

WHEN RECORDED RETURN TO:

DAN F. HULTGRENN  
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Name of document: Tri-Cities Airport Business Center Protective  
Covenants and Restrictions Non-Aviation Business Center

Reference numbers of related document:

Grantor(s): Port of Pasco

Grantee(s)/Beneficiary: Public

**After recording, return to:**

**Randy Hayden  
Port of Pasco  
P. O. Box 769  
Pasco, WA 99301**

Grantor(s): Port of Pasco

Grantee(s): The Public

Brief Legal Description: Ptn of the South ½ of the South ½ of Sec 13, T9N, R29 E.W.M. and ptn of the North ½ of the North ½ of Sec 24, T9N, R29 E.W.M.

Additional Legal on page 1

Assessor's Tax Parcel #: Ptns of 117-010-010, 119-180-011, 119-210-023, and 119-222-029

**TRI-CITIES AIRPORT BUSINESS CENTER**

**PROTECTIVE COVENANTS AND RESTRICTIONS  
NON-AVIATION BUSINESS CENTER**

**MAY 27, 2010**

The Port of Pasco, being the sole owner of the property which is a portion of the South 1/2 of the South 1/2 of Section 13, Township 9 North, Range 29 E.W.M. (Parcel #117 010 010), and a portion of the North 1/2 of the North 1/2 of Section 24, Township 9 North, Range 29 E.W.M. (Parcel #s 119 180 011, 119210023, and 119 222 029) in Franklin County, Washington, shown in Exhibit A, which is attached hereto and by this reference incorporated herein ("Property"), hereby establishes these protective Covenants and restrictions, and declares that the Property shall be held, , encumbered, leased, rented, occupied and improved subject to the following covenants, conditions, restrictions, reservations, grants of easement, rights-of-way, charges and equitable servitudes which are for the purpose of protecting the value and desirability of the Property, and be binding on all parties having any right, interest in the property, or any part thereof. These Protective Covenants and Restrictions shall run with the land and bind the Port of Pasco, it's successors and assigns, all subsequent owners of any interest in any part of the Property, including grantees, tenants, successors, heirs, executors, personal representatives, devisees or assigns (hereinafter referred to as "Tenants" or singularly as "Tenant"). Any

Protective Covenants & Restrictions

May 27, 2010

conveyance, transfer, sale assignment, lease or sublease of any part of the Property, shall and hereby is deemed to incorporate by reference all provisions of these Protective Covenants and Restrictions. The provisions of these Protective Covenants and Restrictions shall be enforced by the Port of Pasco as adopted by the Port of Pasco Board of Commissioners on May 27, 2010.

Due to the proximity of the Airport Business Center to the airport operations area, a Notice of Construction or Alteration (FAA Form 7460-1) has to be filed and approved by the Federal Aviation Administration, prior to the construction of any permanent structure.

#### **I. PURPOSE AND OBJECTIVES**

1. The Port of Pasco Tri-Cities Airport Business Center, Phase I, hereinafter referred to as the "Business Center", owned by Port of Pasco (Port), is being made available for economic development purposes. The Business Center is a business development site intended to provide compatible land uses with the Tri-Cities Airport, as determined by the Port. The Business Center is divided into two components: 1). Aviation Business Center (Hangar development) and 2). Non-aviation Business Center (Office, Business Services, Support Retail, Lodging etc.). These protective covenants will govern the development of the Non-Aviation Business Center, and are intended to provide a positive incentive for prospective Tenants. These protective covenants support creative, visually appealing site and building design in an interrelated environment that encourages architectural variation in the structures to be built in the "Non- Aviation" Business Center area of the Business Center, which is set forth in Exhibit A..
2. The Port in establishing these protective covenants, seeks to achieve the following purposes and objectives:
  - a. Encourage and provide economic development opportunities.
  - b. Provide adequate natural light, clean air, and safety from fire and other dangers.
  - c. Provide for long-term economic protection and enhancement of the value of land and improvements through well-managed development and maintenance practices.
  - d. Minimize congestion of vehicular and pedestrian circulation.
  - e. Preserve and enhance aesthetic values.
  - f. Promote public health, safety, comfort, convenience and general welfare.
3. These protective covenants are intended to complement and supplement the requirements of the Municipal Code of the City of Pasco, and other local, state and federal laws and regulations. All improvements and construction shall comply with

local, state, and federal laws and regulations, including without limitation, standards for building and construction, land use, air emissions, sanitary systems, industrial effluent, and noise levels. In the event such other regulations are less restrictive than the Protective Covenants and Restrictions set out herein, then the more restrictive provision of these Protective Covenants and Restrictions shall apply.

## II. PERMITTED USES

1. Land uses that are permitted are limited to non-aviation related businesses not requiring access to secure Airport areas including office, service, support retail, research and development, light/clean manufacturing, lodging etc, in accordance with FAA regulations. Other uses listed and allowed by the FAA and the City of Pasco Municipal Code shall be evaluated on a case-by-case basis. Uses permitted in the Non-Aviation Business Center shall not produce noise levels, glare or light, vibration, odor or fumes that are determined by the Port to be a nuisance or a hazard.
2. **Use Restrictions**

Uses that would violate federal, state or local laws or codes, or is deemed by the Port a nuisance are prohibited. In addition, the following operations and uses are prohibited:

  - a. Trailer courts or recreational vehicle campgrounds.
  - b. Junkyards, body or fender shops, wrecking yards including battery and commercial solvent recycling or reclamation facilities.
  - c. New or used vehicle sales lots and display when not a part of a manufacturing operation.
  - d. Oil drilling, oil development operations, petroleum refining or related products, drilling for gas or other hydrocarbon substances.
  - e. Commercial gravel pit excavation, rock quarry or mining operations.
  - f. Storage, treatment or disposal facility for hazardous substances.
  - g. Dumping, disposal, incineration, or reduction of garbage, sewage, offal, dead animals, hazardous substances or refuse.
  - h. Fat rendering, stockyard or slaughter of animals.
  - i. Cemeteries, mortuaries, or crematoria.
  - j. Jails, prisons, honor farms, work-release facilities or labor camps.
  - k. Automobile, go-cart, motorcycle or other racetracks.
  - l. Wood treating facilities or asphalt production.
  - m. Milling and concrete mixing.
  - n. Bars (except wine tasting rooms, and lounges that are subordinate to and part of restaurants), taverns, pool halls, billiard rooms, game parlors, video arcades,

- massage parlors, dance halls, adult book stores, nude or partially nude entertainment establishments or any other adult entertainment establishments.
- o. Yards for storing equipment and materials, except as an accessory use to a permitted use that is screened as otherwise provided herein.
  - p. Automobile repair shops.
  - q. Residential dwellings.
  - r. Stone or monument works.
  - s. Used material yards.
  - t. Storage of baled or waste scrap paper, rags, scrap metals, bottles or other junk.
  - u. Bag cleaning, boiler and tank works.

