



RETURN DOCUMENT TO:

Amy Kraham, City Attorney
210 Lottie Street
Bellingham, WA 98225

Use dark black ink and print legibly. Documents not legible will be rejected per RCW 65.04.045 & 65.04.047

DOCUMENT TITLE(S):

First Modification to Development Agreement Between Port of Bellingham and City of Bellingham

AUDITOR FILE NUMBER (and VOL. & PG. NUMBERS) OF DOCUMENT(S) BEING ASSIGNED OR RELEASED:

2131201898

Additional reference numbers can be found on page _____ of document.

GRANTOR(S):

Port of Bellingham, City of Bellingham, Harcourt Developments Granary LLC,
Harcourt Developments Residential LLC, Harcourt Bellingham, LLC

Additional grantor(s) can be found on page _____ of document.

GRANTEE(S):

City of Bellingham, Port of Bellingham, Harcourt Developments Granary LLC,
Harcourt Developments Residential LLC, Harcourt Bellingham LLC

Additional grantee(s) can be found on page _____ of document.

ABBREVIATED LEGAL DESCRIPTION: (Lot, block, plat name OR; qtr/qtr, section, township & range OR; unit, building and condo name).

Blocks 44, 45, and 60, Whatcom Supp., situated in Whatcom County, WA. See additional legal descriptions at First Modification to Exhibit 2

Additional legal(s) can be found on page _____ of document.

ASSESSOR'S 16-DIGIT GEO-PARCEL NUMBER:

380225 400142 0000 and others listed on page 1

The Auditor/Recorder will rely on the information provided on this form. The responsibility for the accuracy of the indexing information is that of the document preparer.

NOTICE: RCW 65.04.047. Section 14: eff. 8/1/99

"I AM REQUESTING AN EMERGENCY NONSTANDARD RECORDING FOR AN ADDITIONAL FEE AS PROVIDED IN RCW 36.18.010. I UNDERSTAND THAT THE RECORDING PROCESSING REQUIREMENTS MAY COVER UP OR OTHERWISE OBSCURE SOME PART OF THE TEXT OF THE ORIGINAL DOCUMENT."

SIGNED BY:

When Recorded, Return to:

City of Bellingham
Amy Kraham
Office of the City Attorney
210 Lottie Street
Bellingham, WA 98225

Document Title: First Modification to Development Agreement Between Port of Bellingham and City of Bellingham

Grantor/Grantee: Port of Bellingham, City of Bellingham, Harcourt Developments Granary LLC, Harcourt Developments Residential LLC, Harcourt Bellingham, LLC.

Grantee/Grantor: City of Bellingham, Port of Bellingham, Harcourt Developments Granary LLC, Harcourt Developments Residential LLC, Harcourt Bellingham, LLC.

Abbreviated Legal Description: Blocks 44, 45, and 60, Whatcom Supp., situated in Whatcom County, WA. See additional legal descriptions at First Modification to Exhibit A:

Additional (Full) Legal Description: See First Modification to Exhibit 2:

Assessor's Tax Parcel Numbers:

380225 400142 0000; 380225 130445 0000; 380225 497229 0000; 380225 517226 0000;
380225 481192 0000; 380225 544247 0000; 380225 552254 0000; 380225 543262 0000;
380225 538258 0000; 380225 525306 0000; 380225 548262 0000; 380225 341167 0000;
380225 535202 0000; 380225 525191 0000; 380225 521204 0000; 380225 529212 0000;
380225 534216 0000; 380225 540223 0000; 380225 472140 0000; 380225 397064 0000;
380225 358198 0000; 380225 410334 0000; 380225 388204 0000; 380225 509177 0000;
380225 493165 0000; 380225 458125 0000; 380225 540269 0000; 380225 402173 0000;
380225 384198 0000; 380330 004215 0000; 380225 420022 0000; 380225 432004 0000;
380330 008066 0000; 380331 046558 0000; 380236 542483 0000; 380236 496526 0000;
380236 472492 0000; 380225 561137 0000; 380330 050187 0000.

**FIRST MODIFICATION TO DEVELOPMENT AGREEMENT BETWEEN PORT OF
BELLINGHAM AND CITY OF BELLINGHAM
CONTRACT #2013-0590**

The **CITY OF BELLINGHAM**, a first-class municipal corporation of the State of Washington (hereinafter the "City"), the **PORT OF BELLINGHAM**, a Washington municipal corporation (hereinafter the "Port"), **HARCOURT DEVELOPMENTS GRANARY, LLC**, a Washington limited liability corporation, (hereinafter "Harcourt Granary"), **HARCOURT DEVELOPMENTS RESIDENTIAL, LLC**, a Washington limited liability corporation, (hereinafter "Harcourt Residential"), and **HARCOURT BELLINGHAM, LLC**, a Washington limited liability corporation, (hereinafter "Harcourt Bellingham") (collectively the City, the Port, Harcourt Residential, and Harcourt Bellingham are referred to herein as the "Parties") in consideration of the mutual covenants herein, agree to this First Modification ("First Modification") of the Development Agreement recorded under Whatcom County Auditor File Number 2131201898 as follows:

WHEREAS, the City and the Port entered into a Development Agreement between the Port of Bellingham and the City of Bellingham, dated December 16, 2013, and recorded under Whatcom County Auditor File Number 2131201898 which is incorporated herein by this reference (hereinafter the "Agreement"); and

WHEREAS, the Port sold certain separate properties to Harcourt Granary (Whatcom County APN # 38083631870000) and to Harcourt Residential (Whatcom County APN # 380255611370000) that are subject to and benefited by the Agreement and Harcourt Granary and Harcourt Residential are each a successor in interest under the Agreement as to the properties it has acquired from the Port, and

WHEREAS, the Port sold certain property to PANDO INNOVATIONS, LLC, a Washington limited liability company (Whatcom County APN # 3803310115190000) ("Pando Parcel") which subject to and benefited by the Agreement and Pando is a successor in interest under the Agreement as to the Pando Parcel, however Pando declined to participate in this First Modification; and

WHEREAS, Harcourt Bellingham has agreed to develop certain properties that it has acquired, or may acquire itself or through a related entity, pursuant to a Master Development Agreement between the Port and Harcourt Bellingham dated May 19, 2015, as amended; and

