

- b. "BTEX" shall mean the volatile organic compounds benzene, toluene, ethylbenzene and total xylenes.
- c. "Day" shall mean a calendar day unless expressly stated to be a business day. "Business Day" shall mean a day other than a Saturday, Sunday, or State Holiday. In computing any period of time under these 2007 Orders, where the last day would fall on a Saturday, Sunday, or State Holiday, the period shall run until the close of the next business day.
- d. "Decision Document" means the document detailing the remedial action selected by Ohio EPA for the Site after review of the Feasibility Study Report generated by the Respondent after they conduct the Feasibility Study.
- e. "Feasibility Study" ("FS") means a study undertaken to develop and evaluate options for remedial action and is more fully described in the SOW. The FS is generally performed concurrently and in an interactive fashion with the Remedial Investigation. The term also refers to a report that describes the results of the study.
- f. "NCP" means the National Oil and Hazardous Substances Pollution Contingency Plan, codified at 40 C.F.R. Part 300 (1990), as amended.
- g. "Ohio EPA" shall mean the Ohio Environmental Protection Agency and its designated representatives.
- h. "Paragraph" shall mean a portion of these 2007 Orders identified by an Arabic numeral or an upper or lower case letter.
- i. "Parties" shall mean Respondent and Ohio EPA.
- j. "Pre-Investigation Evaluation Report" ("PER") means the document prepared by Respondent pursuant to the Performance of Work Section of these Orders and submitted pursuant to the Review of Submittals Section of these 2007 Orders.
- k. "RD/RA Statement of Work" ("RD/RA SOW") means the Generic Statement of Work for the implementation of the Remedial Design and Remedial Action at the Site, as set forth in Attachment C to these Orders. The RD/RA SOW is not specific to any Site.
- l. "Remedial Action" ("RA") means those activities to be undertaken by Respondent to implement and maintain the effectiveness of the final plans

- and specifications submitted by Respondent pursuant to the Remedial Design and Remedial Action Work Plan.
- m. "Remedial Design" ("RD") means those activities to be undertaken by Respondent to develop the final plans and specifications for the Remedial Action pursuant to the Remedial Design and Remedial Action Work Plan.
 - n. "Remedial Design and Remedial Action Work Plan" ("RD/RA Work Plan") means the document submitted by Respondent and approved by Ohio EPA pursuant to the Performance of Work Section of these 2007 Orders.
 - o. "Remedial Investigation" ("RI") means a process undertaken to determine the nature and extent of BTEX contamination at the Site. The RI emphasizes data collection and Site characterization, and is generally performed concurrently and in an interactive fashion with the Feasibility Study. The RI includes sampling and monitoring, as necessary, and includes the gathering of sufficient information to determine the necessity for remedial action and to support the evaluation of remedial alternatives. The term also refers to a report that describes the results of the investigation.
 - p. "Remedial Investigation and Feasibility Study Work Plan" ("RI/FS Work Plan") means the document submitted by Respondent pursuant to the Performance of Work Section of these Orders and approved by Ohio EPA pursuant to the Review of Submittals Section of these 2007 Orders. "RI/FS Statement of Work" ("RI/FS SOW") means the Generic Statement of Work for Conducting Remedial Investigation and Feasibility Studies for the implementation of the Remedial Investigation and Feasibility Study at the Site, as set forth in Attachment B to these Orders. The RI/FS SOW is not specific to any Site.
 - q. "Report" shall mean any report required to be submitted to Ohio EPA by Respondent under these 2007 Orders.
 - r. "Respondent" shall mean the Inland Corporation and its successors in interest.
 - s. "Response Costs" shall mean all costs including, but not limited to, payroll costs, contractor costs, travel costs, direct costs, indirect costs, legal and enforcement-related costs, oversight costs, laboratory costs, and the costs of reviewing or developing plans, reports, and other items, pursuant to these 2007 Orders, verifying the Work, or otherwise implementing or enforcing these 2007 Orders.