### **III. ARCHITECTURAL /BUILDING STANDARDS**

The purpose and intent of this section is to encourage the creative and innovative use of materials and methods of construction, and to prevent indiscriminate and insensitive use of materials and design in any construction undertaken on the Property. The Business Center is located within the City of Pasco limits, therefore, is subject to the City's zoning and building ordinances and codes.

The development is disseminated into two distinct philosophical planning systems. These two systems are hereinafter referred to as "Urban" and "Sub-Urban". The selection of one of these systems as a basic planning philosophy shall be made at the time of initial development (if a master developer is selected), or after a trend towards a certain planning philosophy is made apparent by a clear majority of developers.

The definition of Urban is development that occurs similar to the way that a major city might develop. Buildings are pushed to the street/sidewalk with little or no front of the building landscaping with the exception of tree lawns (refer to M&S document dated 4-18-2007). All or most of the vehicular parking is either to the side or, preferably, to the rear of the building. Access to the building is via sidewalk from the rear of the building to the front,, or physically through the structure via a doorway serving the rear parking area.

The definition of Sub-Urban is development that occurs similar to the way that a residential neighborhood might develop. Buildings are set back from the street/sidewalk with abundant landscaping on the front side of the building. All or most of the vehicular parking is on the front side of the building. Access to the building is directly from the parking area to the front/main entry to the structure.

These definitions shall be referred to when considering some of the options available to the developer.

Complete architectural and landscape documents shall be submitted to the Port of Pasco Commission or an Architectural Review Committee appointed by the Port of Pasco Commission (both the Port of Pasco Commission when functioning as an Architectural Review Committee and the Architectural Review Committee appointed by the Port of Pasco Commission are hereinafter referred to as "ARC) for review and approval prior to the submittal to the City of Pasco for building permit and prior to the commencement of any construction activity. These review documents must be prepared by a licensed Washington State architect and include, at a minimum, Site Plan, Floor Plans, Roof Plans, Building Sections, Exterior Building Elevations, proposed building material samples including, cladding, siding, roofing, feature materials and glazing as well as any other materials intended to be used on the exterior of the proposed building.

Landscape plans shall be submitted to the Port of Pasco Architectural Review Committee for review and approval prior to the submittal to the City of Pasco for building permit and prior to the commencement of any construction activity. Landscape plans shall include general planting plan depicting conformity with the aforementioned provisions and the City of Pasco corridor landscape requirements as well as other landscape standards required by the Port of Pasco.

All documents reviewed and approved by the Port of Pasco shall be binding and reviewed for conformity throughout various stages of construction and prior to final acceptance of the project.

In the event that a proposed building and/or site do not meet the literal standards identified in this section, a property owner may apply to the ARC for a deviation from these site design standards. Illustrations that accompany the written standards are intended to give a pictorial representation of how to achieve the design requirements. Illustrations titled "Preferred" generally meet the listed design standards. Illustrations titled "Not-Preferred" generally do not meet the listed design standards. The ARC shall consider all deviations from the design standards and may approve any deviation based on its review – on a case-by-case basis and a determination the application meets the following findings:

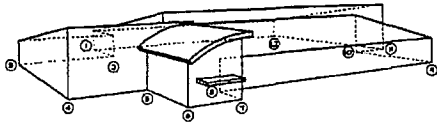
- a. The proposal would result in a development that offers equivalent or superior site design than conformance with the literal standards contained in this section; and
- b. The proposal addresses all applicable design standards of this section in a manner, which fulfills their basic purpose and intent.
- c. The proposal is compatible with and responds to the existing or intended character, appearance, quality of development and physical characteristics of the subject property and immediate vicinity.

The fact that a building in the development has been approved with alternative design conditions does not inure to any subsequent building design application.

**1. Building Design**

- a. Building design shall reflect consideration of site orientation and local conditions including local sunny, arid and often windy climate factors.
- b. Multiple-corners are encouraged on all principal structures. Due to the nature of smaller vs. larger buildings – the specific minimum number of building corners is herein defined to prevent, long, featureless, uninterrupted walls.. The minimum number of corners shall be eight (8) for buildings with an area under 4,000 sq. ft. and twelve (12) for buildings above 4,000 sq. ft. Each offset shall be established as 48” minimum recommended and may consist of building wall enclosure elements or major architectural elements such as major columns supporting awnings, overhangs, canopies, trellises, etc. Building plans, elevations and sections shall illustrate the offsets and visual interest during submittal to the ARC.

**PREFERRED**



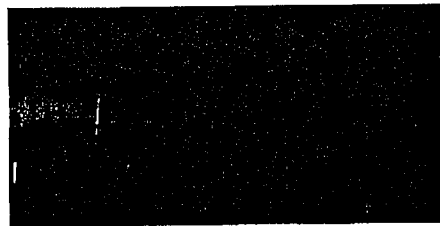
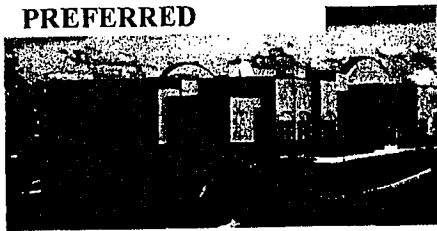
(12) Corners min. for buildings over 4,000 sf. area

**NOT PREFERRED**



**NOT PREFERRED**

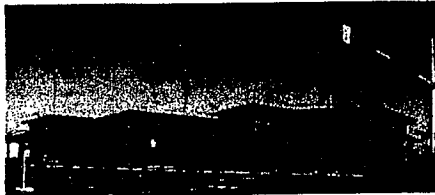
**PREFERRED**



- c. Multiple rooflines are encouraged.

