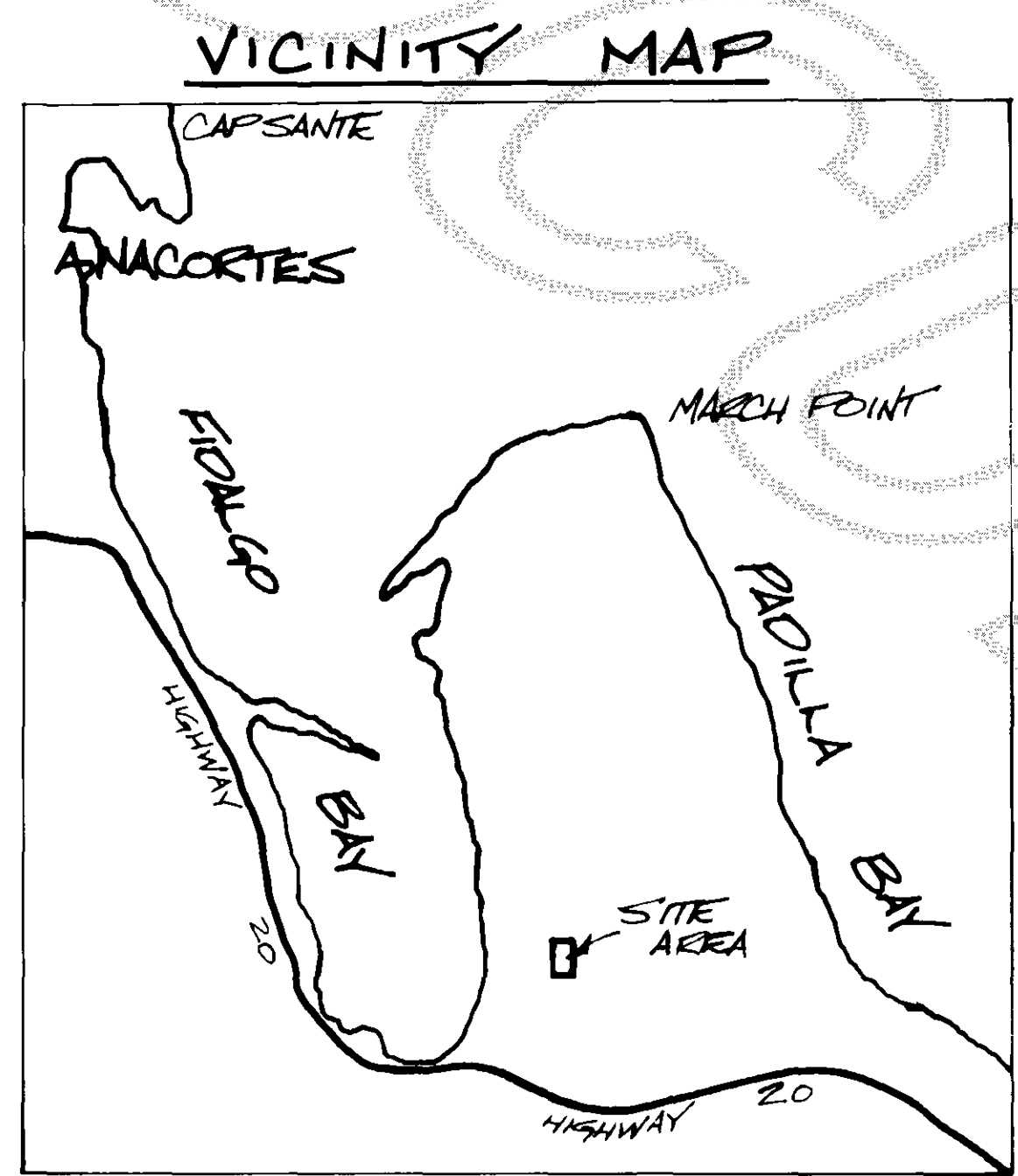
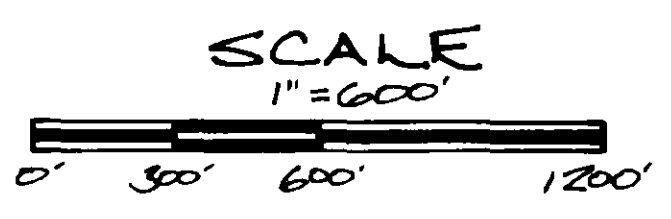