WHEREAS, the Port submitted an application for a Sub-area Plan Amendment for the Waterfront District to the City and the City Council conducted a public hearing on October 7, 2019 and adopted the Sub-area Plan Amendment by Ordinance Number 2019-12-040 as part of the City's Comprehensive Plan; and

WHEREAS, the Port as the SEPA Lead Agency for this First Modification on December 19, 2018 issued a EIS Addendum for public comment pursuant to the Port's SEPA procedures related to the proposed changes to the Subarea Plan Amendment, the Development Agreement and related actions, and after receiving no public comments issued a Final Addendum on February 1, 2019; and

WHEREAS, the Port Commission conducted a public hearing on November 19, 2019 and adopted the Sub-area Plan Amendment to the Waterfront District by Port Resolution Number 1391 as part of the Port's Comprehensive Scheme of Harbor Improvements; and

WHEREAS, the City adopted updated development regulations to implement the Sub-Area Plan Amendment for the Waterfront District in effect as of the effective date of this First Amendment by Ordinance Number 2019-12-040, which are codified at BMC 20.37.400 and BMC 20.25.080, (hereinafter referred to as the "Development Regulations"); and

WHEREAS, the City amended the Planned Action Ordinance by Ordinance No. 2019-12-040, codified at BMC 16.30 as of the effective date of this Agreement (hereinafter referred to as the "Planned Action Ordinance"); and

WHEREAS, the City and Port have entered into the Third Modification to the Interlocal Agreement for Facilities with the Waterfront District of even date herewith; and

WHEREAS, the modifications to the Sub-area Plan, Development Regulations, Planned Action Ordinance, and Interlocal to Facilities in the Waterfront District, among other changes in the Waterfront District in the years since the adoption of the Development Agreement, necessitated this First Modification to Development Agreement (the "First Modification"); and

WHEREAS, this Agreement is a development agreement under RCW 36.70B.170 through 36.70B.210 and contains vesting, use and mitigation provisions in keeping with the statute and is a SEPA lead Agency Agreement pursuant to WAC 197-11; and

WHEREAS, pursuant to RCW 36.70B.200, the City Council conducted a public hearing on October 7, 2019 and a resolution approving the First Modification was adopted on December 9, 2019, and the Port Commission for the Port of Bellingham approved this First Modification on December 10, 2019.

NOW, THEREFORE, the parties agree as follows:

1. EXISTING AGREEMENT MODIFIED: The parties hereby agree to modify the Agreement as follows:

- 1.1 Exhibit 1 to the Agreement is hereby replaced with the First Modification to Exhibit 1 attached hereto and incorporated herein.
- 1.2 Exhibit 2 to the Agreement is hereby replaced with the First Modification to Exhibit 2 attached hereto and incorporated herein.
- 1.3 Exhibit 3 to the Agreement is hereby deleted.
- 1.4 Section 2. Vesting is hereby modified to state:

During the term of this Agreement, the Port and any successor in interest of Port Property shall have a vested right to develop Port Properties in accordance with and to the extent permissible under the Development Regulations, Design Standards and the PAO in existence as of the date of the adoption of this First Modification by Ordinance Nos. 2019-12-040, respectively, and as adopted contemporaneously with this First Modification by the City and the Port, provided that said successor shall only have such vested right if it has executed this First Modification. In addition, the Port and any successor in interest shall have a vested right to develop Port Properties in accordance with and to the extent permissible under the City Shoreline Master Program in existence as of

the date of the adoption of this First Modification until such time as an update is required by the State of Washington and adopted by the City pursuant to RCW 90.58.080, provided that said successor shall only have such vested right if it has executed this First Modification. The right to vest to the Development Regulations and the PAO does not include the right to be vested to other statutes, codes or regulations referenced in the Development Regulations and/or the PAO. Provided, however, that pursuant to RCW 36.70B.170(4), the City hereby reserves authority to impose new or different regulations relating to the Port Properties, to the extent required by a serious threat to public health and safety.

1.5 Section 13 of the Agreement is hereby deleted.

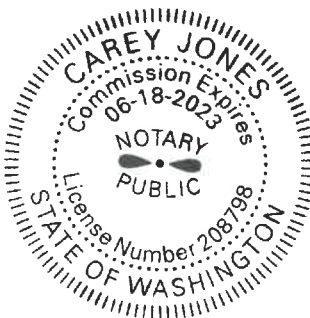
1.6 Section 14 of the Agreement is hereby modified to state:

The term of this Agreement shall commence on the last date of signature below and remain in effect through December 03, 2033. The Parties agree to review this agreement every four (4) years to mutually determine whether any adjustments, modifications or amendments are warranted. Any action permitted or required under this Agreement must commence during the term of this Agreement even though additional time beyond the term may be required to obtain the specific permit or complete construction of the permitted project. For example, for these purposes, commencement means the filing of a complete binding site plan for a construction project or an application for a building permit. Nothing herein supersedes existing law or regulation regarding diligent pursuit of a project.

- 2. TERMS AND CONDITIONS OF EXISTING AGREEMENT REMAIN THE SAME:** The parties agree that, except as specifically provided in this modification, the terms and conditions of the Agreement continue in full force and effect.


Bob Foy, Executive Director

DATED this 30 day of August, ²⁰²¹~~2019~~.



First Modification to Waterfront Development Agreement (6)

EXECUTED, this the 17 day of August, 2021, for the CITY OF
BELLINGHAM.



[Signature]
Mayor

Departmental Approval:

[Signature]
Department Head

Attest:

[Signature]
Finance Director

Approved as to Form:

[Signature]
Office of the City Attorney

STATE OF WASHINGTON)
) ss.
COUNTY OF WHATCOM)

I certify that I know or have satisfactory evidence that Seth Fleetwood ~~Kelli Linville~~ is the person who appeared before me, and said person acknowledged that ~~he~~ signed this instrument, on oath stated that ~~she~~ was authorized to execute the instrument and acknowledged it as the Mayor of the City of Bellingham to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 17 day of August, 2021, 2019.