**COPY QUALITY OF ORIGINAL  
MAY NOT REPRODUCE**

**PREFERRED**



**NOT PREFERRED**



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MAY NOT REPRODUCE**

**NOT PREFERRED**



- d. Front Yard offset ("Offset" is defined as the distance from the property line to the first instance of building foundation. This is not to be confused with city required setbacks which shall remain in force.) of 40 feet shall be maintained for all Sub-Urban planned development buildings that front Argent Road, Rickenbacker Drive and all future Roads. No front yard offset is required for Urban planned development buildings that front Argent Road, Rickenbacker Drive and all future roads. Tree lawns as defined in M&S document date 4-18-2007 shall be required.
- e. The maximum height of any structure shall not exceed 32 feet above natural grade, unless additional height approval is otherwise granted by the Architectural Review Committee. All exceptions to the 32' foot height limit shall be reviewed and decided on a case-by-case basis and as approved by FAA Airspace review. Elements intending to serve, as architectural enhancements to the building shall be allowed to exceed the 32' height limitation provided the height is approved by FAA Airspace review and the Architectural Review Committee.
- f. Side yard and rear yard setbacks are not required, except as required by the City of Pasco.

- g. Attractive entrances, architectural focal points, changing planes, awnings, overhangs, and amenities are encouraged to add interest to plain buildings and scale down large buildings.

**PREFERRED**

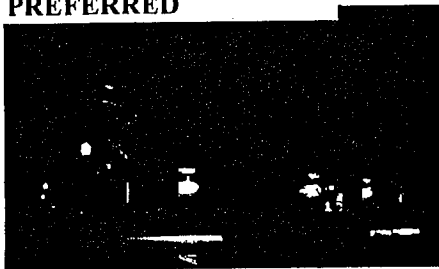


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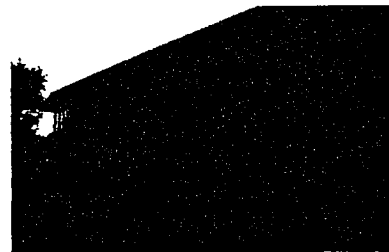


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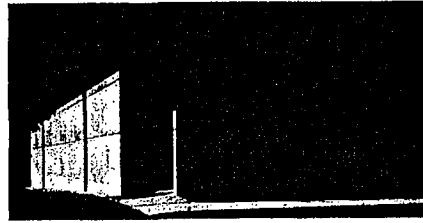


- h. The front wall plane (street side) shall not run in one continuous direction for more than 40 feet without an offset or setback in the building face of 48" or more, unless the building face contains approved alcoves, canopies, cornices, cupolas or similar architectural features.
- i. At least 45% of the wall area fronting on a street shall be occupied with windows, alcoves, canopies, cornices, cupolas or similar architectural features. All windows shall be grouped in such a manner as to avoid a "school bus" appearance. The Upper level of the building shall have windows spaced, arranged and grouped in similar fashion as the Lower Level. Upper Level windows and other fenestration shall align with Lower Level as much as possible.

**PREFERRED**



**NOT PREFERRED**



**PREFERRED**



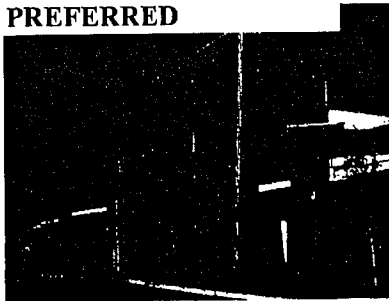
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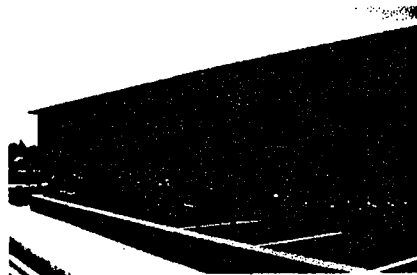
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- j. Large buildings should have height variations to give the appearance of distinct elements.

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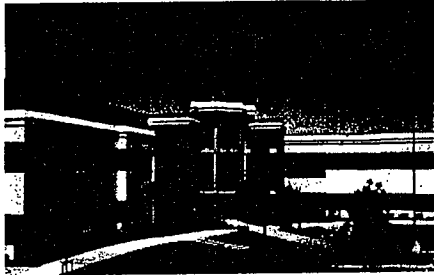


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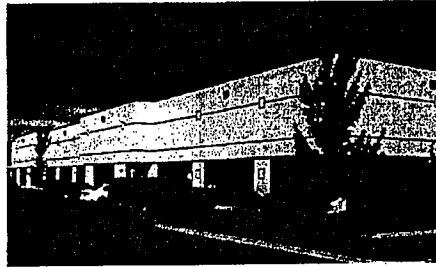


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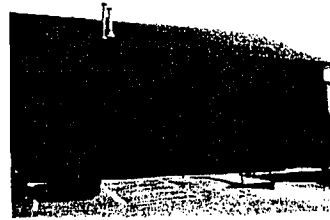


- k. Rooftop or outdoor mechanical equipment (including, but not limited to, HVAC compressors, CTCans, Electrical Meters etc. shall be fully screened from public view in a manner that is architecturally integrated with the structure. Screening shall be constructed to a finished standard using materials and finishes consistent with the rest of the building. Screening may also be installed in the form of landscaping. No outdoor mechanical equipment shall be placed on a sloping roof form. In the case of a sloping roof form, all outdoor mechanical equipment shall be placed in an inconspicuous location, obscured by screen walls constructed of materials matching the structure that they serve.
- l. Entry statements (entrances) shall be designed and constructed in such a manner as to convey a feeling of human scale and a welcoming building personality to the public.

