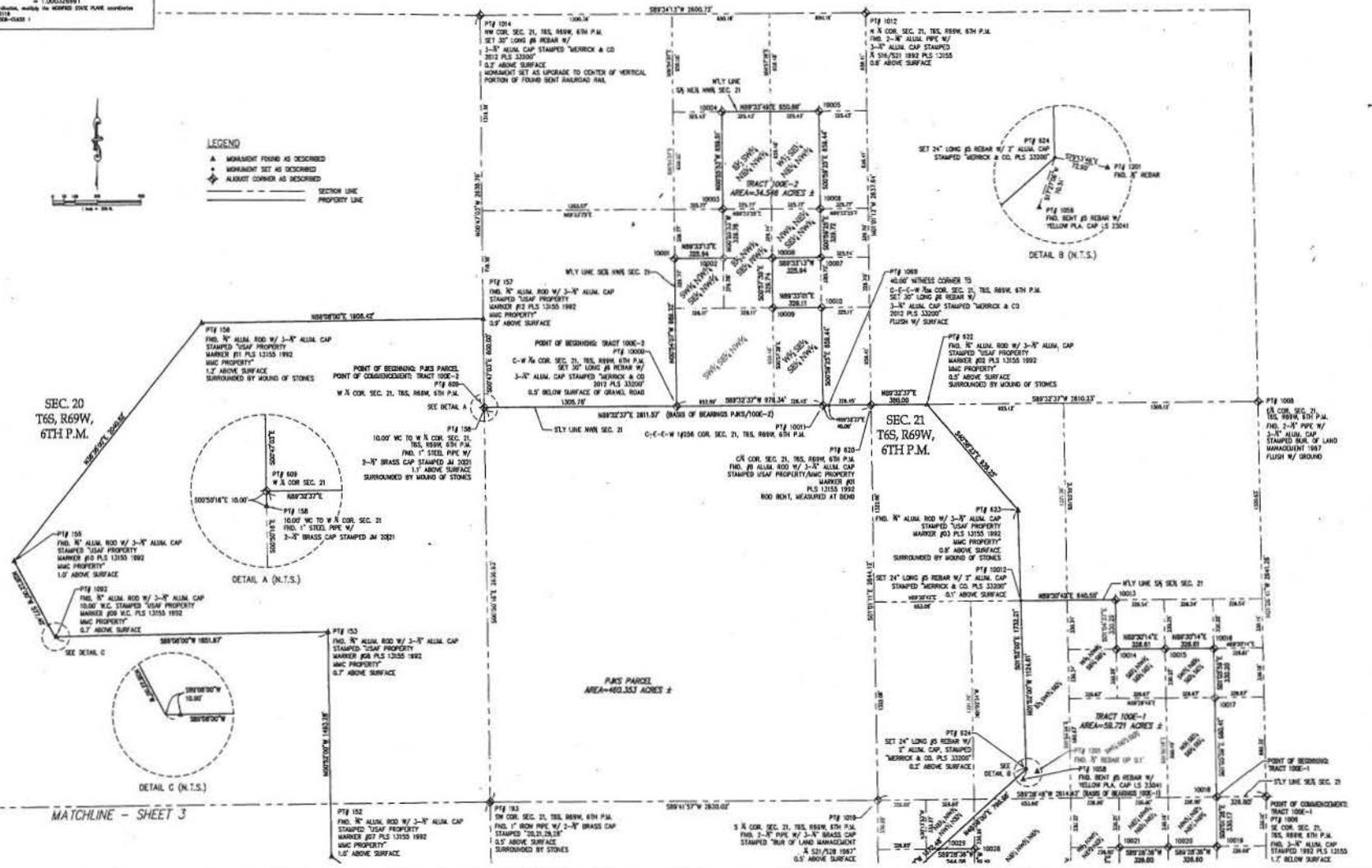
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COLORADO COORDINATE SYSTEM, NAD83 CENTRAL ZONE  
 DATUM 8000.00' = 0.99971301  
 LATITUDE 38°30'00" = 0.99996103  
 CONVERSION FACTOR = 0.99997118  
 RECIPROCAL FACTOR = 1.00002881  
 IN THE STATE PLANE SYSTEM, THE DISTANCE BETWEEN ANY TWO POINTS IS THE SAME AS THE DISTANCE BETWEEN ANY TWO POINTS IN THE HORIZONTAL PLANE.



**LEGEND**  
 ▲ MONUMENT FOUND AS DESCRIBED  
 ● MONUMENT SET AS DESCRIBED  
 ◆ ALMOST CORNER AS DESCRIBED  
 --- SECTION LINE  
 - - - - - PROPERTY LINE



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| NO. | DATE | BY | REVISION |
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**MERRICK & COMPANY**  
 1000 South Cook Street, Suite 1000, Denver, CO 80202  
 Tel: 303.733.1000  
 Fax: 303.733.1001  
 www.merrick.com

|         |          |          |
|---------|----------|----------|
| MERRICK | DESIGNED | DATE     |
| BY      | DATE     | 5-1-2012 |

CLIENT PROJECT NO.  
 MERRICK PROJECT NO. 65317264  
 SCALE: 1"=300'

PARCELS OF LAND LOCATED IN SECTIONS 20, 21, 28 & 29, TOWNSHIP 6 SOUTH, RANGE 69 WEST OF THE 6TH PRINCIPAL MERIDIAN

DATE: 5/1/2012  
 SHEET NO. 2 OF 3