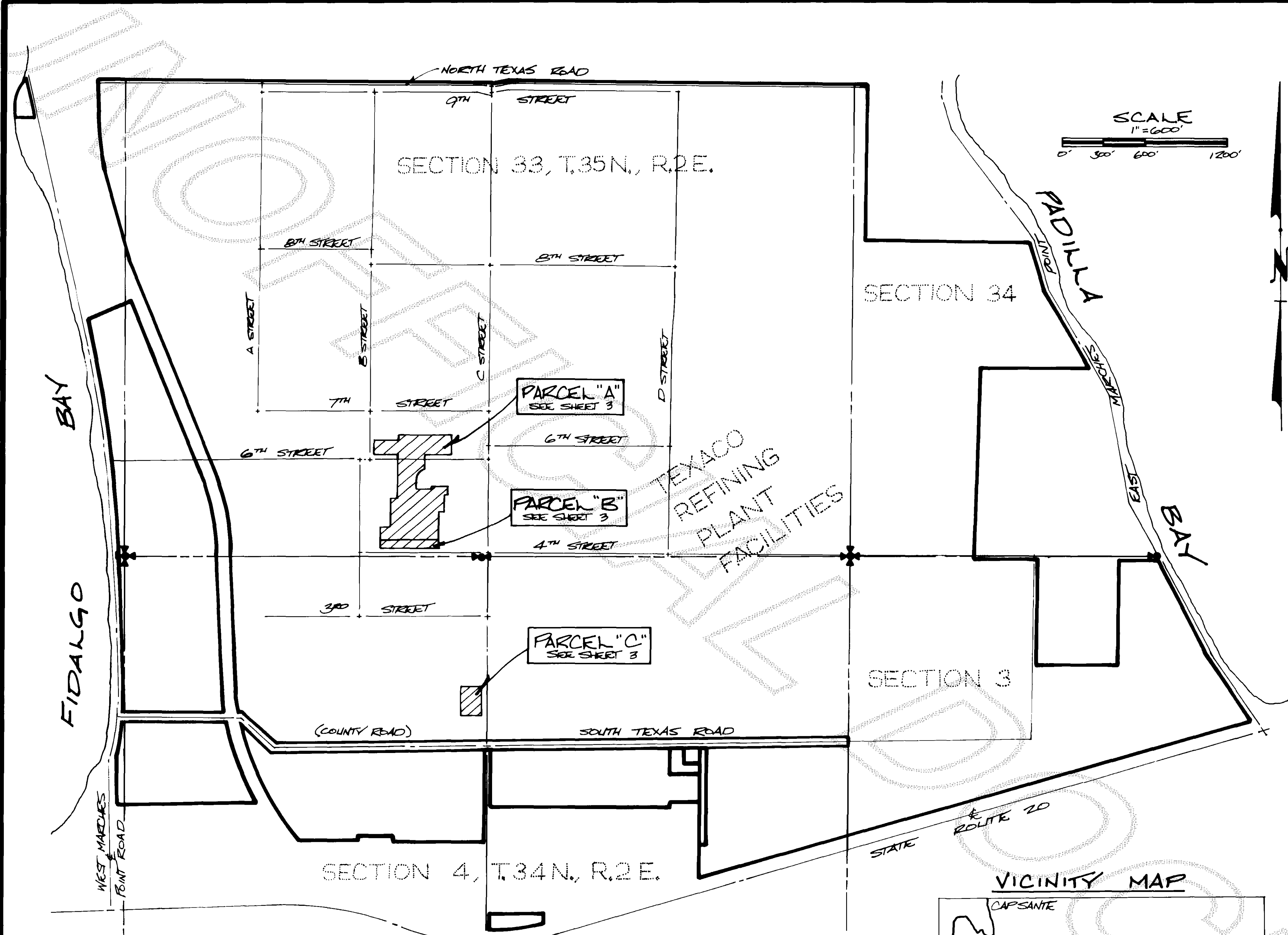
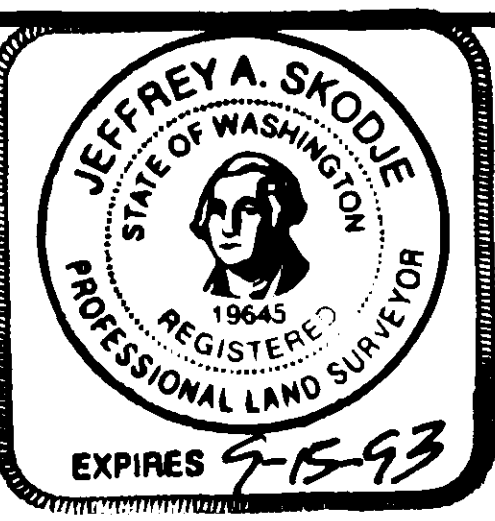