[Signature]
Signature of Notary Public
Name printed: S. Bookana Raney
NOTARY PUBLIC in and for the State of Washington
My appointment expires: 7/28/24

EXECUTED, this the 12 day of September, ²⁰²¹~~2019~~, for HARCOURT DEVELOPMENTS RESIDENTIAL, LLC:

Pat [Signature]
Its: _____

~~STATE OF WASHINGTON~~

) ss.
COUNTY OF ~~WHATCOM~~ → DUBLIN, IRELAND

I certify that I know or have satisfactory evidence that Robert Bourke is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the DIRECTOR of the Harcourt Developments Residential, LLC to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 15 day of September, ²⁰²¹~~2019~~.

Robert Bourke
Signature of Notary Public
Name printed: ROBERT EMMET BOURKE
NOTARY PUBLIC in and for the State of ~~Washington~~ Dublin, Ireland
My appointment expires: FOR LIFE



The within notarial act is limited to the verification of the name(s) and signature(s) of the Appearer(s), unless otherwise expressly stated in the English language.

Robert Emmet Bourke,
Notary Public, Commissioned for Life
29 Fitzwilliam Street Upper, Dublin 2,
Ireland - www.reb.ie

EXECUTED, this the 13th day of September, ²⁰²¹~~2019~~, for HARCOURT DEVELOPMENTS GRANARY, LLC:

[Signature]
Its: _____

~~STATE OF WASHINGTON~~
COUNTY OF WHATCOM) ss.

I certify that I know or have satisfactory evidence that *PATROL PARR* is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the *DIRECTOR* of the **Harcourt Developments Granary, LLC** to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 13th day of September, ²⁰²¹~~2019~~.

Robert Emmet Bourke
Signature of Notary Public
Name printed: ROBERT EMMET BOURKE
NOTARY PUBLIC in and for the State of ~~Washington~~ Ireland
My appointment expires: FOR LIFE



The within notarial act is limited to the verification of the name(s) and signature(s) of the Appearer(s), unless otherwise expressly stated in the English language.

Robert Emmet Bourke,
Notary Public, Commissioned for Life
29 Fitzwilliam Street Upper, Dublin 2,
Ireland - www.reb.ie

EXECUTED, this the 15 day of September, ²⁰²¹~~2019~~, for HARCOURT, BELLINGHAM, LLC:

Pat Low

Its: _____

~~STATE OF WASHINGTON~~

) ss.
COUNTY OF ~~WHATCOM~~ Dublin, Ireland

I certify that I know or have satisfactory evidence that PATRICK FOWLER is the person who appeared before me, and said person acknowledged that (s)he signed this instrument, on oath stated that (s)he was authorized to execute the instrument and acknowledged it as the DIRECTOR of the Harcourt Bellingham, LLC to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 15 day of September, ²⁰²¹~~2019~~.

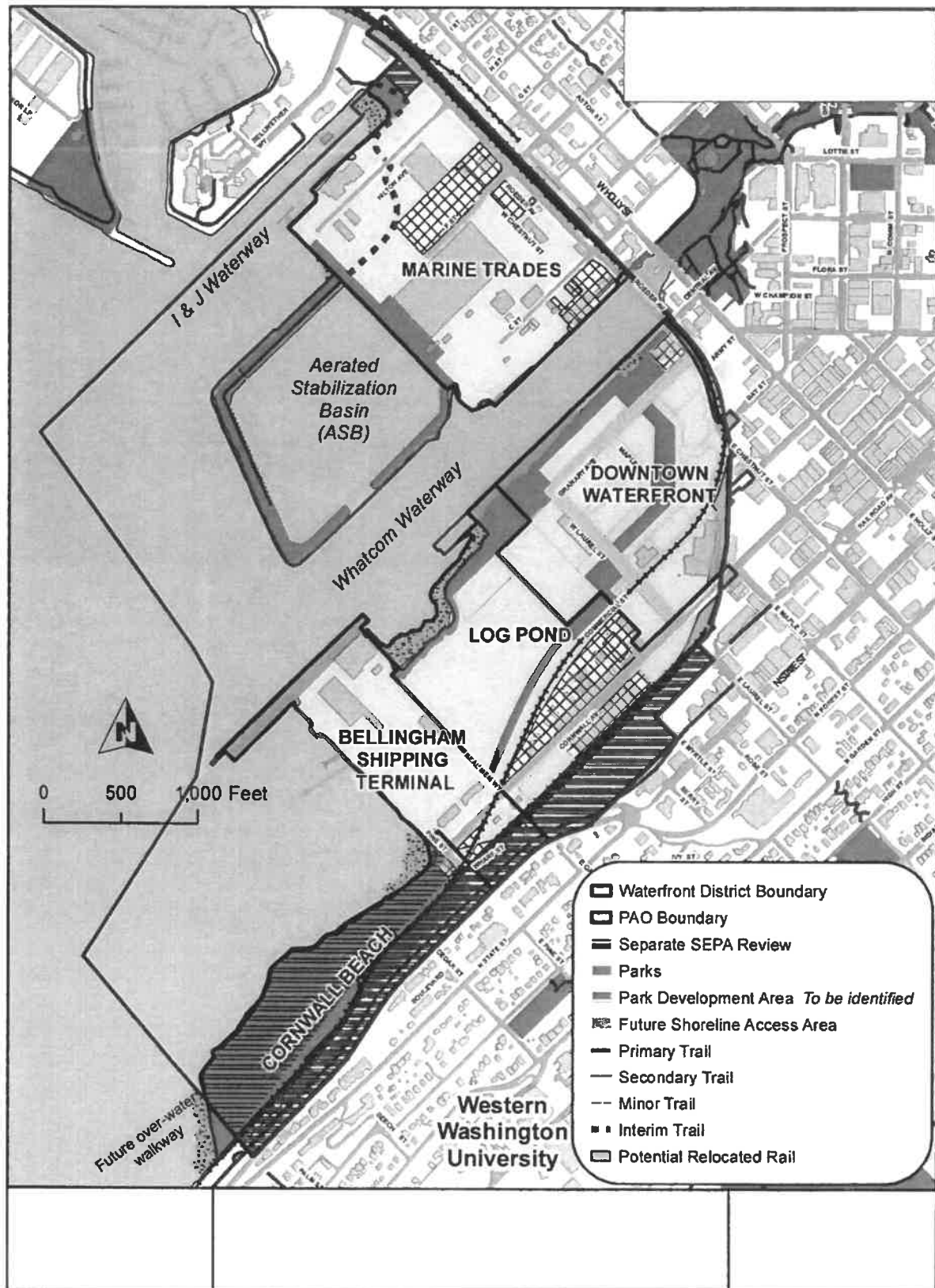
Robert Emmet Bourke
Signature of Notary Public
Name printed: ROBERT EMMET BOURKE
NOTARY PUBLIC in and for the State of Washington Dublin, Ireland
My appointment expires: FOR LIFE



The within notarial act is limited to the verification of the name(s) and signature(s) of the Appearer(s), unless otherwise expressly stated in the English language.