- t. "Section" shall mean a portion of these 2007 Orders identified by a Roman numeral.
- u. "Site" shall mean the area bounded by Center Road to the north, Bolender Road to the west, Highland Park Drive and a line extending east from the intersection of Highland Park Drive and Renninger Road to Dailey Road to the south, and Dailey Road to the east, and the Areas of Concern preliminarily identified on the map in Attachment A to these 2007 Orders, and shall include any other areas where contaminants have migrated. (The overall parameters of the Site are shown in Attachment A.)
- v. "Work" shall mean all activities Respondent is required to perform under these 2007 Orders.
- w. "Workplan" shall mean the workplan to be submitted by Respondent for approval by Ohio EPA under these 2007 Orders.

IV. FINDINGS OF FACTS AND CONCLUSIONS OF LAW

- 5. Ohio EPA has determined the following findings of facts and conclusions of law:
 - a. The Site is located in Franklin Township of Summit County, Ohio. The Site is located in a mixed rural and residential setting southwest of Akron, Ohio.
 - b. A six (6) inch buried pipeline for the transportation of refined and unrefined petroleum products was installed at the Site during the early 1900's. Such pipeline transported refined and unrefined petroleum products which contained BTEX.
 - c. The East Ohio Gas Company currently owns and operates a natural gas storage well within the Site area. This Becht well was drilled in 1930 and originally operated as a natural gas production well until 1949 at which time the well was converted to a natural gas storage well.
 - d. The Inland Corporation, with an office at 4421 Bradley Road, Cleveland, Ohio 44109, owns the interstate petroleum pipeline which crosses the Site. The BP Oil Pipeline Company operates this pipeline within the Site for the Inland Corporation.
 - e. In 1970 the six (6) inch pipeline was abandoned. This line was replaced

- by a twelve (12) inch pipeline, which was tested in 1990 and found not to be leaking at such time.
- f. Homes were subsequently constructed in proximity to the buried pipeline and the East Ohio Gas well. Water well logs, obtained from the Ohio Department of Natural Resources, Division of Water, indicate that a "gas smell" or "gas in brown sandstone" was encountered during the drilling of residential water wells. However, it has not been determined if the "gas" mentioned in the well logs refers to natural gas or is an abbreviation for gasoline.
- g. On July 14, 1983, a flammable petroleum product which smelled like "gasoline" was encountered while excavating soil for a basement. This occurred near the intersection of Renninger and Center Road. The liquid petroleum product registered 100% Lower Explosive Limit (LEL) on the Franklin Township Fire Department explosivity meter and the surrounding soils registered at 50% LEL.
- h. The Site is underlain by poorly to well sorted glacial deposits of gravel, sand, and clay. This till contains abundant fragments of the Sharon Sandstone, and is underlain throughout the Site by a subcrop of the Sharon Sandstone. An aquifer located within the Sharon Sandstone aquifer is the primary drinking water source within the Site. Local till deposits also are capable of yielding potable sources.
- i. Developments within and adjacent to the Site consist of a large number of single and multi-family residences. As indicated above, the primary drinking water source for these homes is the Sharon Sandstone aquifer and the till sands and gravels.
- j. Generally, regional groundwater flow direction near the Site is to the northeast. The two (2) principle groundwater aquifers in this area are the Sharon Sandstone and glacial till. The two (2) aquifers appear to be connected.
- k. Immediately east of the Site is Portage Lakes (Nimisila Reservoir) which receives surface runoff from the Site. West and south of the Site are numerous tributaries of the Tuscarawas River.
- l. Documented spills and releases have occurred from the six (6) inch pipeline described in paragraph 5.b. At least five (5) gasoline spills and releases occurred on or near the Site during the period of 1948 to 1962 at the following identified areas:

Stationing	Date	Description
452+08	07/08/49	Split Line
454+28	06/08/52	Split Line
475+48	1948	Split Line
476+55	11/30/62	Release
479+75	11/11/52	Release