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DEVELOPER:
MARCH POINT COGENERATION CO.
PO BOX 1229
ANACORTES, WA 98221
PROJECT ENGINEER: HANS ANDREASSEN
PHONE: (206) 293-2797

SURVEYOR'S CERTIFICATE
I HEREBY CERTIFY THAT THE BOUNDARIES OF THIS BINDING SITE PLAN AND THE ROADS WITHIN HAVE BEEN SURVEYED AND MONUMENTED AND THAT ALL DISTANCES AND BEARINGS ARE ACCURATE.
Jeffrey A. Skodje
JEFFREY A. SKODJE, P.L.S.
Certificate No. 19645 Date 12-10-92



AUDITOR'S CERTIFICATE
Filed for record this 14 day of Dec 1992, at 11:03 A.M. in Book 10 of Surveys at SHORT PLATS Page 51-154 at the request of LEONARD, BOUNDINOT & SKODJE, INC., under Auditor's File Number 9212140035.
Jerry McIntyre County Auditor
Janard Boudinot By Deputy

MARCH POINT COGENERATION CO. BINDING SITE PLAN
IN A PORTION OF THE
TEXACO REFINING FACILITIES, ANACORTES, WASHINGTON FRONT
IN THE
SOUTHWEST QUARTER, SECTION 33, TWP. 35 NORTH, RANGE 2 EAST AND
GOVERNMENT LOT 3, SECTION 4, TWP. 34 NORTH, RANGE 2 EAST, W.M.
DWN BY: DL DATE: JUNE, 1992
FIELD BOOK:
LEONARD, BOUNDINOT & SKODJE, INC.
CIVIL ENGINEERS AND LAND SURVEYORS
603 S. 1st Street, Mount Vernon, Washington 336-5751
SCALE: 1"=600'
JOB NO.: 91008-A

LEGAL DESCRIPTION

PARCEL A (PHASE I AND PHASE II)

That portion of the Southwest quarter of Section 33, Township 35 North, Range 2 East, W.M., being more particularly described as follows:

Commencing at the intersections of the North-South baseline with the East-West baseline of the Texaco Oil Refinery, Puget Sound Plant, March Point, Anacortes, Washington, said point having Texaco Refinery coordinates of 10000.00 North and 10000.00 East, the South quarter corner of said Section 33 bears South 45°00'00" West a distance of 42.43 feet; thence from said intersection point, West along the East-West baseline of said refinery, 365 feet, to a point with Texaco coordinates of 10000 North and 9635 East; thence South, 16 feet, to a point with Texaco coordinates of 9984 North and 9635 East, said point being the TRUE POINT OF BEGINNING; thence North, 261 feet, to a point with coordinates of 10245.0 North and 9635.0 East; thence East, 34.25 feet, to a point with coordinates of 10245.0 North and 9669.25 East; thence North, 126.125 feet, to a point with coordinates of 10371.125 North and 9669.25 East; thence East, 15.75 feet, to a point with coordinates of 10371.125 North and 9685.0 East; thence North, 5.875 feet, to a point with coordinates of 10377.0 North and 9685.0 East; thence East, 23 feet, to a point with coordinates of 10377.0 North and 9708.0 East; thence North, 48 feet, to a point with coordinates of 10425.0 North and 9708.0 East; thence West, 121 feet, to a point with coordinates of 10425.0 North and 9587.0 East; thence South, 15 feet, to a point with coordinates of 10410.0 North and 9587.0 East; thence West, 114 feet, to a point with coordinates of 10410.0 North and 9473.0 East; thence North, 82.0 feet, to a point with coordinates of 10492.0 North and 9473.0 East, said point also being the beginning of a curve to the right, having a radius of 58.0 feet; thence in a Northeasterly direction, along the arc of said curve to the right, through a central angle of 90°00'00", an arc distance of 91.11 feet to a point with coordinates of 10550.0 North and 9531.0 East; thence North, 105 feet, to a point with coordinates of 10655.0 North and 9531.0 East; thence East, 194 feet, to a point with coordinates of 10655.0 North and 9725.0 East; thence North, 149.0 feet, to a point with coordinates of 10804.0 North and 9725.0 East; thence West, 385.0 feet, to a point with coordinates of 10804.0 North and 9340.0 East; thence South, 45 feet, to a point with coordinates of 10759.0 North and 9340.0 East; thence West, 169.0 feet, to a point with coordinates of 10759.0 North and 9171.0 East; thence South, 104.0 feet, to a point with coordinates of 10655.0 North and 9171.0 East; thence East, 169 feet, to a point with coordinates of 10655.0 North and 9340.0 East; thence South, 329.292 feet, to a point with coordinates of 10325.708 North and 9340.0 East; thence West, 57.750 feet, to a point with coordinates of 10325.708 North and 9282.250 East; thence South, 166.708 feet, to a point with coordinates of 10159.0 North and 9282.250 East; thence West, 3.25 feet, to a point with coordinates of 10159.0 North and 9279.0 East; thence South 22°01'23" West, 29.04 feet, to a point with coordinates of 10132.076 North and 9268.109 East; thence North 75°23'15" West, 54.88 feet, to a point with coordinates of 10145.922 North and 9215.0 East; thence South, 161.92 feet, to a point with coordinates of 9984.0 North and 9215.0 East; thence East, 420.0 feet to the TRUE POINT OF BEGINNING.

EXCEPT the South 63.00 feet of the above described tract of land.

Containing 252,679 Square Feet More or Less.

PARCEL B (PHASE III)

The South 63.00 feet of the following described tract of land.

