

Deed for the Property

After Recording Return To:

Quit Claim Deed

(Tacoma Rail Mountain Division)

GRANTOR: The City of Tacoma, a Washington municipal corporation

GRANTEE: Central Puget Sound Regional Transit Authority, a regional transit authority organized under the laws of the State of Washington

ABBR. LEGAL DESCRIPTION: Blocks 7522, 7524, 7526, 7528, 7530, 7532, 7534, and 7536, Tacoma Land Company's First Addition; Blocks 7536 and 7538, Tacoma Land Company's Seventh Addition; Blocks 7538, 7540, 7542, 7546, 7548, 7645, Tract 6 and Tract 20, the Indian Addition.

Complete Legal Description on Exhibit A, attached hereto.

ASSESSOR'S PROPERTY TAX PARCELS/ACCOUNT NUMBERS: 2075220016, 2075280012, 2075300012, 2075320012, 2075340012, 2075360012, 2075380010, 4715010610, 4715010650, 4715010722, 4715010734, 4715011132, 4715010752, 4715024330, 4715024331

WHEREAS, Grantor owns certain real property in Pierce County described on the attached Exhibit A (the "Property") and operates on such Property a railroad line commonly known as the Tacoma Rail Mountain Division; and

WHEREAS, Grantee operates its Sounder commuter rail service on the Property; and

WHEREAS, Grantor desires to sell and Grantee desires to buy the Property and the railroad improvements located thereon, subject to the City's retention of a permanent freight easement, on the terms and conditions set forth herein.

NOW, THEREFORE, GRANTOR, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantor conveys and quit claims to Grantee all interest in the following described real estate, situated in the county of Pierce, state of Washington, together with all after acquired title of the Grantor therein:

See attached Exhibit A

EXCEPTING AND RESERVING THEREFROM, the following easements, covenants, conditions and restrictions, which Grantor and Grantee acknowledge and agree shall run with the land and be binding upon the successors and assigns of Grantor and Grantee:

- (1) Grantor reserves for itself and its successors and assigns an exclusive easement for freight railroad purposes, including but not limited to, the construction, maintenance, repair, replacement and operation of freight rail and associated facilities, subject to the provisions of the Tacoma Joint Use Agreement (defined below).
- (2) Grantor and Grantee have entered into that certain Joint Use Agreement dated of even date herewith (the "Tacoma Joint Use Agreement") concerning the operation and use of the Property. The terms and conditions of the Tacoma Joint Use Agreement are incorporated herein as restrictions encumbering the Property as if fully set forth in this instrument and such terms shall be in full force and effect for purposes of this instrument even if the Tacoma Joint Use Agreement is, for whatever reason, no longer in effect, unless otherwise agreed by the parties in a document signed by both parties and recorded in the real estate records for the County of Pierce.
- (3) Grantee must operate any commuter passenger train and related equipment on the Property in a manner that (a) complies with the requirements of 49 C.F.R. Part 238, as such requirements may be amended or waived by the Federal Railroad Administration or any successor agencies (collectively, the "FRA"), and (b) uses only trains and other equipment that do not qualify as light rail operations (as determined by the FRA) if such light rail operations would inhibit freight rail operations.

[Signatures on following page]

IN WITNESS WHEREOF, Grantor and Grantee have executed this deed as of the ____ day of _____, 20____.

Grantor:

**THE CITY OF TACOMA,
a Washington municipal corporation**

By: _____

Name: _____

Title: _____

Date: _____

Approved as to form:

City attorney

STATE OF WASHINGTON)
) ss.
COUNTY OF PIERCE)

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

Dated: _____, _____.

Print Name _____
Notary Public in and for the State of Washington,
residing at _____
My appointment expires _____

Grantee:

CENTRAL PUGET SOUND REGIONAL TRANSIT AUTHORITY,

a regional transit authority

By: _____

Name: _____

Title: _____

Date: _____

Approved as to form:

Sound Transit legal counsel

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledged it as the _____ of Central Puget Sound Regional Transit Authority to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: _____, _____.