Robert Emmet Bourke,
Notary Public, Commissioned for Life
29 Fitzwilliam Street Upper, Dublin 2,
Ireland - www.reb.ie

First Modification to Exhibit 1



First Modification to Exhibit 2

WATERFRONT DISTRICT DEVELOPMENT AGREEMENT AREA LEGAL DESCRIPTION PORT PROPERTIES NORTH OF WHATCOM CREEK WATERWAY

THOSE PORTIONS OF BLOCKS 44, 45 AND 60, PLAT OF "SUPPLEMENTAL MAP OF THE TOWN OF WHATCOM, WHATCOM COUNTY, W.T., 1884," NOW A PART OF THE CONSOLIDATED CITY OF BELLINGHAM, AS PER THE MAP THEREOF, RECORDED UNDER VOLUME 1 OF PLATS, PAGE 42, RECORDS OF WHATCOM COUNTY, WASHINGTON, LOTS OR BLOCKS 45 THROUGH 102, 121 THROUGH 133, AND 146 THROUGH 159, PLAT OF "WHATCOM COUNTY TIDE LAND APPRAISERS' MAP OF NEW WHATCOM TIDE LANDS, " ACCORDING TO THE MAP THEREOF, RECORDED UNDER VOLUME 4 OF PLATS, PAGE 31, RECORDS OF WHATCOM COUNTY, WASHINGTON, LOTS A THROUGH E OF "GEORGIA PACIFIC WEST LOT LINE ADJUSTMENT," ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2001100532, AND LOTS A, B, C, D AND E OF "GP & BC NO. 2 LOT LINE ADJUSTMENT," ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 1990701088, TOGETHER WITH ROADS AND ALLEYS ABUTTING, AS THE SAME HAVE EITHER BEEN VACATED, ARE TO BE VACATED BY THE CITY OF BELLINGHAM, OR WILL BE SUBJECT TO AN INTERLOCAL AGREEMENT FOR A LICENSE TO USE CERTAIN RIGHTS OF WAY (C STREET, W. MAPLE STREET BETWEEN C STREET AND THE OLD COLONY WHARF STRIP, AND LAUREL STREET BETWEEN C STREET AND THE OLD COLONY WHARF STRIP), AND TO THE EXTENT THAT SUCH LOTS, BLOCKS, ROADS OR ALLEYS LIE WITHIN THE PROPERTY DESCRIBED AS FOLLOWS:

PARCEL 'D'

BEGINNING AT THE INTERSECTION OF THE NORTHERLYMOST CORNER OF SAID BLOCK 60, SUPPLEMENTAL MAP OF THE TOWN OF WHATCOM, WITH THE SOUTHWESTERLY MARGIN OF ROEDER AVENUE, AS THE SAME EXISTED IN JUNE 2019; THENCE SOUTHWESTERLY ALONG THE NORTHWESTERLY LINE OF SAID BLOCK 60 TO THE NORTHEASTERLY PIERHEAD LINE OF THE I & J STREET WATERWAY; THENCE SOUTHEASTERLY ALONG SAID PIERHEAD LINE TO THE EASTERLYMOST CORNER THEREOF; THENCE SOUTHWESTERLY ALONG THE SOUTHEASTERLY PIERHEAD LINE OF SAID I & J STREET WATERWAY TO THE INNER HARBOR LINE, AS THE SAME IS SHOWN ON THE STATE OF WASHINGTON COMMISSIONER OF PUBLIC LANDS 1971 SUPPLEMENTAL MAP OF BELLINGHAM HARBOR; THENCE SOUTHEASTERLY ALONG SAID INNER HARBOR LINE TO THE NORTHWESTERLY PIERHEAD LINE OF WHATCOM CREEK WATERWAY, SAID POINT ALSO BEING ON THE SOUTHEASTERLY LINE OF THE "COLONY WHARF STRIP"; THENCE NORTHEASTERLY ALONG SAID PIERHEAD LINE TO THE SOUTHEASTERLY EXTENSION OF THE NORTHEASTERLY LINE OF THE SOUTHWESTERLY 240 FEET OF SAID BLOCK 159 OF NEW WHATCOM TIDELANDS; THENCE NORTHWESTERLY ALONG SAID NORTHEASTERLY LINE EXTENDED TO THE NORTHWESTERLY LINE OF SAID COLONY WHARF STRIP, ALSO BEING THE SOUTHEASTERLY LINE OF SAID BLOCK 159; THENCE NORTHEASTERLY ALONG SAID SOUTHEASTERLY LINE TO THE NORTHEASTERLY LINE OF THE SOUTHWESTERLY 268 FEET OF SAID BLOCK 159; THENCE NORTHWESTERLY ALONG SAID NORTHEASTERLY LINE TO THE SOUTHEASTERLY LINE OF THE NORTHWESTERLY ONE HALF OF SAID BLOCK 159; THENCE NORTHEASTERLY ALONG SAID SOUTHEASTERLY LINE TO THE SOUTHWESTERLY LINE OF THE SOUTHWEST 30 FEET OF THE NORTHEAST 150 FEET OF SAID NORTHWESTERLY ONE HALF OF BLOCK 159; THENCE NORTHWESTERLY ALONG SAID SOUTHWESTERLY LINE TO THE SOUTHEASTERLY MARGIN OF 'C' STREET, AS DEEDED TO THE CITY OF BELLINGHAM UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 1300761; THENCE CONTINUING NORTHWESTERLY ALONG SAID SOUTHWESTERLY LINE EXTENDED TO THE NORTHWESTERLY MARGIN OF SAID 'C' STREET, ALSO BEING A POINT ON THE SOUTHEASTERLY LINE OF LOT 'E', GP & BC NO. 2 LOT LINE ADJUSTMENT, ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S