That portion of the Southwest quarter of Section 33, Township 35 North, Range 2 East, W.M., being more particularly described as follows:

Commencing at the intersections of the North-South baseline with the East-West baseline of the Texaco Oil Refinery, Puget Sound Plant, March Point, Anacortes, Washington, said point having Texaco Refinery coordinates of 10000.00 North and 10000.00 East, the South quarter corner of said Section 33 bears South 45°00'00" West a distance of 42.43 feet; thence from said intersection point, West along the East-West baseline of said refinery, 365 feet, to a point with Texaco coordinates of 10000 North and 9635 East; thence South, 16 feet, to a point with Texaco coordinates of 9984 North and 9635 East, said point being the TRUE POINT OF BEGINNING; thence North, 261 feet, to a point with coordinates of 10245.0 North and 9635.0 East; thence East, 34.25 feet, to a point with coordinates of 10245.0 North and 9669.25 East; thence North, 126.125 feet, to a point with coordinates of 10371.125 North and 9669.25 East; thence East, 15.75 feet, to a point with coordinates of 10371.125 North and 9685.0 East; thence North, 5.875 feet, to a point with coordinates of 10377.0 North and 9685.0 East; thence East, 23 feet, to a point with coordinates of 10377.0 North and 9708.0 East; thence North, 48 feet, to a point with coordinates of 10425.0 North and 9708.0 East; thence West, 121 feet, to a point with coordinates of 10425.0 North and 9587.0 East; thence South, 15 feet, to a point with coordinates of 10410.0 North and 9587.0 East; thence West, 114 feet, to a point with coordinates of 10410.0 North and 9473.0 East; thence North, 82.0 feet, to a point with coordinates of 10492.0 North and 9473.0 East, said point also being the beginning of a curve to the right, having a radius of 58.0 feet; thence in a Northeasterly direction, along the arc of said curve to the right, through a central angle of 90°00'00", an arc distance of 91.11 feet to a point with coordinates of 10550.0 North and 9531.0 East; thence North, 105 feet, to a point with coordinates of 10655.0 North and 9531.0 East; thence East, 194 feet, to a point with coordinates of 10655.0 North and 9725.0 East; thence North, 149.0 feet, to a point with coordinates of 10804.0 North and 9725.0 East; thence West, 385.0 feet, to a point with coordinates of 10804.0 North and 9340.0 East; thence South, 45 feet, to a point with coordinates of 10759.0 North and 9340.0 East; thence West, 169.0 feet, to a point with coordinates of 10759.0 North and 9171.0 East; thence South, 104.0 feet, to a point with coordinates of 10655.0 North and 9171.0 East; thence East, 169 feet, to a point with coordinates of 10655.0 North and 9340.0 East; thence South, 329.292 feet, to a point with coordinates of 10325.708 North and 9340.0 East; thence West, 57.750 feet, to a point with coordinates of 10325.708 North and 9282.250 East; thence South, 166.708 feet, to a point with coordinates of 10159.0 North and 9282.250 East; thence West, 3.25 feet, to a point with coordinates of 10159.0 North and 9279.0 East; thence South 22°01'23" West, 29.04 feet, to a point with coordinates of 10132.076 North and 9268.109 East; thence North 75°23'15" West, 54.88 feet, to a point with coordinates of 10145.922 North and 9215.0 East; thence South, 161.92 feet, to a point with coordinates of 9984.0 North and 9215.0 East; thence East, 420.0 feet to the TRUE POINT OF BEGINNING.

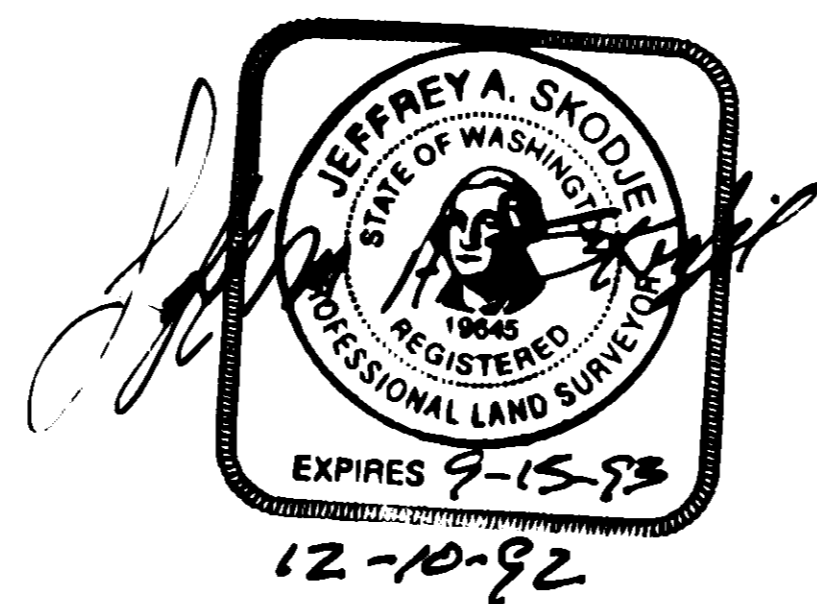
Containing 26,460 Square Feet More or Less.