Print Name _____
Notary Public in and for the State of Washington,
residing at _____
My appointment expires _____

Exhibit A

Legal Description of the Property

IN PIERCE COUNTY, WASHINGTON:

That portion of the right of way, extra width property, track and appurtenances located thereon of the Chehalis Western Railroad conveyed to the City of Tacoma on August 11, 1995 and recorded under recording number 9508180647, county of Pierce, State of Washington, described as follows:

PARCEL A:

BLOCKS 7522, 7524, and 7526, TACOMA LAND COMPANY'S FIRST ADDITION TO THE CITY OF TACOMA, W.T., ACCORDING TO THE PLAT THEREOF RECORDED JULY 7, 1884, RECORDS OF PIERCE COUNTY AUDITOR.

EXCEPT THE NORTH 97 FEET THEREOF.

ALSO EXCEPT THAT PORTION THEREOF AFFECTING BLOCK 7526 OF SAID PLAT CONDEMNED IN PIERCE COUNTY SUPERIOR COURT CAUSE NUMBER 61287 AND RECORDED UNDER RECORDING NUMBER 934858.

TOGETHER WITH THAT PORTION OF VACATED EAST "E" STREET AND EAST "F" STREET, ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY CITY OF TACOMA ORDINANCE NOS. 3127, 3128, AND 23949, WHICH WAS RECORDED UNDER RECORDING NUMBER 8710260132.

ALSO TOGETHER WITH THAT PORTION OF THE VACATED ALLEY ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY CITY OF TACOMA ORDINANCE NO.11399 AND RECORDED UNDER RECORDING NUMBER 1216812.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL B:

THE SOUTHERLY 53 FEET OF BLOCK 7528, THE TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, W.T., ACCORDING TO THE PLAT THEREOF RECORDED JULY 7, 1884, RECORDS OF PIERCE COUNTY AUDITOR.

TOGETHER WITH THAT PORTION OF VACATED MCKINLEY AVENUE, ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY CITY OF TACOMA ORDINANCE NO. 3152.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL C:

THE SOUTHERLY 53 FEET OF BLOCK 7530, TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, W.T., ACCORDING TO THE PLAT THEREOF RECORDED JULY 7, 1884, RECORDS OF PIERCE COUNTY AUDITOR.

TOGETHER WITH THAT PORTION OF VACATED EAST "I" STREET, ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY CITY OF TACOMA ORDINANCE NO. 3129.

ALSO TOGETHER WITH THAT PORTION OF VACATED MCKINLEY AVENUE, ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY CITY OF TACOMA ORDINANCE NO. 3152.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL D:

BLOCK 7532, TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, W.T., ACCORDING TO THE PLAT THEREOF RECORDED JULY 7, 1884, RECORDS OF PIERCE COUNTY AUDITOR.

EXCEPT THAT PORTION THEREOF DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID BLOCK 7532; THENCE SOUTHERLY ALONG THE EASTERLY SIDE OF SAID BLOCK 45.5 FEET; THENCE WESTERLY ALONG A STRAIGHT LINE TO A POINT ON THE EAST LINE OF BLOCK 7530 OF SAID ADDITION, WHICH IS 77 FEET SOUTH OF THE NORTHEAST CORNER THEREOF; THENCE NORTHERLY ALONG SAID EAST LINE 77 FEET TO THE SOUTHERLY LINE OF 25TH STREET; THENCE EASTERLY ALONG SAID SOUTHERLY LINE AND THE NORTH LINE OF SAID BLOCK 7532 TO THE POINT OF BEGINNING.

TOGETHER WITH THAT PORTION OF VACATED EAST "I" STREET, ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY CITY OF TACOMA ORDINANCE NO. 3129.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL E:

PORTION OF THE TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, W.T., ACCORDING TO PLAT FILED FOR RECORD JULY 7, 1884, IN THE OFFICE OF THE COUNTY AUDITOR, DESCRIBED AS FOLLOWS:

BLOCKS 7534 AND 7536 TOGETHER WITH THAT PORTION OF EAST "K" STREET, LYING BETWEEN BLOCKS 7534 AND 7536, AND BETWEEN THE SOUTH LINE OF SOUTH 25TH STREET AND THE NORTH LINE OF THE ALLEY RUNNING EAST AND WEST ALONG THE SOUTH SIDE OF SAID BLOCKS, PRODUCED ACROSS SAID EAST "K" STREET, AS VACATED BY ORDINANCE NO. 3153, OF THE CITY OF TACOMA. EXCEPT FROM SAID VACATED PORTION OF EAST "K" STREET THAT PORTION OF THE WESTERLY HALF

THEREOF ABUTTING THAT PORTION OF SAID BLOCK 7534 WHICH LIES SOUTH OF A LINE DRAWN PARALLEL WITH AND 85 FEET SOUTH OF THE NORTHERLY LINE OF SAID BLOCK.

