

**FINAL EXECUTION DOCUMENT**

**PROJECT OLYMPUS  
MASTER SITE DEVELOPMENT AND LOCATION AGREEMENT**

**Between**

**THE BOEING COMPANY**

**and**

**THE STATE OF WASHINGTON, COUNTY OF SNOHOMISH, CITY OF EVERETT  
AND CERTAIN OTHER GOVERNMENTAL UNITS AND  
AUTHORITIES OF OR IN THE STATE OF WASHINGTON**

**THE BOEING COMPANY  
PROPRIETARY INFORMATION**

This document contains business and competition sensitive information that is proprietary to The Boeing Company. This document and any information in this document may not be further disseminated or disclosed by the recipient in any form without the express written and prior consent of The Boeing Company Law Department.

All parties to this Agreement will take reasonable measures to safeguard the information from improper disclosure.

ARTICLE

PAGE

TABLE OF CONTENTS

ARTICLE

PAGE

I	GENERAL PROVISIONS .....	2
1.1	Incorporation of Recitals.....	2
1.2	Agreement Scope.....	2
1.3	General Terms and Conditions .....	3
II	DEFINITIONS.....	4
2.1	Defined Terms .....	4
III	FACILITATION OF PROJECT OLYMPUS.....	9
3.1	Designation of Coordinators .....	9
3.2	Foreign Trade Zone Designation .....	11
3.3	Expedited Permits and Assistance with Permits.....	12
3.4	Oversight and Fulfillment of Commitments.....	13
3.5	Economic Impact Study.....	14
3.6	City of Everett Regulatory Structure .....	14
IV	BONDS, GRANTS, CREDITS, ABATEMENTS, EXEMPTIONS AND RELATED MATTERS.....	15
4.1	HB 2294 Aerospace Industry Tax Exemption/Credit Program.....	15
4.2	Unemployment Insurance.....	17
4.3	City of Everett B&O Tax Rate Reduction .....	18
4.4	Assistance with Tax Credits, Refunds and Exemptions .....	18
V	FACILITIES SITE.....	18
5.1	Ownership of the Land.....	18
5.2	Lease Financings .....	18
VI	SITE SUITABILITY AND DEVELOPMENT .....	20
6.1	Wetlands .....	20
6.2	Environmental Impact Analysis.....	20
6.3	Water Service.....	21
6.4	Sanitary Sewer Service .....	23
6.5	Solid Waste Disposal Facilities.....	24
6.6	Process Wastewater Treatment.....	25
6.7	Stormwater Management .....	26
6.8	Natural Gas Service.....	27
6.9	Electricity Service.....	28
6.10	Telecommunications Service.....	28
6.11	Road Access.....	29
6.12	Rail.....	30
6.13	Dock and Port .....	31
6.14	Public Waterways .....	33

**ARTICLE****PAGE**

6.15	Runway and Airport Service Upgrades .....	34
6.16	Zoning and Surrounding Land Use .....	35
6.17	Fire and Police Service .....	36
6.18	Retention of Contractors and Others .....	36
6.19	Design Professionals, Contractors, Subcontractors and Others .....	37
6.20	Contract Standards .....	37
6.21	Ownership of Documents .....	37
6.22	Intergovernmental Agreements .....	37
6.23	Utility Segregation .....	38
<b>VII</b>	<b>JOB TRAINING AND OTHER EMPLOYMENT MATTERS .....</b>	<b>38</b>
7.1	General .....	38
7.2	Workforce Development .....	39
7.3	Workforce Development Coordinator .....	40
7.4	Aerospace Futures Board .....	41
7.5	Employment Resource Center .....	41
7.6	Aerospace Manufacturing Degree Program .....	43
<b>VIII</b>	<b>747-400 LARGE CARGO FREIGHTER PROGRAM .....</b>	<b>43</b>
<b>IX</b>	<b>BOEING SUPPLIERS .....</b>	<b>44</b>
9.1	Supplier Sites .....	44
9.2	Job Training and Other Employment Matters .....	46
<b>X</b>	<b>REPRESENTATIONS, WARRANTIES, COVENANTS AND ACKNOWLEDGEMENTS .....</b>	<b>46</b>
10.1	Representations and Warranties .....	46
10.2	Authorizing Resolutions .....	48
10.3	Special Levies .....	48
10.4	Make Whole Actions .....	49
10.5	Continuous Facilities Site Tests and Operations .....	51
10.6	Acknowledgements .....	52
10.7	Accuracy of Representations, Warranties and Covenants .....	53
<b>XI</b>	<b>INDEMNIFICATION AND REMEDIES .....</b>	<b>54</b>
11.1	Public Parties' Remedy .....	54
11.2	Boeing Remedies .....	54
11.3	Legal Proceedings .....	55
<b>XII</b>	<b>MISCELLANEOUS .....</b>	<b>56</b>
12.1	Board of Directors Approval .....	56
12.2	Counterparts .....	56
12.3	Governing Law .....	57
12.4	Jurisdiction .....	57
12.5	Rules of Interpretation .....	57
12.6	Construction .....	58
12.7	Conflicts .....	58