- m. The source of these releases is reported to be a refined petroleum pipeline. Three (3) of these release incidents are reported to have occurred near residential homes subsequently built near the present southern termination of Kaylin Road and two (2) additional releases occurred west of Renninger Road.
- n. Several homes located along Center Road, Renninger and Fairwood Drive have abandoned their water wells on their property. Replacement wells were drilled and, in some instances, the second water well has also become contaminated with petroleum.
- o. The release of refined petroleum products has resulted in the infiltration of hydrocarbon including BTEX to the surrounding soil and groundwater.
- p. On January 10, 1990, the Ohio EPA, Northeast District Office, received a complaint from a local resident within the Site. This resident was complaining about "gasoline taste and odor" in her water well and several other neighbors' water wells.
- q. The Ohio EPA conducted an investigation of this complaint. The Ohio EPA determined that some residents along Maywood Drive, Dailey Road, Kaylin Drive, and Fairwood Drive had water wells contaminated with hydrocarbon. Upon investigation, Ohio EPA observed that such water wells had a "gasoline" type odor. This same odor could be smelled in some of the basements of the homes and along streams and springs in the Site.
- r. The Ohio EPA sampled residential water wells along Dailey Road, Maywood Drive, Kaylin Drive, and Fairwood Drive. Analytical results of these samples showed that nine (9) water wells were contaminated with hydrocarbon. These water wells were tested for BTEX using the purge and trap method (EPA Test Method 502.2). Analytical results of samples from these residential water wells indicated:

Location	Date	Total BTEX (ug/l)
* Dailey Road	03/14/90	580.0 (360 ug/l benzene)
* Maywood Drive	03/14/90	490.0 (220 ug/l benzene)
* Maywood Drive	03/06/90	194.0 (43 ug/l benzene)
* Maywood Drive	03/06/90	76.0 (30 ug/l benzene)
* Kaylin Drive	03/15/90	17.2 (17.2 ug/l benzene)
* Kaylin Drive	03/15/90	8.88
Kaylin Drive	02/27/90	5.0
Kaylin Drive	03/15/90	1.73
* Fairwood Drive	03/14/90	50.63 (44.4 ug/l benzene)

* Water wells with groundwater concentrations for benzene above the safe drinking water standards applicable to public water supply systems.

- s. In addition, Ohio EPA collected samples from residential water wells along Maywood Drive and Dailey Drive which were analyzed for hydrocarbon type and concentration using gas-liquid chromatography. Analytical results of samples from these residential homes indicated:

Location	Date	Hydrocarbon Concentration (mg/l)
Dailey Road	03/14/90	5.56
Maywood Drive	01/17/90	2.36
Maywood Drive	01/17/90	2.38

The gas chromatogram resembled BTEX which is also found in gasoline.

- t. The springs and streams located along Dailey Road and Center Road were sampled for BTEX and hydrocarbon type concentration. Analytical results of these samples indicated that such springs were contaminated in quantities identified below:

Location	Total BTEX (mg/l)	Hydrocarbon Concentration (mg/l)
Dailey Road (spring)	1.80	11.0

Center Road 1.39 8.49
(spring)

The gas chromatogram resembled BTEX which is also found in gasoline.

- u. The Respondent reported pressure testing of its pipeline(s). This testing demonstrated that no leakage of hydrocarbons was occurring from the pipeline(s).
- v. On January 18, 1990, Vadose Research, Incorporated ("Vadose Research") was contracted by Ohio EPA to: (1) determine groundwater direction; (2) find possible source(s) of contamination through the use of soil gas contaminant compositional analysis; (3) establish the extent of contamination by volatile organic contaminants; (4) establish the correlation of soil gas data to groundwater quality; and (5) provide a report of findings for the investigation.
- w. The soil gas survey encountered petroleum hydrocarbons in the C-5 to C-17 range in the Site and peripheral areas. Soil gas contaminants in this range are strongly suggestive of refined project.
- x. Vadose Research's interpretation of the environmental data collected suggested historical releases of contamination due to extensive partitioning of hydrocarbons.
- y. The general flow direction through the project site area appears to be to the northeast for both the shallow till aquifer and for ground water occurring at the top of the Sharon Sandstone. Ground water from the area south and west of the project site area appears to move across the affected area. Therefore, a release from the pipeline would contaminate ground water and potentially results in contamination to water wells, springs and streams consistent with the findings described in paragraphs 5. r., 5.s. and 5.t., above.
- z. Potential pathways for contamination include narrow and selective conduits through the local saturated and unsaturated zone, reintroduction of contaminants to the vadose zone through leach bed discharge and migration within the Sharon Sandstone.
- aa. On February 5, 1990, the Respondent retained American Analytical Laboratories of Akron, Ohio to conduct indoor air quality monitoring at the Smith residence at 339 Maywood Drive.

