

RESTRICTIVE COVENANT

STATE OF TEXAS §
 §
 COUNTY OF NUECES §

AUG - 4 2003

PORT OF CORPUS CHRISTI
ENGINEERING DEPT***KNOW ALL PERSONS BY THESE PRESENTS THAT:***

Pursuant to the requirements of the Railroad Commission of Texas (Commission) pertaining to Oil and Gas Waste and pollution resulting from activities over which the Commission exercises jurisdiction in accordance with Section 91.113 of the Texas Natural Resources Code and Section 26.131 of the Texas Water Code, this Restrictive Covenant is hereby filed in the Real Property Records of Nueces County, Texas in compliance with the remediation requirements of the Commission.

This Restrictive Covenant is filed to provide information concerning certain environmental conditions at the real property described in Attachment 1 and shown on the plat map attached hereto as Attachment 2 (hereinafter "the Former Tank Farm Property"). This Restrictive Covenant further restricts use of the Former Tank Farm Property as set forth herein.

RECITALS:

A. As of the date of this Restrictive Covenant, the record owner of fee title to the Former Tank Farm Property is the Port of Corpus Christi Authority ("Owner"), a political subdivision of the State of Texas, whose address is 222 Power Street, Corpus Christi, Texas 78401.

B. The Former Tank Farm Property was, at one time, owned and operated by American Petrofina Pipeline Company, a former subsidiary of FINA, Inc. (now ATOFINA Petrochemicals, Inc. hereinafter referred to as "ATOFINA") and was used for the storage and handling of crude oil and various substances and chemicals associated with the storage and handling of crude oil. Waste materials associated with these operations at the Former Tank Farm Property and which required remedial action by the Commission are hereinafter referred to as "Oil and Gas Waste Materials".

C. The Former Tank Farm Property is subject to certain regulatory requirements, established by the Commission for investigation and remediation of Oil and Gas Waste Materials in the soil and groundwater on and beneath the Former Tank Farm Property. The remediation requirements for the Former Tank Farm Property are described in "Remediation Completion Report, ATOFINA Petrochemicals, Inc., Harbor Island Crude Terminal Port Aransas, Texas, November, 2002." D. Remediation of the Oil and Gas Waste Materials was conducted by ATOFINA in accordance with a plan approved by the Commission. In accordance with the approved plan, soil containing Total Petroleum Hydrocarbons (TPH) in concentrations exceeding applicable residential TPH-mixture cleanup levels were allowed to remain at the Former Tank

Farm Property. Confirmation excavations of remediated soil that penetrated groundwater in interior portions of the Former Tank Farm Property revealed a hydrocarbon sheen on the water table at a depth of two to three feet below ground surface. Groundwater sampling of monitor wells installed in interior portions of the Former Tank Farm Property and along the perimeter of the Former Tank Farm Property revealed an absence of hydrocarbon sheen and TPH in concentrations below laboratory detection limits

E. The Commission approved the remediation of the Former Tank Farm Property by ATOFINA in a letter dated June 4, 2003.

F. The extent of cleanup approved by the Commission is predicated upon the fact that the Former Tank Farm Property is presently used solely for commercial/industrial purposes, will continue to be used solely for commercial/industrial purposes for the indefinite future, and that groundwater beneath the Former Tank Farm Property will not be used except for purposes of groundwater monitoring. The Commission has determined that the Former Tank Farm Property currently meets all applicable remedial standards for commercial/industrial use.

G. Based on reports submitted by ATOFINA pursuant to the approved work plan, the chemicals of concern at the Former Tank Farm Property pose no significant present or future risk to humans or the environment based on commercial/industrial use. No further remediation of the Former Tank Farm Property is required by the Commission as long as the Former Tank Farm Property is not put to residential use. 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, and parks (local, state or federal). If any person intends in the future to use the Former Tank Farm Property for any residential use, the Commission must be notified at least 60 days in advance of such intended use. Additional response action contemplating a change in land use for the Former Tank Farm Property may be necessary before the Former Tank Farm Property may be put to residential use.

H. Information concerning remediation of the Former Tank Farm Property may be obtained from ATOFINA. The mailing address to obtain such information is 15710 JFK Boulevard, Houston, Texas 77032, ATTN: Remedial Manager.