**PREFERRED**

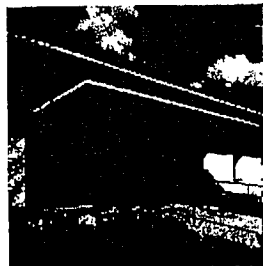


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**NOT PREFERRED**



- m. Roof-mounted equipment (if approved by the ARC) shall be painted a compatible color with the roof screen.
- n. Use of heavy timber, timber siding, stucco, stone, cultured stone, CMU etc. will be allowed on the Entry Statement.

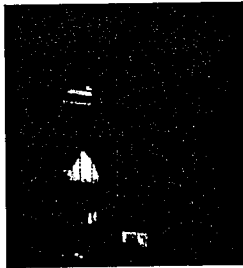
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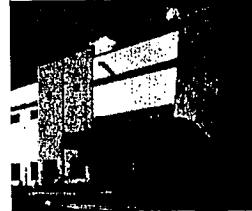
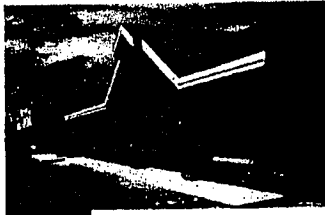
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- o. Use of brick, stone, cultured stone, split face block or stucco shall be used as accents on the street side elevation of the building if these materials are not already being used as primary materials for the Entry Statement itself. A maximum of three materials shall be utilized on the Entry Statement side of the building. Any use of stucco on the Entry Statement side of the building shall occur only on one of the two locations: (1) from midpoint of the lower level windows and (2) the upper levels only. No ground level use of stucco shall be permitted.

**PREFERRED**

**NOT PREFERRED**

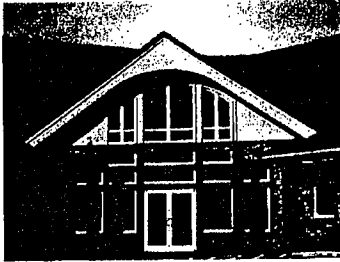


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Mid point of lower level windows

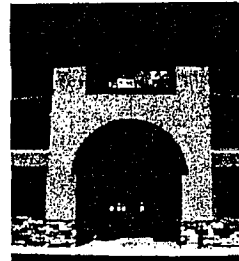
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**PREFERRED**



Upper level use of stucco

**NOT PREFERRED**



Ground level use of stucco

- p. Any wainscots intended for the street side elevation of the building shall extend to an elevation such that the lower level window system is fully engage by the wainscot. Wainscots shall extend to a point above the street side lower level windows. A continuous soldier course extending over the top of the street side window system is preferred. Any such wainscot shall extend around the corner of the building for a horizontal distance not less than the height of the wainscot. No incorporation of vertical stone "columns" or pilasters shall be permitted as corner or other treatment. All use of accent material shall be arranged to emphasize the horizontal nature of the building.

**PREFERRED**



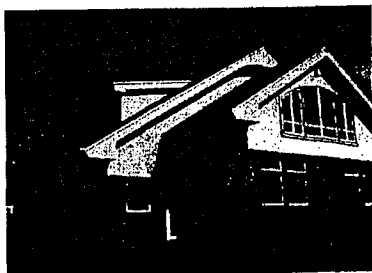
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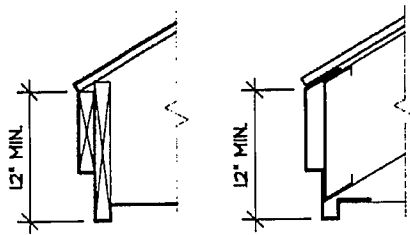
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- q. Exterior building colors should be subdued. Primary colors or other bright colors should generally be used only as accents to enliven the architecture.
- r. All building fascias (the termination of the roof overhang. Traditionally where a roof gutter would be mounted) shall be constructed as double layer of paintable 5/4 hardboard or metal clad blocking a total of 12" deep from roof turn point to soffit turn point.

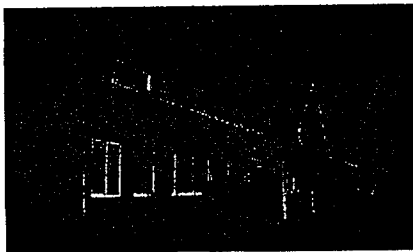
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Double layer hardboard

Metal clad blocking

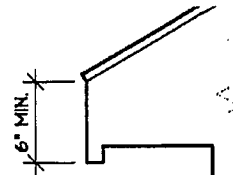
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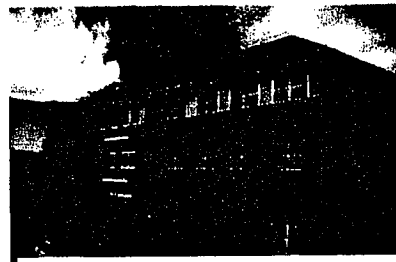
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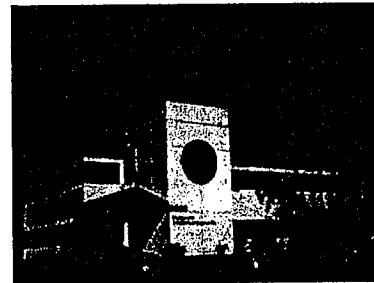
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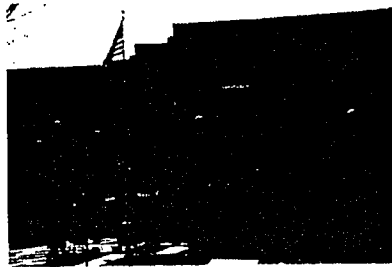
- s. Reflective or mirror-finish glass is not permitted for glazing.

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**2. Exterior Wall Materials**

- a. Recommended exterior finishes and architectural trims include stone, cultured (imitation) stone, brick, paint, concrete, masonry, tile, stucco, and glass. There will be no more than 20% use of smooth faced masonry or concrete on each exterior wall of said building. The 20% refers to the detail banding.