ARTICLE

PAGE

12.8	Severability .....	58
12.9	Force Majeure .....	59
12.10	Notices .....	59
12.11	Confidentiality .....	63
12.12	Press Releases .....	64
12.13	Assignment .....	64
12.14	No Third Party Beneficiary.....	65
12.15	No Partnership .....	65
12.16	Further Assurances.....	66
12.17	Appropriations .....	66
12.18	Legal Opinions.....	66
12.19	Section Titles and Headings.....	67
12.20	Survival of Representations and Warranties.....	67
12.21	Term of Agreement.....	67
12.22	Binding Effect.....	67
12.23	Waivers .....	68
12.24	Time is of the Essence .....	68
12.25	Entire Agreement.....	68
12.26	Amendments .....	68

## LIST OF EXHIBITS AND SCHEDULES

Exhibit A	Facilities Site
Exhibit A-1	Southwest Everett SubArea
Exhibit B-1	State B&O Tax Rate Reduction
Exhibit B-2	Credit For Preproduction Development Expenditures
Exhibit B-3	Credit For Investment in Computer Software and Hardware
Exhibit B-4	Sales and Use Tax Exemption for Computer-Related Equipment and Software
Exhibit B-5	Sales and Use Tax Exemption for Labor, Services and Tangible Personal Property in Construction
Exhibit B-6	Property Tax Exemption
Exhibit B-7	Credit for Property Taxes
Exhibit B-8	City of Everett B&O Tax Rate Reduction
Exhibit B-9	Leasehold Tax Exemption
Exhibit C-1	Water Improvements
Exhibit C-2	Sanitary Sewer Service Improvements
Exhibit C-3	Solid Waste Disposal Facilities
Exhibit C-4	Process Wastewater Improvements
Exhibit C-5	Stormwater Management
Exhibit C-6	Natural Gas Infrastructure Improvements
Exhibit C-7	Electricity Service Improvements
Exhibit C-8	Telecommunications Service Improvements
Exhibit C-9	Road Access Improvements
Exhibit C-10	Rail Improvements
Exhibit C-11	Dock and Port Improvements
Exhibit C-12	Runway and Airport Service Upgrades
Exhibit C-13	Fire, Police and Emergency Service Requirements
Exhibit C-14	Contract Standards
Exhibit D-1	Training Programs
Exhibit D-2	Resources for Workforce Development
Exhibit D-3	Employment Resource Center
Exhibit D-4	Operations of the Employment Resource Center
Exhibit E	747-400 Large Cargo Freighter Program
Exhibit F	Authorizing Resolutions and Ordinances
Exhibit G	Opinions of Counsel
Schedule 1	Site Application Questionnaire for Project Olympus
Schedule 2	Project Olympus Legal Questionnaire Washington State Response
Schedule 3	Restatement of Commitments, dated November 10, 2003