PARCEL C (OFFICE SITE)

That portion of Government Lot 3 of Section 4, Township 34 North, Range 2 East W.M., being more particularly described as follows:

Commencing at the intersection of the North and South base line with East and West base line of the Texaco Oil Refinery, Puget Sound Plant March Point, Anacortes Washington. Said point having Texaco Refinery coordinates of 10,000.00 North and 10,000.00 East. The North quarter corner of said Section 4 bears South 45°00'00" West, a distance of 42.43 feet; thence from said intersection point South along the North and South base line of said refinery a distance of 1005.00 feet to a point with coordinates of 8,995.00 North and 10,000.00 East; thence West a distance of 52.00 feet to a point with coordinates of 8,995.00 North and 9,948.00 East and said point being the TRUE POINT OF BEGINNING; thence West a distance of 170.00 feet to a point with coordinates of 8,995.00 North and 9,778.00 East; thence South a distance of 220.00 feet to a point with coordinates of 8,775.00 North and 9,778.00 East; thence East a distance of 170.00 feet to a point with coordinates of 8,775.00 North and 9,948.00 East; thence North a distance of 220.00 feet to the TRUE POINT OF BEGINNING.

Containing 37,400.00 Square Feet, more or less.



12-10-92

MARCH POINT COGENERATION CO. BINDING SITE PLAN			
IN A PORTION OF THE			
TEXACO REFINING FACILITIES, ANACORTES, WASHINGTON PLANT			
IN THE			
SOUTHWEST QUARTER, SECTION 33, TWP 35 NORTH, RANGE 2 EAST AND			
GOVERNMENT LOT 3, SECTION 4, TWP 34 NORTH, RANGE 2 EAST, W.M.			
DWN BY: N/A	DATE: Nov. 1992	LEONARD, BODINOT & SKODJE, INC.	SCALE: N/A
FIELD BOOK:		CIVIL ENGINEERS AND LAND SURVEYORS	JOB NO.: 91068-A
		603 S. 1st Street, Mount Vernon, Washington 336-5751	

DEVELOPMENT NOTES

ZONING - INDUSTRIAL
WATER - CITY OF ANACORTES
SEWAGE DISPOSAL - TEXACO SANITARY SEWER SYSTEM
ROADS - PRIVATE

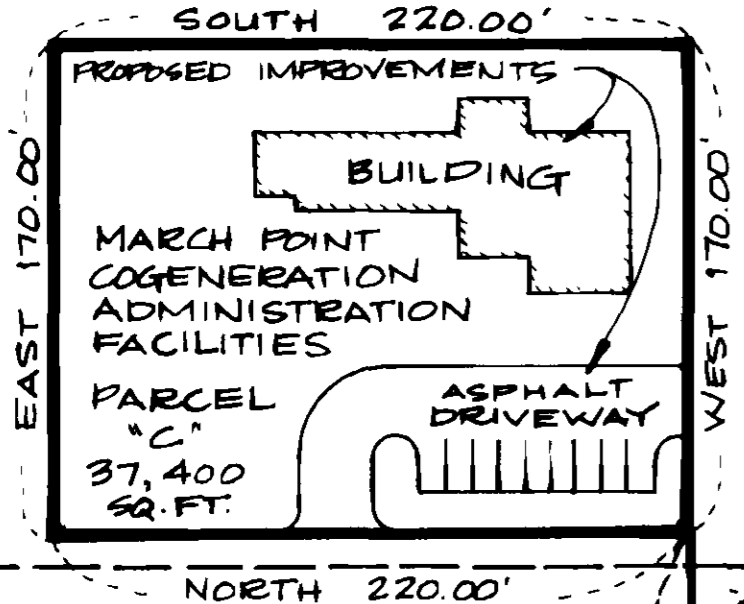
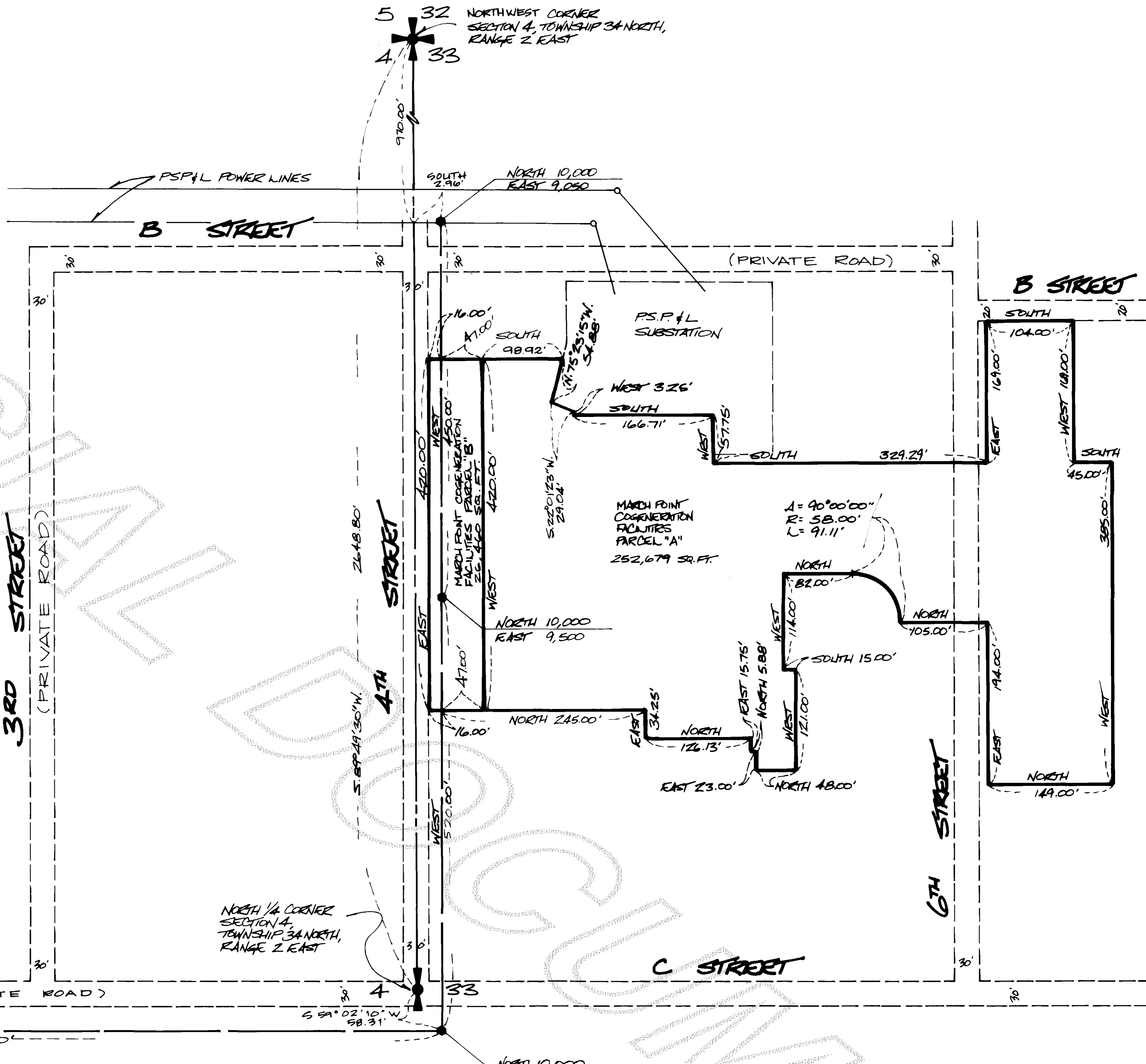
BINDING SITE PLAN DISCLOSURE NOTES