FILE NO. 1990701088; THENCE NORTHEASTERLY ALONG SAID MARGIN AND SOUTHEASTERLY LINE TO THE EASTERLYMOST CORNER OF SAID LOT 'E', BEING A POINT ON THE SOUTHWESTERLY MARGIN OF W. CHESTNUT STREET; THENCE NORTHWESTERLY ALONG SAID MARGIN AND ALONG THE NORTHEASTERLY LINE OF SAID LOT 'E' TO THE SOUTHERLYMOST CORNER OF LOT 'D' OF SAID GP & BC NO. 2 LOT LINE ADJUSTMENT; THENCE NORTHEASTERLY ALONG THE EAST LINE OF SAID LOT 'D', ALSO BEING THE NORTHWESTERLY MARGIN OF W. CHESTNUT STREET TO THE NORTHERNMOST CORNER THEREOF; THENCE SOUTHEASTERLY ALONG SAID LOT 'D' BOUNDARY AND NORTHEASTERLY MARGIN OF W. CHESTNUT STREET TO THE CENTERLINE OF VACATED D STREET AS VACATED UNDER CITY OF BELLINGHAM ORDINANCE NO. 8464; THENCE NORTHEASTERLY ALONG SAID LOT D BOUNDARY AND CENTERLINE TO THE SOUTHWESTERLY MARGIN OF ROEDER AVENUE. THENCE NORTHWESTERLY ALONG SAID MARGIN AND THE NORTHEASTERLY LINE OF SAID LOT 'D' TO THE NORTHERLYMOST CORNER THEREOF; THENCE SOUTHWESTERLY ALONG THE NORTHWESTERLY BOUNDARY OF SAID LOT 'D' TO THE NORTHEASTERLY LINE OF LOT 'A' OF SAID GP & BC NO. 2 LOT LINE ADJUSTMENT, ALSO BEING A POINT ON THE CENTERLINE OF VACATED W. CHESTNUT STREET, AS VACATED BY CITY OF BELLINGHAM ORDINANCE NUMBER 8464; THENCE ALONG THE NORTHERLY BOUNDARY OF SAID LOT 'A' AS FOLLOWS:

NORTHWESTERLY ALONG SAID NORTHEASTERLY BOUNDARY AND CENTERLINE TO THE SOUTHEASTERLY MARGIN OF 'F' STREET; THENCE SOUTHWESTERLY ALONG SAID SOUTHEASTERLY MARGIN TO THE SOUTHWESTERLY MARGIN OF SAID W. CHESTNUT STREET; THENCE NORTHWESTERLY ALONG SAID SOUTHWESTERLY MARGIN TO THE CENTERLINE OF VACATED 'F' STREET, AS VACATED BY CITY OF BELLINGHAM ORDINANCE NUMBER 7552; THENCE SOUTHWESTERLY ALONG SAID CENTERLINE TO AN ANGLE POINT IN SAID NORTHERLY BOUNDARY OF LOT 'A', SAID POINT LYING SOUTHWESTERLY OF THE INTERSECTION OF VACATED 'F' AND W. MAPLE STREETS; THENCE NORTHWESTERLY ALONG SAID NORTHERLY BOUNDARY TO THE CENTERLINE OF VACATED 'G' STREET, AS VACATED BY CITY OF BELLINGHAM ORDINANCE NUMBER 7552;

THENCE DEPARTING SAID NORTHERLY BOUNDARY OF LOT 'A', AND NORTHEASTERLY ALONG SAID CENTERLINE TO THE SOUTHWESTERLY MARGIN OF ROEDER AVENUE; THENCE NORTHWESTERLY ALONG SAID MARGIN TO THE SOUTHEASTERLY MARGIN OF HILTON AVENUE AS DEEDED TO THE CITY OF BELLINGHAM UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 802290; THENCE SOUTHWESTERLY ALONG SAID SOUTHEASTERLY MARGIN TO THE SOUTHWESTERLY MARGIN OF VACATED W. MAPLE STREET; THENCE NORTHWESTERLY ALONG SAID SOUTHWESTERLY MARGIN TO THE NORTHWESTERLY MARGIN OF SAID HILTON AVENUE; THENCE NORTHEASTERLY ALONG SAID NORTHWESTERLY MARGIN TO SAID SOUTHWESTERLY MARGIN OF ROEDER AVENUE; THENCE NORTHWESTERLY ALONG SAID SOUTHWESTERLY MARGIN TO THE **POINT OF BEGINNING**.

EXCEPTING THEREFROM RIGHT OF WAYS FOR C STREET, W. MAPLE STREET AND W. LAUREL STREET.

ALSO EXCEPTING THEREFROM, THE FOLLOWING TRACTS OF LAND:

EXCEPTION TRACT 1

THE NORTHWESTERLY 50 FEET OF THE SOUTHEASTERLY 100 FEET OF LOT 97, SAID PLAT OF NEW WHATCOM TIDELANDS; TOGETHER WITH THE VACATED SOUTHWESTERLY ONE HALF OF W. IVY STREET ABUTTING, AS VACATED BY THE CITY OF BELLINGHAM UNDER ORDINANCE NUMBER 8670;

EXCEPTION TRACT 2

THE NORTHWESTERLY 50 FEET OF THE SOUTHEASTERLY 100 FEET OF LOT 99 LYING NORTHERLY OF RAILROAD AND THE SOUTHEASTERLY ONE HALF OF THAT PORTION OF LOT 99 LYING SOUTHWESTERLY OF RAILROAD, SAID PLAT OF NEW WHATCOM TIDELANDS; TOGETHER WITH THE VACATED NORTHEASTERLY ONE HALF OF W. MYRTLE STREET ABUTTING, AS VACATED BY THE CITY OF BELLINGHAM UNDER ORDINANCE NUMBER 8670;

EXCEPTION TRACT 3

THE SOUTHEASTERLY 50 FEET OF LOT 124 LYING NORTHEASTERLY OF RAILROAD, SAID PLAT OF NEW WHATCOM TIDELANDS; TOGETHER WITH THE VACATED NORTHWESTERLY ONE HALF OF 'E' STREET ABUTTING AS VACATED BY THE CITY OF BELLINGHAM UNDER ORDINANCE NUMBER 8670;

PARCEL 'E'

BLOCK 146, WHATCOM COUNTY TIDELAND APPRAISER'S MAP OF NEW WHATCOM TIDELANDS, STATE OF WASHINGTON, ACCORDING TO THE MAP THEREOF, RECORDED IN VOLUME 4 OF PLATS, PAGE 31, RECORDS OF WHATCOM COUNTY, WASHINGTON. TOGETHER WITH THE SOUTHEASTERLY HALF OF VACATED 'D' STREET ABUTTING, AS VACATED BY CITY OF BELLINGHAM ORDINANCE NUMBER 8464.