**PREFERRED**



**NOT PREFERRED**



- b. Finish treatments and materials must be applied to all sides of a structure.
- c. No concrete block may be used on the exterior unless approved by the ARC. The effect of a material used on a structure shall be considered in relationship to all other structures in the development and shall be compatible with other structures.
- d. Building material samples shall be submitted to the ARC in large (24"x 24") format. All samples must be actual samples – not facsimiles or photographic representations.

**3. Colors**

- a. All colors shall be harmonious and compatible with colors of other structures in the Business Center and the natural surroundings. Concrete finishes must be painted, stained or dyed. Samples of said colors shall be submitted to the ARC for approval.

**4. Roof Projections**

- a. Large items projecting above rooflines such as air conditioning, ventilating, or other mechanical equipment shall be screened or enclosed in such manner as to conceal the item(s) from view and are not permitted on sloping roof surfaces.

b. Projections shall be painted to match the roof or structure, or to otherwise visually blend with the related structure.

c. Refer to Paragraph 1, item e.

**5. Mechanical Equipment**

a. All mechanical equipment, utility meters and storage tanks must be located in such a manner as to be concealed from the general public.

b. If concealment within the structure is not possible, then screening or landscaping shall conceal such utility elements.

c. Penthouses and mechanical equipment screening shall be of a design and material similar to and compatible with those used in the related structures. Penthouses shall not be installed onto or into sloping roof surfaces.

d. Overhead utility lines are prohibited.

e. Mechanical equipment shall be located in such a manner that it does not cause a nuisance or discomfort from noise, fumes, odors, etc.

**6. Garbage, Trash Collection, Loading Dock, and Other Service Areas**

a. All refuse containment, loading docks, and other service areas shall be located to minimize negative visual impacts, to be inconspicuous and not cause a nuisance to the public, to neighboring properties, or to occupants of the same or adjacent structures. All refuse containers shall be contained within enclosures matching the material of the building that they serve. All refuse containers shall be located in such a manner that they are accessible to the refuse disposal company. Plans for the trash enclosure shall be submitted to the ARC for approval prior to construction.

b. All delivery and maintenance vehicle parking areas, truck docks and loading areas, refuse and service areas and outdoor storage areas shall be screened from public view and adjacent properties by means of a fence, landscaping, or a combination of landscaping and fencing materials that together create a six (6) foot tall sight-obscuring screening wall complementary to the principal structure.

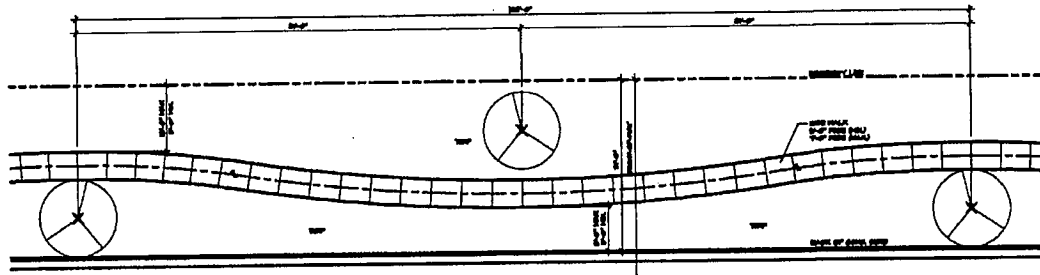
**7. Temporary Structures**

- a. Temporary structures may be permitted only during construction of permanent structures and shall be removed as soon as permanent structures are completed.
- b. Such temporary structures shall be placed as inconspicuously as possible and cause no inconvenience to the general public.

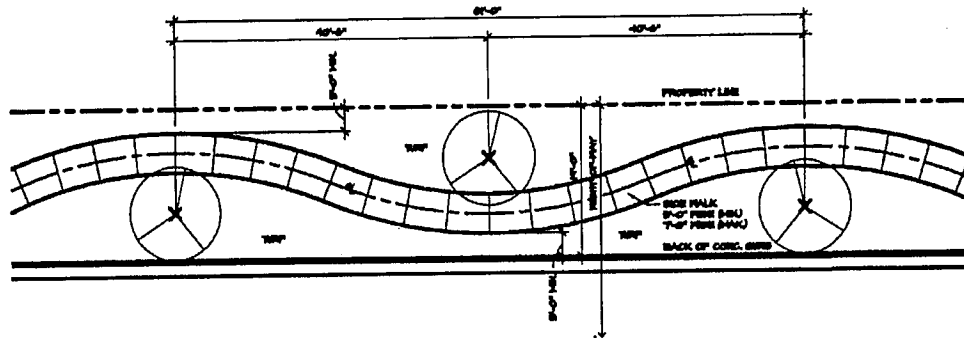
**8. Walks and Plaza Materials**

- a. Materials selected for walks and plazas shall be related to the materials of the structures that they serve.
- b. Surfaces shall contain a non-skid finish.
- c. Layout and design shall provide maximum comfort and safety to pedestrians.
- d. Patterns for plaza paving must have an obvious relationship to the structures.

**PREFERRED**



**NOT PREFERRED**



**9. Construction Requirements**

- a. Construction shall commence within a time period specified in the lease but in no event later than one year of the dated ground lease agreement.

- b. Construction must be fully completed within a time period specified in the lease but in no event later than 12 months from the date it commenced.

10. **Satellite Receivers, Wireless Dishes and Other Antennas**

- a. No dish, antenna, or other device for the reception or transmission of radio, television, internet, or other electronic signal shall be erected on the Property without prior written approval by the ARC.