SETBACK REQUIREMENTS

NO SETBACK FROM PROPERTY LINES IS REQUIRED WHEN UNATTACHED PARKING AREA IS USED FOR EACH PARCEL. A SETBACK OF 35 FEET / 55 FEET IS REQUIRED IF OFF STREET PARKING IS LOCATED IN FRONT YARD (S.C.C. 14.04.060).

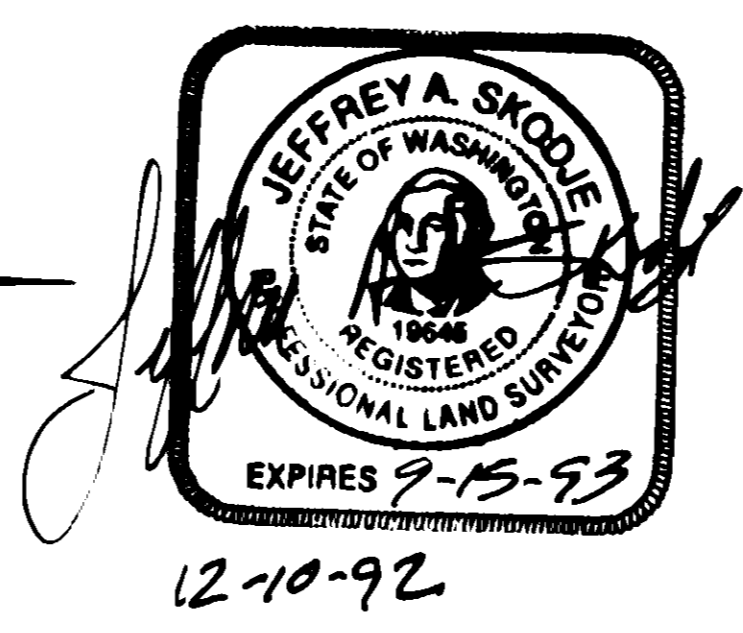
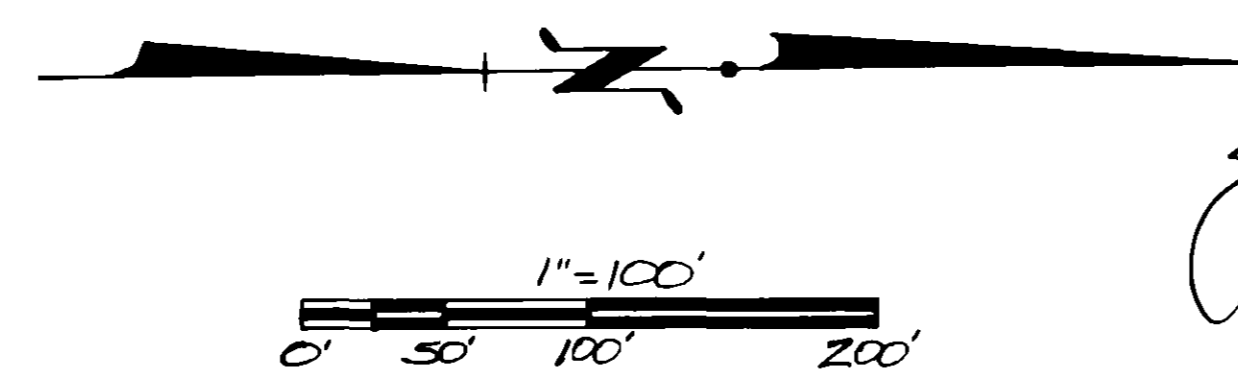
ACCESS & UTILITY EASEMENTS & AGREEMENTS