TOGETHER WITH THAT PORTION OF THE NORTHERLY HALF OF VACATED ALLEY BETWEEN SAID BLOCK 7534 AND BLOCK 7633, SAID TACOMA LAND COMPANY'S FIRST ADDITION TO TACOMA, W.T., LYING WESTERLY OF THE MOST EASTERLY RIGHT OF WAY LINE OF THE NORTHERN PACIFIC RAILWAY, AS VACATED BY ORDINANCE NO. 271 OF THE CITY OF TACOMA.

EXCEPT FROM SAID BLOCK 7534, THAT PORTION OF WHICH LIES SOUTH OF A LINE DRAWN PARALLEL WITH AND 85 FEET SOUTH OF THE NORTHERLY LINE OF SAID BLOCK AND EASTERLY OF THE MOST EASTERLY RIGHT OF WAY LINE OF THE NORTHERN PACIFIC RAILWAY, AS EXCEPTED IN DEED RECORDED NOVEMBER 20, 1906 UNDER AUDITOR'S FEE NO. 226957.

ALSO EXCEPT FROM SAID BLOCK 7534, THAT PORTION RELEASED AND QUIT CLAIMED TO NORTHERN PACIFIC RAILWAY COMPANY BY INSTRUMENT RECORDED JANUARY 26, 1909, UNDER AUDITOR'S FEE NO. 284257.

EXCEPT THE NORTH 30 FEET OF SAID BLOCKS 7534 AND 7536 AND SAID VACATED EAST "K" STREET.

TOGETHER WITH PORTIONS OF THE TACOMA LAND COMPANY'S SEVENTH ADDITION TO THE CITY OF TACOMA, WASHINGTON, ACCORDING TO PLAT RECORDED IN BOOK 6 OF PLATS AT PAGE 79, DESCRIBED AS FOLLOWS:

LOTS 8 TO 12, INCLUSIVE, BLOCK 7536;
EXCEPT THE NORTH 30 FEET THEROF.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL F:

BLOCK 7538, TACOMA LAND COMPANY'S SEVENTH ADDITION TO TACOMA, ACCORDING TO THE PLAT THEREOF, RECORDED IN VOLUME 6 OF PLATS, PAGE 79, RECORDS OF PIERCE COUNTY AUDITOR.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL G:

BLOCK 7538, THE INDIAN ADDITION TO THE CITY OF TACOMA, ACCORDING TO THE PLAT THEREOF, RECORDED IN VOLUME 7 OF PLATS, PAGES 30 AND 31, RECORDS OF PIERCE COUNTY AUDITOR.

TOGETHER WITH THE WEST HALF OF EAST "M" STREET ADJOINING, LYING BETWEEN BLOCKS 7538 AND 7540 OF SAID PLAT AND BETWEEN THE SOUTH LINE OF SOUTH 25TH STREET AND THE NORTH LINE OF THE ALLEY RUNNING EAST AND WEST ALONG THE SOUTH SIDE OF SAID BLOCKS, PRODUCED ACROSS SAID "M" STREET, AS VACATED BY ORDER OF THE BOARD OF PIERCE COUNTY COMMISSIONERS, RECORDED UNDER RECORDING NUMBER 286957A.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL H:

LOTS 1 TO 12, INCLUSIVE, BLOCK 7540, THE INDIAN ADDITION TO THE CITY OF TACOMA, ACCORDING TO THE PLAT THEREOF, RECORDED IN VOLUME 7 OF PLATS, PAGES 30 AND 31, RECORDS OF PIERCE COUNTY AUDITOR.

TOGETHER WITH THE EAST HALF OF THE EAST "M" STREET ADJOINING, LYING BETWEEN BLOCKS 7538 AND 7540 OF SAID PLAT AND BETWEEN THE SOUTH LINE OF SOUTH 25TH STREET AND THE NORTH LINE OF THE ALLEY RUNNING EAST AND WEST ALONG THE SOUTH SIDE OF SAID BLOCKS, PRODUCED ACROSS SAID "M" STREET, AS VACATED BY ORDER OF THE BOARD OF PIERCE COUNTY COMMISSIONERS, RECORDED UNDER RECORDING NUMBER 286947A.