**IV. LANDSCAPE STANDARDS**

All properties shall comply with the requirements for the landscaping, parking areas, storage areas, and exterior lighting as follows:

**1. Landscaped Areas**

Selection of appropriate landscape material shall conform to the following guidelines:

- a. Landscaping must meet the minimum requirements of the City of Pasco and the requirements of this section.
- b. A landscape design plan with plant name (Common and Botanical), legend for plant symbols shown on the plan, size at installation/maturity (height, width & caliper), container type and quantity of each plant shall be submitted for approval by the ARC. All materials, such as mulch, etc., shall be clearly indicated, with description, on the plans. The plan should be at a scale and symbolized as to indicate clearly all plant locations. Necessary irrigation, exterior lighting and hardscape plans with details, sections and specifications shall be attached as needed.
- c. All rights-of-way shall be planted according to the guidelines of the Port of Pasco per the M&S document dated 4-18-2007.
- d. Wherever trees are required in landscape buffer strips, the following minimum standards shall apply:
  - 1. Evergreen trees shall be a minimum height of five (5) feet at the time of planting.
  - 2. Deciduous trees shall be a minimum height of ten (10) feet at the time of planting.
  - 3. At full growth, selected trees shall not exceed a height of twenty five (25) feet. If selected trees naturally exceed twenty five (25) feet in

height when full grown, they shall be maintained by the tenant to (25) feet or less. The aforementioned tree height restriction may be exceeded by prior ARC approval only.

- e. All landscaped areas shall be served by an underground or drip irrigation system or shall be provided with a readily available water supply with at least one outlet located within 150 feet of all plant material requiring irrigation.
  - f. The ARC must approve landscape plans in conjunction with other development plan components.
  - g. Landscaping in all setback areas shall consist of an effective combination of trees, ground cover, and shrubbery.
  - h. Three (3) shade trees shall be provided for every 1,000 square feet of required landscaped area for Urban planned development. Six (6) shade trees shall be provided for every 1,000 square feet of required landscape area for Sub-Urban planned development.
  - i. Sufficient shrubbery, hedges and ground cover must be planted to provide 50% minimum total coverage within three (3) years.
  - j. Any shrub area bordering any pedestrian or driveway shall not exceed 3'-0" (three feet) in height or 4'-0" (four feet) in width.
  - k. 50% of all landscape areas (perimeter and interior) shall have minimum earth berm of 24 in height to provide additional parking area visual relief for all Sub-Urban planned development.
  - l. All unpaved areas not used for parking and storage shall be landscaped utilizing ground cover and/or shrubbery and tree material. Undeveloped areas proposed for future expansion shall be maintained in a managed condition, not conducive to fire, dust, weeds, or safety hazards.
  - m. The minimum width of any landscaped area is ten (10) feet for Sub-Urban and five (5) feet for Urban.
2. **Landscaping Around Parking Areas**
- a. Parcels with one (1) to five (5) parking spaces require a minimum of 10% of the gross parking area to be landscaped for Urban planned development. Parcels

with one (1) to five (5) parking spaces require a minimum of 15% of the gross parking area to be landscaped for Sub-Urban planned development.

- b. Parcels with five (5) to (50) parking spaces require a minimum of 8% of the gross parking area to be landscaped for Urban planned development. Parcels with five (5) to (50) parking spaces require a minimum of 10% of the gross parking area to be landscaped for Sub-Urban planned development.
- c. Parcels with 51 to 99 parking spaces require a minimum of 7% of the gross parking area to be landscaped for Urban planned development. Parcels with 51 to 99 parking spaces require a minimum of 9% of the gross parking area to be landscaped for Sub-Urban planned development.
- d. Parcels with (100) or more parking spaces require a minimum of 6% of the gross parking area to be landscaped for Urban planned development. Parcels with (100) or more parking spaces require a minimum of 8% of the gross parking area to be landscaped for Sub-Urban planned development.
- e. Landscaped areas must be protected from damage by vehicles by use of wheel stops, curbs or other appropriate devices. The maximum vehicle overhang into a landscaped area shall not exceed 18".
- f. No parking space shall be located more than 25 feet from the edge of a landscaped area for Urban planned development. No parking space shall be located more than 20 feet from the edge of a landscaped area for Sub-Urban planned development.
- g. Plant materials shall be designed so as not to obstruct visibility of vehicles or pedestrians, or around corners.

### 3. **Parking Areas**

Adequate off-street parking shall be provided to accommodate all parking needs of the site and eliminate the need for on-street parking.

- a. All off-street parking areas shall be paved and meet or exceed the landscape standards set by the City of Pasco and those outlined in the previous section.
- b. Parking areas shall provide handicap accessible truncated dome detectable pavers (cast in place, modular) at walkway ramps for the safe circulation of pedestrians to/from building entrances and parking areas.

- c. Parking/loading dock areas designed for truck maneuvering, parking and/or loading shall meet the requirements for perimeter landscaping only. No interior landscaping for truck parking/loading areas shall be required.
- d. All parking areas, driveways and vehicle maneuvering areas shall be paved to provide dust-free, all weather surfaces.
- e. Curbs, walls, decorative fences with effective landscaping, or similar barrier devices shall be located along the perimeter of parking lots, garages, and storage areas, except at entrances and exits indicated on approved parking plans. Such barriers shall be designed and located to prevent parked vehicles from extending beyond the property lines of parking lots and garages or into property areas where parking is prohibited and in order to control drainage from parking lots.
- f. Street curbs and drives shall be constructed in accordance with City of Pasco requirements.

#### 4. Storage Areas

- a. All outdoor storage areas shall be visually screened from adjacent properties and public streets by means of landscaping, sight-obscuring fences, or walls of material compatible with the related structure.

#### 5. Exterior Lighting

- a. Lighting shall be designed to provide safety and security for occupants of the development and supply reasonable illumination for on-site areas such as parking, loading, shipping and pathways.
- b. Lighting shall be designed to minimize glare or objectionable effects to motorists and adjacent properties.
- c. "Wall pack" type light fixtures shall not be permitted. Building lighting shall be recessed soffit lighting, sconce lighting or landscape uplighting. Building shall be illuminated in such a way as to illuminate the building at night time AND provide adequate illumination for a safe night time environment.
- d. Site lighting poles shall not exceed 20 feet in height and shall direct the light downward. Site lighting shall provide sufficient illumination so as to provide

for minimum 1 foot-candle level in all parking lot and sidewalk areas or per City of Pasco standards.

- e. Lighting sources shall be shielded from adjacent properties and from automobile traffic on the serving roadway.
- f. Lighting shall not interfere with landing or taking off of aircraft nor blind FAA Air Traffic Control Tower personnel from performing their duties.