NON-EXCLUSIVE EASEMENTS FOR INGRESS, EGRESS AND UTILITIES HAVE BEEN PROVIDED FOR BY THAT CERTAIN GROUND LEASE AGREEMENT, RECORDED UNDER AUDITOR'S FILE NO. 9211250051, RECORDS OF SKAGIT COUNTY, WASHINGTON, FOR THE ENJOYMENT AND USE OF PARCELS A, B AND C AS SHOWN HEREON.
TEXACO REFINING AND MARKETING INC. ACCEPTS THE RESPONSIBILITY FOR MAINTENANCE OF THE PRIVATE ROADS SHOWN HEREON.



C STREET

TEXACO PLANT GRID MONUMENT
● - CONCRETE MONUMENT WITH BRASS CAP



MARCH POINT COGENERATION CO. BINDING SITE PLAN
IN A PORTION OF THE
TEXACO REFINING FACILITIES, ANACORTES, WASHINGTON PLANT
IN THE
SOUTHWEST QUARTER, SECTION 33, TWP 33 NORTH, RANGE 2 EAST AND
GOVERNMENT LOT 3, SECTION 4, TWP 34 NORTH, RANGE 2 EAST, W.M.

DWN BY: <i>DL</i>	DATE: JUNE, 1992	LEONARD BOLDING & SKODJE, INC. CIVIL ENGINEERS AND LAND SURVEYORS 603 S. 1st Street, Mount Vernon, Washington 336-5751	SCALE: 1" = 100'
FIELD BOOK:			JOB NO.: 91068-A

CONSENT

KNOW ALL PERSONS BY THESE PRESENTS THAT THE UNDERSIGNED SUBDIVIDORS HEREBY CERTIFY THAT THIS BINDING SITE PLAN IS MADE AS THEIR FREE AND VOLUNTARY ACT AND DEED.

Glenn A. Weiss December 9, 1992

ACKNOWLEDGEMENT

STATE OF WASHINGTON 3 SS
COUNTY OF SKAGIT

ON THIS 9th DAY OF DECEMBER, 1992, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR THE STATE OF WASHINGTON DULY COMMISSIONED AND SWORN, PERSONALLY APPEARED Glenn A. Weiss

THE CORPORATION THAT EXECUTED THE FOREGOING INSTRUMENT AND ACKNOWLEDGED THE SAID INSTRUMENT TO BE THE FREE AND VOLUNTARY ACT AND DEED OF SAID CORPORATION FOR THE USES AND PURPOSES THEREIN MENTIONED, AND ON OATH, STATED THAT DE AUTHORIZED TO EXECUTE THE SAID INSTRUMENT WITH MY HAND AND OFFICIAL SEAL, HERETO AFFIXED THE DAY AND YEAR ABOVE MENTIONED.

Martha A. Goss
NOTARY PUBLIC
RESIDING AT: Anacortes



TREASURER'S CERTIFICATE

THIS IS TO CERTIFY THAT ALL TAXES HERETOFORE LEVIED AND WHICH HAVE BECOME A LIEN UPON THE LANDS HEREIN DESCRIBED HAVE BEEN FULLY PAID AND DISCHARGED ACCORDING TO THE RECORDS OF MY OFFICE, UP TO AND INCLUDING THE YEAR OF 1992.

THIS 14 DAY OF December, 1992.

Judith M. Menech
SKAGIT COUNTY, TREASURER

APPROVALS

THE WITHIN AND FOREGOING BINDING SITE PLAN IS APPROVED IN ACCORDANCE WITH THE PROVISIONS OF THE SKAGIT COUNTY SUBDIVISION ORDINANCE CHAPTER 14.12.
THIS 14th DAY OF DECEMBER, 1992.

Paul H. H.
PLANNING DIRECTOR

Douglass Barnett 12/14/92
COUNTY ENGINEER

COVENANTS, RESTRICTIONS AND EASEMENT AGREEMENTS

BINDING SITE PLAN NUMBER AND DATE OF APPROVAL SHALL BE INCLUDED IN ALL DEEDS AND CONTRACTS.

MEMORANDUM OF GROUND LEASE

THIS MEMORANDUM OF GROUND LEASE IS MADE AND ENTERED INTO AS OF AUGUST 21, 1992 BY AND BETWEEN TEXACO REFINING AND MARKETING INC., A DELAWARE CORPORATION ("LESSOR"), AND MARCH POINT COGENERATION COMPANY, A CALIFORNIA GENERAL PARTNERSHIP ("LESSEE").