EXCEPT ROEDER AVENUE RIGHT OF WAY.

PARCEL 'F'

THAT CERTAIN TIDELAND PROPERTY, IN ACCORDANCE WITH "WHATCOM COUNTY TIDE LAND APPRAISERS' MAP OF NEW WHATCOM TIDE-LANDS, STATE OF WASHINGTON," AS PER THE MAP THEREOF, RECORDED IN VOLUME 4 OF PLATS, PAGE 31, RECORDS OF WHATCOM COUNTY AUDITOR'S OFFICE, DESCRIBED AS FOLLOWS, TO-WIT:

BEGINNING AT A POINT ON THE NORTHWESTERLY SIDE OF WHATCOM CREEK WATERWAY, AS ORIGINALLY LAID OUT, WHERE THE SOUTHWESTERLY SIDE OF THE RIGHT-OF-WAY OF THE BELLINGHAM TERMINALS AND RAILWAY COMPANY INTERSECTS SAID WATERWAY; THENCE RUNNING IN A SOUTHWESTERLY DIRECTION 230 FEET, MORE OR LESS, TO A POINT 15 FEET SOUTHWESTERLY FROM WHERE THE NORTHEASTERLY SIDE OF CHESTNUT STREET PRODUCED WOULD INTERSECT SAID WHATCOM CREEK WATERWAY; THENCE NORTHWESTERLY 40 FEET, MORE OR LESS, TO THE NORTHWESTERLY SIDE OF THE COLONY WHARF STRIP; THENCE NORTHEASTERLY 230 FEET, MORE OR LESS, TO THE SOUTHWESTERLY SIDE OF THE RIGHT-OF-WAY OF THE BELLINGHAM TERMINALS AND RAILWAY COMPANY; THENCE SOUTHEASTERLY 40 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

PARCEL 'G'

THE SOUTHWESTERLY 90.84 FEET OF THE NORTHEASTERLY 120.00 FEET OF THE NORTHWESTERLY HALF OF BLOCK 159, WHATCOM COUNTY TIDELAND APPRAISER'S MAP OF NEW WHATCOM TIDELANDS, STATE OF WASHINGTON, ACCORDING TO THE MAP THEREOF, RECORDED IN VOLUME 4 OF PLATS, PAGE 31, RECORDS OF WHATCOM COUNTY, WASHINGTON.



**WATERFRONT DISTRICT
DEVELOPMENT AGREEMENT AREA LEGAL DESCRIPTION
SOUTH OF WHATCOM CREEK WATERWAY**

HARCOURT PROPERTIES

PARCEL 'H'

LOT A OF GRANARY LOT LINE ADJUSTMENT, ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2016-0101753.

EXCEPTING THEREFROM RIGHT OF WAY FOR ROEDER AVENUE AS DEDICATED TO THE CITY OF BELLINGHAM UNDER AUDITOR'S FILE NO. 2017-0601326.

PARCEL 'I'

LOT 1 OF "WATERFRONT SPECIFIC BINDING SITE PLAN NO. 1" ACCORDING TO THE MAP THEREOF RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2018-0201342.



**WATERFRONT DISTRICT
DEVELOPMENT AGREEMENT AREA LEGAL DESCRIPTION
SOUTH OF WHATCOM CREEK WATERWAY**

PORT OF BELLINGHAM PROPERTIES

THOSE PORTIONS OF LOTS OR BLOCKS 183 THROUGH 187, 203 THROUGH 207 AND 217 PLAT OF "WHATCOM COUNTY TIDE LAND APPRAISERS' MAP OF NEW WHATCOM TIDE LANDS, " ACCORDING TO THE MAP THEREOF, RECORDED UNDER VOLUME 4 OF PLATS, PAGE 31, RECORDS OF WHATCOM COUNTY, WASHINGTON, LOTS A AND C OF "CORNWALL LOT LINE ADJUSTMENT," ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2016-1101432, AND THE RESERVE TRACT OF "WATERFRONT GENERAL BINDING SITE PLAN" ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2017-0801912, TOGETHER WITH ROADS AND ALLEYS ABUTTING, AS THE SAME HAVE EITHER BEEN VACATED, ARE TO BE VACATED BY THE CITY OF BELLINGHAM, OR WILL BE SUBJECT TO AN INTERLOCAL AGREEMENT FOR A LICENSE TO USE CERTAIN RIGHTS OF WAY, AND TO THE EXTENT THAT SUCH ROADS OR ALLEYS LIE WITHIN THE PROPERTY DESCRIBED AS FOLLOWS:

PARCEL 'J'

RESERVE TRACT OF "WATERFRONT GENERAL BINDING SITE PLAN" ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2017-0801912.

EXCEPTING THEREFROM RIGHT OF WAYS FOR W. LAUREL STREET AS DEDICATED TO THE CITY OF BELLINGHAM UNDER AUDITOR'S FILE NO. 2017-0601328 AND GRANARY AVENUE AS DEDICATED TO THE CITY OF BELLINGHAM UNDER AUDITOR'S FILE NO. 2017-0601327.

ALSO EXCEPT ANY PORTION THEREOF LYING WITHIN BURLINGTON NORTHERN RAILROAD OWNERSHIP.

PARCEL 'K'

LOTS OR BLOCKS 183 THROUGH 187 AND 203 THROUGH 207, PLAT OF "WHATCOM COUNTY TIDE LAND APPRAISERS' MAP OF NEW WHATCOM TIDE LANDS", ACCORDING TO THE MAP THEREOF, RECORDED UNDER VOLUME 4 OF PLATS, PAGE 31, RECORDS OF WHATCOM COUNTY, WASHINGTON, TOGETHER WITH VACATED STREETS ADJOINING SAID LOTS AND BLOCKS.