#### V. SIGN STANDARDS

The purposes of these sign standards are to:

- a. Aid in eliminating excessive and confusing sign displays.
- b. Preserve and enhance the appearance of the Business Center.
- c. Safeguard and enhance property values.
- d. Signage shall not be permitted to be mounted on the building above 10'-0" above finished floor (AFF) main level. Preference for lighting of the building mounted signage shall be soffit or landscape lighting, not back lighting.
- e. Signage, in addition to or in lieu of lower level building mounted signage identified in item (d ) above shall be pedestal based with remote landscape lighting. A pedestal sign is typically mounted on a concrete foundation, and is constructed of traditional building materials such as stucco, stone, or brick. Lettering for pedestal signage is typically affixed flush to the sign or "held-off" to create a shadow line. Backlit or pylon type signs are not preferred.
- f. Signs should be designed such that they are integrated with and harmonious to the structures and sites they occupy.

The following types of signs will be allowed on the property. All other signs are prohibited unless approved by the ARC and permitted by the City of Pasco.

- 1. **Business Identification Sign** (as defined in the Pasco Municipal Code).  
These signs will be designed and placed by Tenants within the Business Center. They must have ARC approval prior to installation, and have a valid sign permit from the City of Pasco. They may be freestanding, single- or double-faced signs, or wall signs, naming buildings, Tenants, bay or suite numbers.
  - a. **Free-standing sign requirements**

1. Only one sign per site is allowed.
  2. No sign shall penetrate the imaginary surface line as established by FAA Part 77 standards of building heights near airspace.
  3. No sign shall carry advertising other than identifying the name of the business.
  4. Maximum size of 80 square feet total.
  5. No sign shall obstruct the driver's view entering or exiting driveways.
- b. Wall sign requirements**
1. Sign may be placed directly on building façade.
  2. Maximum size of 24 square feet total.
  3. No sign face shall be perpendicular to the face of the building.
  4. No sign shall be installed on or above canopies, overhangs or roofs.

**2. Directional sign**

Informational and directional signs relating to pedestrian and vehicular flows within the Business Center project area shall conform, as nearly as possible, to the international symbols.

- a. Signs shall not exceed 10 square feet each.
- b. May provide safety measures as well as traffic management information.
- c. Signs will be standardized throughout the site and must comply with City of Pasco standards.
- d. The ARC must approve all signs before installation.
- e. Signs shall be constructed of materials suitable for outdoor use and consistent with material content and architectural style of the building.
- f. No flashing, moving, blinking, animated, reader-board, or audible signs are permitted.
- g. No portable signs are permitted.
- h. Wording on signs shall not describe the products sold, prices, or any type of advertising except as part of the occupant's trade name or insignia.
- i. No signs shall be installed on or above canopy or building roofs.
- j. No exposed conduit, tubing, or raceways will be allowed.
- k. No exposed neon lighting shall be used on signs, symbols, or decorative elements.
- l. All conductors, transformers, and other equipment must be concealed.

If any of the signage standards in these Protective Covenants are in conflict with the City of Pasco's signage standards (Pasco Municipal Code), the more restrictive standards will apply.

## **VI. MAINTENANCE GENERAL PROVISIONS**

### **Parcel Maintenance**

The following standards are provisions intended to encourage maintenance practices that will contribute to a Parcel that is attractive to the community and Tenants of other properties in the Business Center. These provisions are supplemental to any maintenance provisions contained in the City of Pasco zoning ordinance or other local, state or federal laws and regulations. Generally, the maintenance provisions listed below are common management practices.

#### **1. Property**

- a. Each Tenant shall be responsible for the maintenance of its grounds including driveways, walkways, parking areas, storm water facilities, fences, sidewalks landscaping, and driveway to the outside face of curb, whether within or outside the road right-of-way, as well as any other components within the Leased boundaries.
- b. The Port reserves the right to assume maintenance responsibilities for the items described in the preceding paragraph and to add the costs of such maintenance to the lease rate.
- c. Repairs and rehabilitation will be done with the type of material originally installed thereon or such substitute that is, in all respects, equal in quality, appearance and durability.
- d. Snow and ice removal, the removal of debris and waste material and the washing and sweeping of paved areas is required when needed.
- e. All property, grounds and improvements shall be maintained to be clean and safe and function as originally designed.

#### **2. Buildings**

- a. The exterior appearance of each structure erected shall be maintained in a neat and clean condition.
- b. Tenants shall keep the buildings, improvements and appurtenances thereon in a neat, clean and safe condition compatible with an urban light industrial business park, and comply in all respects with applicable local, state and federal governmental ordinances, laws, regulations, requirements or directives.
- c. Buildings, structures and appurtenances shall be painted or refinished when appearance dictates.

#### **3. Utilities**

- a. External utility lines for electrical, telephone or telecommunications services shall be properly maintained such that wiring is not exposed to introduce safety

hazards or to threaten service interruptions due to shorting, grounding or other causes due to negligent maintenance.

- b. Other utility infrastructure systems shall be maintained in such a manner as not to create property damage or health hazards to occupants or neighboring Tenants.

4. **Parking Lots**

- a. Parking lots, including the landscaping within the general area, shall be maintained on a regular basis to provide safe and efficient vehicle and pedestrian usage and to ensure a satisfactory visual appearance.
- b. Activities shall include periodic sweeping and washing of the surface; refuse removal, and painting of parking stall markers; and crack sealing, repairing pitted or damaged concrete or asphalt surfaces, and repaving when needed.
- c. Signs or pavement markings shall also be kept clean and in good repair.
- d. Snow and ice removal will also be required as necessary.
- e. The parking lot and secondary access roads (secondary roads are roads that are accessed from primary roads such as Rickenbacker Drive, Varney Lane etc. These secondary roads, in the Sub-Urban planned development will be designed to be intergrated with the parking and landscaping areas.) serving the development within the Sub-Urban planned development shall be maintained to the centerline or imaginary centerline of the access road attendant to their building and property. The parking lots and roads shall be maintained as above. The roadways for the Urban concept shall be developed in accordance with the standards of the City of Pasco and shall be deeded to the City when developed.
- f. The above maintenance standards are subject to change by the Port of Pasco commissioners.