WITNESSETH:

THAT UPON THE TERMS AND PROVISIONS SET FORTH IN THAT CERTAIN GROUND LEASE EFFECTIVE AS OF AUGUST 21, 1992 BETWEEN LESSOR AND LESSEE (THE "GROUND LEASE"), LESSOR DID LEASE UNTO LESSEE FOR A TERM COMMENCING JANUARY 3, 1991 AND ENDING DECEMBER 31, 2011, UNLESS TERMINATED AS PROVIDED FOR IN THE GROUND LEASE, FOR THE PURPOSES OF CONSTRUCTION, OPERATION AND MAINTENANCE OF A COGENERATION PLANT AND RELATED FUNCTIONS, AS SET FORTH THEREIN, CERTAIN PORTIONS OF SECTION 33, TOWNSHIP 35 NORTH, RANGE 2 EAST, AND SECTION 4, TOWNSHIP 34 NORTH, RANGE 2 EAST, WILLAMETTE MERIDIAN, SKAGIT COUNTY, WASHINGTON, AS MORE PARTICULARLY DESCRIBED AS PARCEL "A", "B" AND "C" OF THE MARCH POINT COGENERATION COMPANY BINDING SITE PLAN ATTACHED HERETO AND INCORPORATED BY REFERENCE HEREIN; PROVIDED, HOWEVER, THAT CERTAIN PARCEL REFERRED TO IN THE GROUND LEASE AS PARCEL "B" SHOWN HEREIN, SHALL REVERT TO LESSOR UPON THE DATE LESSOR AND LESSEE AGREE IN WRITING THAT SUCH PARCEL "B" IS NOT TO BE USED FOR A PROPOSED EXPANSION OF SUCH COGENERATION PLANT.

NOW THEREFORE, LESSOR DOES HEREBY LEASE, LET, AND DEMISE UNTO LESSEE PURSUANT TO THE GROUND LEASE ALL LANDS SHOWN HEREON.

IN WITNESS WHEREOF, LESSOR AND LESSEE HAVE EXECUTED THIS MEMORANDUM OF GROUND LEASE AS OF DECEMBER 9, 1992.

ACKNOWLEDGMENT

STATE OF Washington 3 SS
COUNTY OF SKAGIT

ON THIS 9th DAY OF DECEMBER, 1992, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR THE STATE OF WASHINGTON DULY COMMISSIONED AND SWORN, PERSONALLY APPEARED Glenn A. Weiss
THE CORPORATION THAT EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED THE SAID INSTRUMENT TO BE THE FREE AND VOLUNTARY ACT AND DEED OF SAID CORPORATION, FOR THE USES AND PURPOSES THEREIN MENTIONED, AND ON OATH, STATED THAT DE AUTHORIZED TO EXECUTE THE SAID INSTRUMENT.

WITNESS MY HAND AND OFFICIAL SEAL, HERETO AFFIXED THE DAY AND YEAR ABOVE MENTIONED.

Martha A. Goss
NOTARY PUBLIC
RESIDING AT: Anacortes

ACKNOWLEDGMENT

STATE OF Washington 3 SS
COUNTY OF SKAGIT

ON THIS 9th DAY OF DECEMBER, 1992, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR THE STATE OF WASHINGTON DULY COMMISSIONED AND SWORN, PERSONALLY APPEARED D. Whitson
THE CORPORATION THAT EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED THE SAID INSTRUMENT TO BE THE FREE AND VOLUNTARY ACT AND DEED OF SAID CORPORATION, FOR THE USES AND PURPOSES THEREIN MENTIONED, AND ON OATH, STATED THAT DE AUTHORIZED TO EXECUTE THE SAID INSTRUMENT.

WITNESS MY HAND AND OFFICIAL SEAL, HERETO AFFIXED THE DAY AND YEAR ABOVE MENTIONED.

Martha A. Goss
NOTARY PUBLIC
RESIDING AT: Anacortes

TEXACO REFINING AND MARKETING (LESSOR)

BY: Glenn A. Weiss

MARCH POINT COGENERATION COMPANY (LESSEE)

BY: D. L. Whitson



12-10-92

MARCH POINT COGENERATION CO. BINDING SITE PLAN IN A PORTION OF THE TEXACO REFINING FACILITIES, ANACORTES, WASHINGTON FRANT IN THE SOUTHWEST QUARTER, SECTION 33, TWP. 35 NORTH, RANGE 2 EAST AND GOVERNMENT LOT 3, SECTION 4, TWP. 34 NORTH, RANGE 2 EAST, WM.		
DWN BY: <u>DL</u>	DATE: <u>JULY, 1992</u>	SCALE:
FIELD BOOK:	NEEDARD, BOUNDNOT & SKODJE, INC. CIVIL ENGINEERS AND LAND SURVEYORS 603 S. 1st Street, Mount Vernon, Washington 336-5751	JOB NO.: <u>9106B-A</u>