EXCEPTING THEREFROM ANY PORTIONS OF SAID LOTS OR BLOCKS LYING WESTERLY OF THE INNER HARBOR LINE OR WHATCOM CREEK WATERWAY PIERHEAD LINE AS DEFINED AND DEPICTED ON STATE OF WASHINGTON COMMISSIONER OF PUBLIC LANDS 1971 SUPPLEMENTAL MAP OF BELLINGHAM HARBOR.

ALSO EXCEPT ANY PORTION OF SAID LOTS OR BLOCKS 206 AND 207 LYING EASTERLY OF THE WESTERLY RIGHT OF WAY MARGIN OF THE BURLINGTON NORTHERN RAILROAD MAIN TRACK RIGHT OF WAY.

PARCEL 'L'

THAT PORTION OF BLOCK 217, PLAT OF "WHATCOM COUNTY TIDE LAND APPRAISERS' MAP OF NEW WHATCOM TIDE LANDS", ACCORDING TO THE MAP THEREOF, RECORDED UNDER VOLUME 4 OF PLATS, PAGE 31, RECORDS OF WHATCOM COUNTY, WASHINGTON, LYING WESTERLY OF THE WESTERLY LINE OF THE 15-FOOT-WIDE CHICAGO MILWAUKEE ST. PAUL RAILROAD SPUR LINE (ABANDONED).

TOGETHER WITH THAT PORTION OF LOT 8 OF SAID BLOCK 217 LYING EASTERLY OF THE EASTERLY LINE OF SAID 15-FOOT-WIDE CHICAGO MILWAUKEE ST. PAUL RAILROAD SPUR LINE (ABANDONED).

TOGETHER WITH THE NORTHEASTERLY ½ OF VACATED WEST LAUREL STREET ABUTTING, AS VACATED UNDER CITY OF BELLINGHAM ORDINANCE NO. 2019-04-009 AND RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2019-0601633.

PARCEL 'M'

LOTS A AND C, "CORNWALL LOT LINE ADJUSTMENT," ACCORDING TO THE MAP THEREOF, RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2016-1101432.

TOGETHER WITH THE SOUTHWESTERLY ½ OF VACATED WEST LAUREL STREET ABUTTING SAID LOT A, AS VACATED UNDER CITY OF BELLINGHAM ORDINANCE NO. 2019-04-009 AND RECORDED UNDER WHATCOM COUNTY AUDITOR'S FILE NO. 2019-0601633.



**WATERFRONT DISTRICT
DEVELOPMENT AGREEMENT
TAX PARCEL NUMBERS (AS OF AUGUST 2019)**

PORT OF BELLINGHAM PROPERTIES- NORTH

380225 400142 0000
380225 130445 0000
380225 497229 0000
380225 517226 0000
380225 481192 0000
380225 544247 0000
380225 552254 0000
380225 543262 0000
380225 538258 0000
380225 525306 0000
380225 548262 0000
380225 341167 0000
380225 535202 0000
380225 525191 0000
380225 521204 0000
380225 529212 0000
380225 534216 0000
380225 540223 0000
380225 472140 0000
380225 397064 0000
380225 358198 0000
380225 410334 0000
380225 388204 0000
380225 509177 0000
380225 493165 0000
380225 458125 0000
380225 540269 0000
380225 402173 0000 (PORT/DNR)
380225 384198 0000 (PORT/DNR)
380330 004215 0000

PORT OF BELLINGHAM PROPERTIES- SOUTH

380225 420022 0000
380225 432004 0000
380330 008066 0000
380331 046558 0000
380236 542483 0000
380236 496526 0000
380236 472492 0000

HARCOURT PROPERTIES

380225 561137 0000
380330 050187 0000



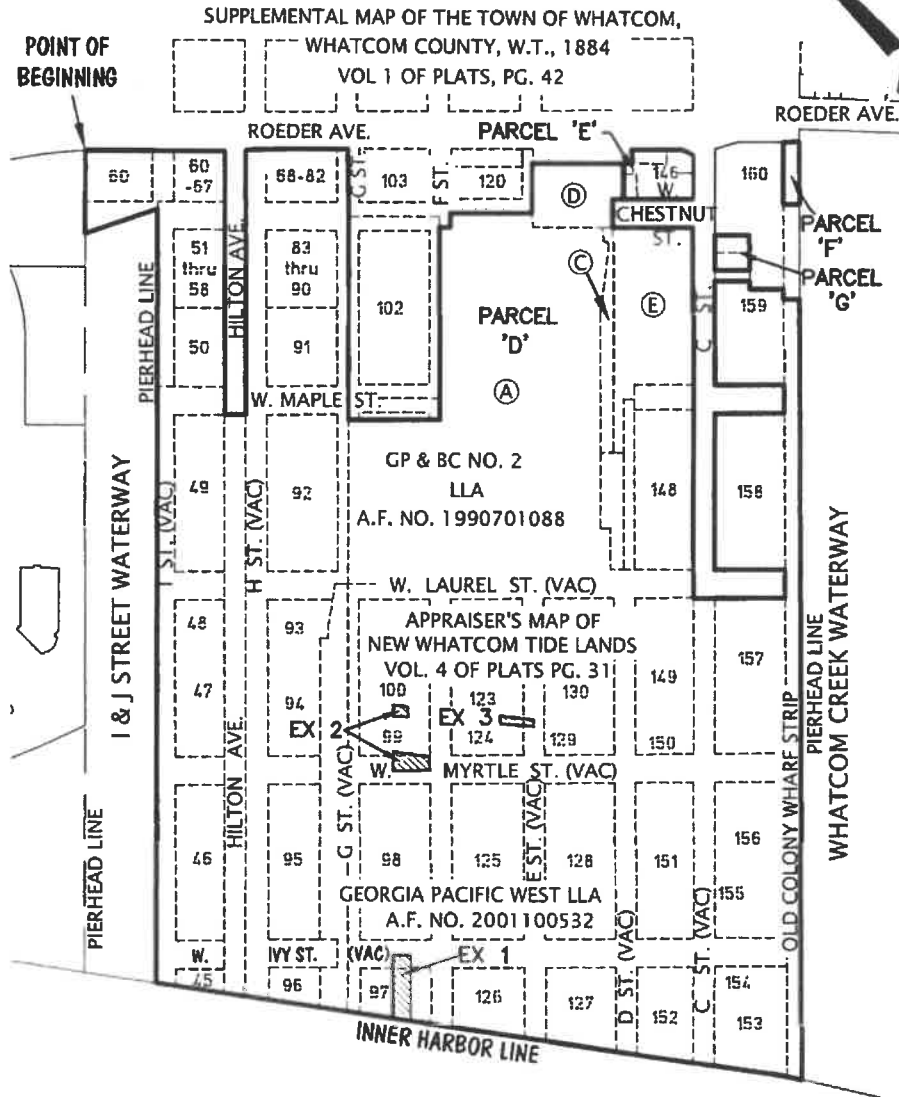
EMAIL: info@pseurvey.com
WWW.PSESURVEY.COM