5. **Exterior Lighting**

- a. All external lighting systems on buildings or structures or on lighting poles will be kept clean and re-lamped to promote efficiency of systems and safety. This includes lighted signs.

6. **Landscaping**

- a. All landscaped areas shall be routinely maintained including the trimming, watering and fertilization of all grass, groundcover, shrubs or trees, removal of dead or waste materials and rapid replacement of any dead or diseased grass, groundcover, shrubs or trees.

- b. Trash will be collected and removed as necessary to provide a visually acceptable appearance.
- c. All landscaped areas and plants required by these standards must be permanently maintained in a healthy growing condition.
- d. Dead or diseased plants must be replaced within 30 days of notification or as soon as practical in freezing weather or complex situations involving removal/replacement of large trees.
- e. All plantings must be fertilized, irrigated and pruned at such intervals necessary to promote optimum growth.
- f. All landscaped areas must be kept free of debris and weeds.
- g. Plant material must not interfere with public utilities, sidewalk (in-row of not), restrict pedestrian or vehicular access or constitute a traffic hazard.

7. **Signs**

- a. All signs shall be maintained to be visually pleasing and readable.
- b. Maintenance activities will include washing, painting, repairing the surface of mechanical or electrical components of the sign and any other activity required to return the sign to its original visual and functional condition.
- c. Signs, poles, wiring, conduits and other related support features should also be maintained.

**VII. LEGAL PROVISIONS**

**A. Conveyances and Leases Subordinated**

All conveyances of any interest in the Property and leases of any portion of the Property shall be subject to and subordinate to the terms and provisions of these protective covenants.

**B. Breach**

- 1. Any violation, attempted violation or breach of these Protective Covenants and Restrictions, shall constitute a breach of the Tenant's lease with the Port of Pasco, who may proceed in accordance with the provisions of the lease as they relate to default or otherwise as permitted by law. .
- 2. Nothing contained herein, shall preclude Tenants from proceeding against other Tenants who are violating these provisions. Each tenant in the Business Center shall have the right to bring an action for damages and injunctive relief, or both, against any Tenant for violations of one or more of these Protective Covenants and Restrictions.

3. Any failure on the part of the Tenant to submit all required architectural plans and specifications per this document shall constitute default on the part of the Tenant in Tenant's lease with the Port of Pasco.. The Port of Pasco shall have within its power the authority to provide notice of violation to the Tenant to cease all construction activity, and may take appropriate actions to compel the Tenant to comply with said notice.
4. In addition to all other remedies of the Port of Pasco provided under the lease with Tenant, it shall be the lawful right of the Port of Pasco to prosecute any proceedings at law, including but not limited to, injunctive relief and declaratory judgment, or in equity against the party or parties violating any such protective covenant, to either prevent such party or parties from perpetrating the violation or recover damages in compensation for such violation or seek any other remedies provided by law. Such monies so paid for corrective action together with interest thereon at the rate of 12% per annum shall be deemed payable.
5. In any action relating to the enforcement of these Protective Covenants and Restrictions, the prevailing party shall be entitled to receive reasonable attorney's fees as set by the court.
6. The venue of any proceedings shall be in Franklin County, Washington.

**C. Declaration**

Nothing contained herein shall be deemed a gift or dedication of any portion of the Business Center to or for the general public, nor for any public purpose whatsoever. It is the intention that this declaration shall be strictly limited to and for the purposes herein expressed.

**D. Severance**

Invalidation of any provision of these Protective Covenants and Restrictions shall in no way affect any of the other provisions, which shall remain in full force and effect.

**VIII. MISCELLANEOUS**

**A. Amendment**

1. This Declaration may be amended or provisions added
  - (a) by an instrument executed by the Port of Pasco within three (3) years from the recordation hereof if such amendment is necessary or desirable in the

sole judgment of the Port of Pasco to clarify this Declaration or to correct typographical or similar errors or as may be required by a title insurance company.


- (b) by an instrument approved and executed by the Port of Pasco. Provided, the Amendment of the Declaration shall not affect any current use, practice, or condition that existed prior to the amendment and does not violate the Declaration as written prior to the amendment.

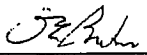
- 2. All amendments shall become effective when recorded in the office of the Auditor of Franklin County, Washington.

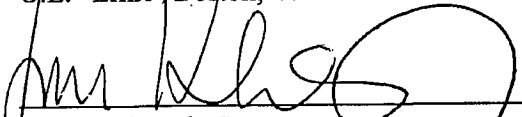
**B. Utility Easements**

On each lot, easements are reserved as provided by the site plan and applicable laws, ordinances and other governmental rules and regulations for utility installation and maintenance, including but not limited to, underground electric power, telephone, water, sewer, drainage, gas and accessory equipment, together with the right to enter upon the lots at all times for said purposes. Within these easements, no structure, planting, or other material shall be placed or permitted to remain which may damage, interfere with the installation and maintenance of utilities, or which may change the direction of flow of drainage channels in the easements, or which may obstruct or retard the flow of water through drainage channels in the easements.

APPROVED this 27 day of May, 2010, by the Board of Commissioners of the Port of Pasco.

  
\_\_\_\_\_  
Bill Clark, President

  
\_\_\_\_\_  
O.E. "Ernie" Boston, Vice President

  
\_\_\_\_\_  
Jim Klindworth, Secretary

STATE OF WASHINGTON )

) ss.

County of Franklin )

On this 27 day of May, 2010, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Bill Clark, O.E. Ernie Boston, and Jim Klindworth to me known to be the Board of Commissioners of the Port of Pasco, the municipal corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said municipal corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

Witness my hand and official seal hereto affixed the day and year first above written.

Linda M. O'Brien

Notary Public in and for the State of Washington, residing

at Kennecook WA

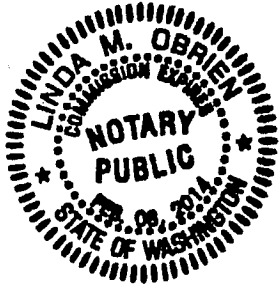


EXHIBIT "A"

COPY QUALITY OF ORIGINAL  
MAY NOT REPRODUCE