ALSO TOGETHER WITH THE WEST HALF OF EAST "N" STREET ADJOINING, LYING BETWEEN BLOCKS 7540 AND 7542 OF SAID PLAT AND BETWEEN THE SOUTH LINE OF SOUTH 25TH STREET AND THE NORTH LINE OF THE ALLEY RUNNING EAST AND WEST ALONG THE SOUTH SIDE OF SAID BLOCKS, PRODUCED ACROSS SAID "N" STREET, AS VACATED BY ORDER OF THE BOARD OF PIERCE COUNTY COMMISSIONERS, RECORDED UNDER RECORDING NUMBER 286957A.

ALSO TOGETHER WITH THE NORTH HALF OF ALLEY ABUTTING LOTS 11 AND 12, BETWEEN BLOCK 7540 AND 7639 OF SAID PLAT, AND THE NORTH HALF OF ALLEY ABUTTING THE WEST HALF OF VACATED EAST "N" STREET (VACATED BY ORDER OF PIERCE COUNTY COMMISSIONERS, RECORDED UNDER RECORDING NUMBER 286957A), AS VACATED BY ORDINANCE NO. 26688, RECORDED UNDER RECORDING NUMBER 200012180082.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL I:

LOTS 1 TO 27, INCLUSIVE, BLOCK 7542, THE INDIAN ADDITION TO THE CITY OF TACOMA, ACCORDING TO THE PLAT THEREOF, RECORDED IN VOLUME 7 OF PLATS, PAGES 30 AND 31, RECORDS OF PIERCE COUNTY AUDITOR.

EXCEPT THAT PORTION THEREOF CONVEYED TO THE CITY OF TACOMA BY QUIT CLAIM DEED RECORDED NOVEMBER 27, 1972 UNDER RECORDING NUMBER 2475097.

TOGETHER WITH THE EAST HALF OF EAST "N" STREET ADJOINING, LYING BETWEEN BLOCKS 7540 AND 7542 OF SAID PLAT AND BETWEEN THE SOUTH LINE OF SOUTH 25TH STREET AND THE NORTH LINE OF THE ALLEY RUNNING EAST AND WEST ALONG THE SOUTH SIDE OF SAID BLOCKS, PRODUCED ACROSS SAID "N" STREET, AS VACATED BY ORDER OF THE BOARD OF PIERCE COUNTY COMMISSIONERS, RECORDED UNDER RECORDING NUMBER 286957A.

ALSO TOGETHER WITH THAT PORTION OF THE VACATED ALLEY, ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY CITY OF TACOMA ORDINANCE NO. 26688 AND RECORDED UNDER RECORDING NUMBER 200012180082.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL J:

THAT PORTION OF LOTS 2, 3, 4, AND 5, BLOCK 7546, INDIAN ADDITION TO THE CITY OF TACOMA, ACCORDING TO THE PLAT THEREOF, RECORDED IN VOLUME 7 OF PLATS, PAGES 30 AND 31, RECORDS OF PIERCE COUNTY AUDITOR, LYING EASTERLY OF THE FOLLOWING DESCRIBED LINE;

BEGINNING AT A POINT ON THE NORTHEAST CORNER OF SAID LOT 3; THENCE SOUTHWEESTERLY TO A POINT ON A LINE PARALLEL TO AND 30 FEET EASTERLY FROM THE WESTERLY LINE OF SAID BLOCK, SAID POINT BEING 60 FEET NORTHERLY FROM THE SOUTHERLY LINE OF SAID BLOCK; THENCE SOUTHERLY PARALLEL TO SAID WESTERLY LINE OF THE SOUTHERLY LINE OF SAID BLOCK.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL K:

LOTS 1 THROUGH 10, INCLUSIVE, AND LOT 13, BLOCK 7645, THE INDIAN ADDITION TO THE CITY OF TACOMA, ACCORDING TO THE PLAT THEREOF, RECORDED IN VOLUME 7 OF PLATS, PAGES 30 AND 31, RECORDS OF PIERCE COUNTY AUDITOR.