NOW THEREFORE, in consideration of remedial action taken by ATOFINA, and other good and valuable consideration the receipt and sufficiency of which Owner hereby acknowledges, Owner agrees to the following restrictions being placed upon the Former Tank Farm Property, and hereby does place in favor of the Commission, the following restrictions upon the Former Tank Farm Property, to wit:

1. All future uses of the Former Tank Farm Property shall be strictly limited to commercial/industrial use. No part of the Former Tank Farm Property shall be converted to residential use without the prior express written approval of the Commission.

2. Use of groundwater from beneath the Former Tank Farm Property is prohibited except for monitoring purposes.

3. This Restrictive Covenant applies to the entire Former Tank Farm Property as shown on Attachments 1 and 2 attached hereto and incorporated herein fully by reference.

4. These restrictions shall be a covenant running with the land.

For additional information, contact:

Railroad Commission of Texas
Site Remediation Section
Oil and Gas Division
William B. Travis Building
1701 N. Congress Avenue
P.O. Box 12967
Austin, TX 78711-2967
Reference: Operator Cleanup Program (OCP) # 04-1060

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

Executed this 10th day of June 2003.

Executed this 27th day of JUNE 2003.

Port of Corpus Christi Authority
of Nueces County, Texas

ATOFINA Petrochemicals Inc.

By: 

By: 

Name: John P. LaRue

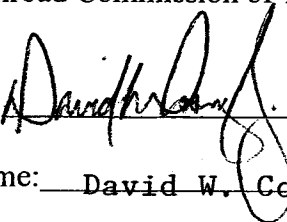
Name: Richard L. Charter

 Executive Director

Title: Chief Administrative Officer

Accepted as Third Party Beneficiary this 9th day of July 2003.

Railroad Commission of Texas

By: 

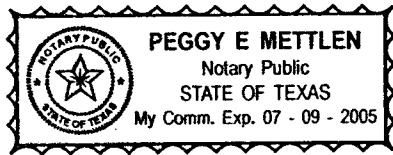
Name: David W. Cooney, Jr.

Title: Assistant Director, Environmental Law

STATE OF TEXAS §
 §
COUNTY OF NUECES §

BEFORE ME, on this the 10th day of June, 2003, personally appeared John P. LaRue, Executive Director of the Port of Corpus Christi Authority, known to me to be the person whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 10th day of June 2003.



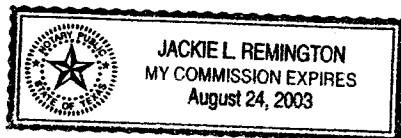
Peggy E. Mettlen
Notary Public in and for the State of Texas,
County of Nueces.

My commission expires: 7-9-05

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, on this the 27th day of June, 2003, personally appeared Richard L. Charter [Name], Chief Administrative Officer of ATOFINA Petrochemicals, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 27th day of June 2003.



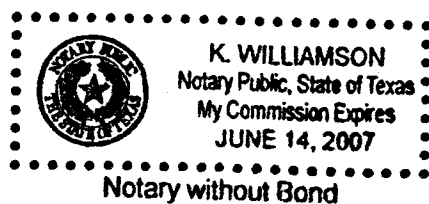
Jackie L. Remington
Notary Public in and for the State of Texas,
County of Harris.

My commission expires: 8-24-2003

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, on this the 9th day of July, 2003, personally appeared David W. Cooney, Jr. [Name], ASST. DIR. ENVT. LAW [Title], 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 consideration herein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 9th day of July 2003.



K. Williamson

Notary Public in and for the State of Texas,
County of ~~Travis~~ TRAVIS

My commission expires: 6-14-2007

ATTACHMENT 1

Legal Description of the Former Tank Farm Property

Land

FIELDNOTE DESCRIPTION of part of Survey No. 651, part of Survey No. 961, and all of Survey No. 653, situated on Harbor Island, Nueces County, Texas, described as follows:

All of Survey No. 653, recorded in Volume 94, Page 532, part of Survey No. 651, recorded in Volume 94, Page 529, and part of Survey No. 961, recorded in Volume 442, Page 327, all in the Deed Records, Nueces County;

BEGINNING at a concrete monument with a brass pin found at the common corner of Surveys No. 653, 961, 960 and 806;