PACIFIC SURVEY & ENGINEERING INC
909 SQUALITUM WAY #111, BELLINGHAM, WA 98225 PHONE: 671.7387 FAX: 671.4685

EXHIBIT ' — '

SITUATE IN A PORTION OF E 1/2 OF SECTION 25, TOWNSHIP 38 NORTH, RANGE 2 EAST,
AND THE SW 1/4 OF SECTION 30, TOWNSHIP 38 NORTH, RANGE 3 EAST, W.M.,
CITY OF BELLINGHAM, WHATCOM COUNTY, WASHINGTON

1"=500'



EXCEPTION TRACTS 1-3

WATERFRONT DISTRICT DEVELOPMENT AREA
"PROPERTIES NORTH OF WHATCOM CREEK WATERWAY"

PORT OF BELLINGHAM

PSE JOB #2019117
JULY 16, 2019

DWN: ASM

DWG: 2019117_svX_Exhibit_2019.dwg

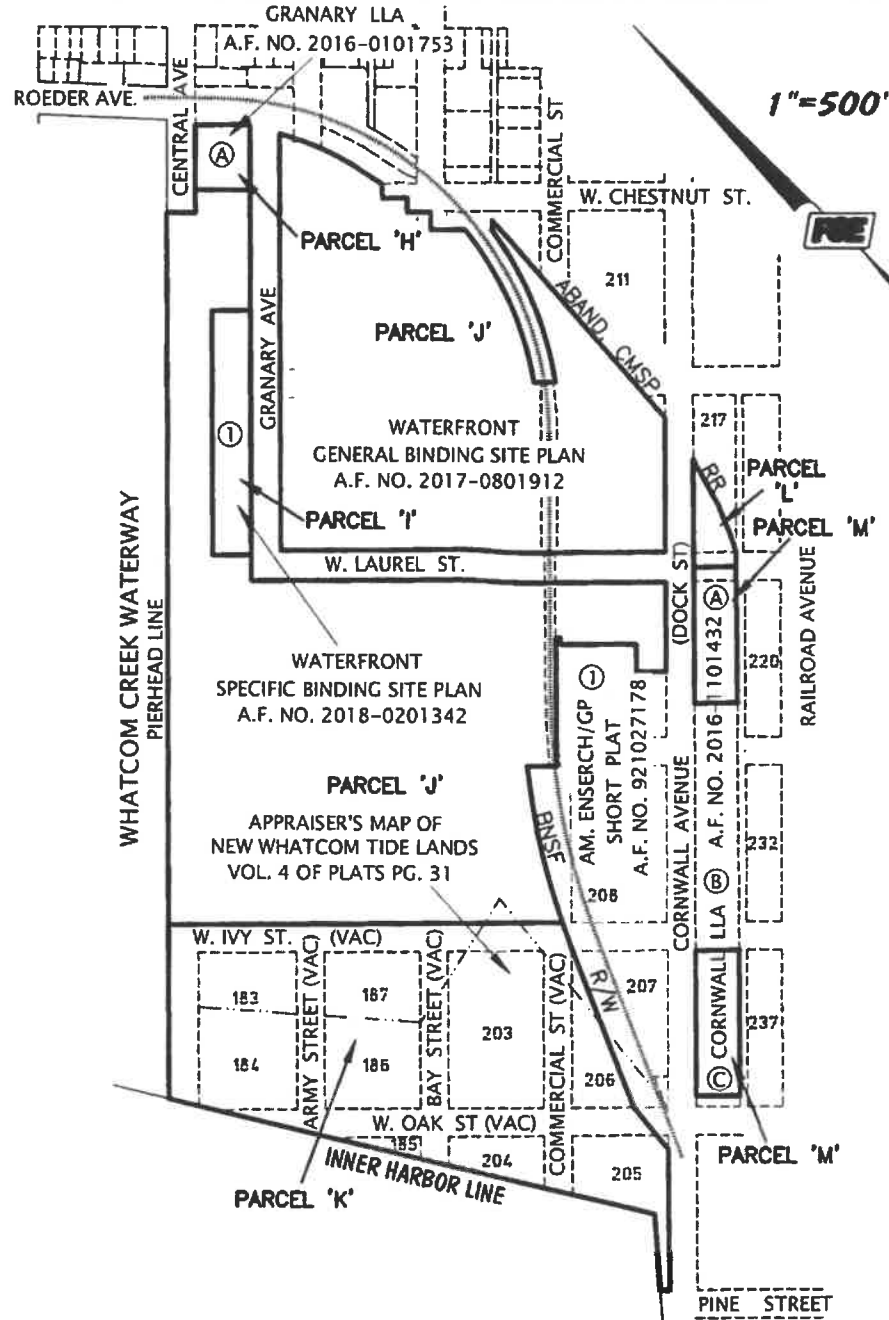


EMAIL: info@pse-survey.com
www.pse-survey.com

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EXHIBIT 'A'

SITUATE IN A PORTION OF NE 1/4 OF SECTION 36 AND THE SE 1/4 OF SECTION 25, TOWNSHIP 38 NORTH, RANGE 2 EAST, AND THE NW 1/4 OF SECTION 31 AND SOUTHWEST 1/4 OF SECTION 30, TOWNSHIP 38 NORTH, RANGE 3 EAST, W.M., CITY OF BELLINGHAM, WHACOM COUNTY, WASHINGTON



WATERFRONT DISTRICT DEVELOPMENT AREA
"PROPERTIES SOUTH OF WHATCOM CREEK WATERWAY"

PORT OF BELLINGHAM

PSE JOB #2019117
AUGUST 6, 2019

DWN: ASM
DWG: 2019117_svX_Exhibit_2019.dwg