EXCEPT THAT PORTION THEREOF CONVEYED TO THE CITY OF TACOMA BY QUIT CLAIM DEED RECORDED NOVEMBER 27, 1972 UNDER RECORDING NUMBER 2475097.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL L:

THAT PORTION OF LOTS 8 THROUGH 29, INCLUSIVE, BLOCK 7548, THE INDIAN ADDITION TO THE CITY OF TACOMA, ACCORDING TO THE PLAT THEREOF, RECORDED IN VOLUME 7 OF PLATS, PAGES 30 AND 31, RECORDS OF PIERCE COUNTY AUDITOR, LYING SOUTHERLY OF A LINE 50 FEET NORTHERLY AS MEASURED AT RIGHT ANGLES FROM THE CENTERLINE OF THE MAIN TRACK OF THE CHEHALIS WESTERN RAILROAD RUNNING ACROSS SAID BLOCK.

TOGETHER WITH THAT PORTION OF LOTS 13 THROUGH 33 OF SAID BLOCK LYING SOUTHERLY OF THE CENTERLINE OF THE MAIN TRACK OF THE CHEHALIS WESTERN RAILROAD AND NORTHERLY OF THE INTERSTATE 5 RIGHT OF WAY.

TOGETHER WITH THAT PORTION OF VACATED PUYALLUP AVENUE, ABUTTING THEREON AND ATTACHED THERETO BY OPERATION OF LAW, AS VACATED BY THE CITY OF TACOMA ORDINANCE NO. 23114 AND RECORDED UNDER RECORDING NUMBER 8504290222.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON

Together with the following:

PARCEL M:

THOSE PORTIONS OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER AND THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER OF SECTION 10, TOWNSHIP 20 NORTH, RANGE 3 EAST OF THE WILLAMETTE MERIDIAN, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT OPPOSITE HIGHWAY ENGINEER'S STATION (HEREINAFTER REFERRED TO AS HES) 5W 386+92.16 ON THE 5W LINE SURVEY OF SR 5, TACOMA AVENUE TO PUYALLUP RIVER BRIDGE VICINITY AND 53 FEET NORTHERLY THEREFROM; THENCE NORTHWESTERLY TO A POINT OPPOSITE HES 5W 387+02.40 ON SAID LINE SURVEY AND 58.05 FEET NORTHERLY THEREFROM; THENCE NORTHEASTERLY TO A POINT OPPOSITE HES 5W 368+65.26 ON SAID LINE SURVEY AND 76.40 FEET NORTHERLY THEREFROM; THENCE NORTHEASTERLY TO A POINT OPPOSITE 5W 384+96.64 ON SAID LINE SURVEY AND 102.66 FEET NORTHERLY THEREFROM; THENCE SOUTHERLY TO A POINT OPPOSITE HES 5W 384+86.47 ON SAID LINE SURVEY AND 53 FEET NORTHERLY THEREFROM; THENCE WESTERLY TO THE POINT OF BEGINNING.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON.

PARCEL N:

THAT PORTION OF THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER OF SECTION 10, TOWNSHIP 20 NORTH, RANGE 03 EAST OF THE WILLAMETTE MERIDIAN DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT OPPOSITE HIGHWAY ENGINEER'S STATION (HEREINAFTER REFERRED TO AS HES) 5W 384+25.15 ON THE 5W LINE SURVEY OF SR 5, TACOMA AVENUE TO PUYALLUP RIVER BRIDGE VICINITY AND 53 FEET NORTHERLY THEREFROM; THENCE NORTHERLY TO A POINT OPPOSITE HES 5W 384+38.68 ON SAID LINE SURVEY AND 120.57 FEET NORTHERLY THEREFROM; THENCE SOUTH 60°20'11" EAST A DISTANCE OF 46.64 FEET TO A POINT OPPOSITE HES 5W 383+98.76 ON SAID LINE SURVEY AND 100.75 FEET NORTHERLY THEREFROM; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 2924.18 AN ARC DISTANCE OF 138.17 FEET TO A POINT OPPOSITE HES 5W+382.75.66 ON SAID LINE SURVEY 53 FEET NORTHERLY THEREFROM; THENCE WESTERLY TO THE POINT OF BEGINNING.

SITUATE IN THE CITY OF TACOMA, COUNTY OF PIERCE, STATE OF WASHINGTON