THENCE, along the southeasterly boundary of that land described as Tract 1 in the deed recorded under Clerk's File No. 888919, Deed Records and continuing along a common boundary with Nueces County Road District No. 4 property as described in deed recorded in Volume 519, Page 158, Deed Records, North 10 degrees-15 minutes-07 seconds East, 962.01 feet to a concrete monument with brass pin found;

THENCE, along the southwesterly boundary of said Road District property, South 45 degrees-59 minutes-12 seconds East, at 2,484.52 feet pass a concrete monument with brass pin found, in all 3,638.05 feet to a 5/8 inch iron rod set on the northwesterly boundary of an 11.47 acre tract described in deed recorded under Clerk's File No. 917610, Deed Records;

THENCE, along the boundaries of said 11.47 acre tract: South 41 degrees-58 minutes-25 seconds West, 33.96 feet to a 6 inch metal fence post found; South 28 degrees-39 minutes-05 seconds West, 353.96 feet to a 5/8 inch iron rod set; South 61 degrees-58 minutes-52 seconds East, 265.00 feet to a 3/4 inch iron rod found; South 26 degrees-01 minutes-28 seconds East, 224.50 feet to a 5/8 inch iron rod found; North 57 degrees-26 minutes-07 seconds East, 243.47 feet to a 5/8 inch iron rod found; South 42 degrees-29 minutes-09 seconds East, 112.08 feet to a 5/8 inch iron rod found; North 50 degrees-48 minutes-44 seconds East, 334.75 feet to a 5/8 inch iron rod found; North 45 degrees-58 minutes-04 seconds West, 72.12 feet to a chiseled cross mark in concrete found; and North 44 degrees-01 minutes East, at 126.48 feet pass a 5/8 inch iron rod found, in all 216.48 feet to the common northeasterly boundary of Survey No. 651 and southwesterly boundary of a 155.00 foot wide strip reserved by the State of Texas for the Aransas Pass Channel, in the waters of the channel;

THENCE, along said common boundary South 45 degrees-59 minutes East, 200.00 feet to the southeasterly corner of Survey No. 651 in the waters of Lydia Ann Channel;

THENCE, along the southeasterly boundary of Surveys No. 651 and No. 653 and a northwesterly boundary of the tract described in the Patent recorded in Volume 455, Page 586, Deed Records, South 44 degrees-01 minutes West, 1,200.00 feet to the southwesterly corner of Survey No. 653 in the waters of the Corpus Christi Channel;

THENCE, along the common boundary between Surveys No. 653 and No. 806, North 45 degrees-59 minutes West, at 467.10 feet pass a concrete monument with brass cap found, in all 4,000.00 feet to the POINT OF BEGINNING.

CONTAINING 75.126 acres.

ATTACHMENT 2

Plat Map of the Former Tank Farm Property

MUEES COUNTY



A SET 3/8" IRON ROD
B FOUND 6" METAL FENCE POST
C SET 3/8" IRON ROD
D FOUND 3/4" IRON ROD
E FOUND 2/8" IRON ROD
F FOUND 2/8" IRON ROD
G FOUND 2/8" IRON ROD
H FOUND 2/8" IRON ROD
I FOUND CHISELED MARK IN CONCRETE

Michael Horne Licensed State Long Surveyor

Part of Survey No 620, Part of Survey No 631,
Part of Survey No 961, NE of Survey No 623
and NE of Survey No 634, Harbor Island,
Annette and Nuwau Counties, Texas



12-15-95

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of Race, Color Religion, Sex, Handicap, Familial Status or National Origin, is invalid and unenforceable under FEDERAL LAW, 3/12/89

STATE OF TEXAS
COUNTY OF NUECES
I hereby certify that this instrument was FILED in File Number _____ Sequence on the date and at the time stamped herein by me, and was duly RECORDED, in the Official Public Records of Nueces County, Texas



Ernest M. Briones
COUNTY CLERK
NUECES COUNTY, TEXAS

Doc# 2003036613
Pages 10
Filed & Recorded in
Official Records of
NUECES COUNTY
ERNEST M. BRIONES
COUNTY CLERK
Fees \$27.00

Return to: Sarah Kowalski
Part of Corpus Christi Authority
P.O. Box 1541
Corpus Christi, TX 78403