- bb. The Respondent has voluntarily undertaken various investigation actions at the Site which included collecting and sampling ground water, surface water and air samples, a soil gas survey, and pressure testing of the twelve (12) inch line. The Respondent has also supplied local affected residents with bottled water supplies.
- cc. The Ohio EPA issued its original Final Findings and Orders to the Respondent on January 11, 1991 ("1991 Orders"), to require specific actions, in the nature of interim actions, designed to characterize the scope and extent of contamination in a "Project Study Area" in the vicinity of the Site. In the 1991 Orders, the "Project Study Area" encompassed the area between Center Road, Daily Road, Bolender Road, and Highland Park Drive, and the area extending approximately 300 feet south of the pipeline from approximately the southern termination of Kaylin Drive to Daily Road.
- dd. On February 8, 1991, Respondent submitted a 30-day report.
- ee. On September 10, 1991, Ohio EPA approved Respondent's Phase I Hydrogeologic Workplan, and Respondent implemented the approved workplan. Results were presented to Ohio EPA in March 1992 in a Phase I Report. The results indicated that discontinuous saturated zones exist in the glacial till which covers the Project Study Area. Groundwater flow in the bedrock appeared to be dictated by vertical and lateral extent of fractures in the bedrock. The results of preliminary pumping tests, which were included in the Phase I report, suggested that the bedrock aquifer was hydraulically connected to the saturated zone in the unconsolidated material.
- ff. In November of 1992, Respondent submitted to Ohio EPA a Phase II Hydrogeologic Workplan, which Ohio EPA approved, with comments, on April 9, 1993. Fieldwork began on July 16, 1993.
- gg. At Ohio EPA's request, Respondent prepared a Sampling Analysis Plan, included as Amendment I to the Phase II Work Plan, to continue a water well survey in the Project Study Area. Over 100 homes were included in the sampling plan. In 1993, Respondent began water well sampling and testing for over 100 homes in the original Project Study Area.
- hh. Results of the Phase II work were presented to Ohio EPA in March 1994. Based on comments from Ohio EPA, Respondent conducted an additional investigation, Phase IIA, during 1994 to further define the Site boundary and conditions on the eastern extent of the Project Study Area. The Phase IIA report was submitted to the Ohio EPA in January 1995,

- together with the revisions to the Phase II Report.
- ii. Data gathered from the Phase I and Phase II investigations suggested that the bedrock surface generally follows the surface topography, with the highest elevation in the western portion of the Project Study Area and the lowest elevation in the northern portion of the Project Study Area.
 - jj. The occurrence of groundwater in unconsolidated soil material in the Project Study Area is in saturated lenses of sand and silt separated by clayey silt layers. In the western half of the Project Study Area, the thickness of the unconsolidated glacial sediment ranges from approximately 1 to 18 feet, and zones of saturation were only observed where the glacial cover was thin (15 ft or less). These zones of saturation generally do not produce quantities of water sufficient for domestic use. The water quality of these shallow zones is often poor due to the high concentration of iron and manganese along with other dissolved minerals and the presence of septic and leach field effluent. In extreme northeast portions of the Project Study Area, some residential wells derive water from unconsolidated sediments in the pre-glacial buried valley.
 - kk. With the exception of the northeast corner of the Project Study Area, all residential water supply wells in the Project Study Area are completed in the bedrock.
 - ll. Groundwater recharge to the bedrock aquifer in the Project Study Area is dependent primarily on precipitation. In addition to precipitation, septic systems discharge provides a second recharge mechanism. All residents within the Project Study Area rely on individual septic and leach field systems. The vast majority of the residential septic systems discharge effluent into surface drainage systems adjacent to roads; however, some artificial perched horizons or zones of saturation may be present in the Project Study Area due to septic system discharge.
 - mm. By the completion of the Phase II investigation, a total of 101 soil borings, 18 piezometers, and seven monitoring wells had been installed in the Project Study Area.
 - nn. In February 1995, Respondent submitted a Water Well Abandonment Report and a New Well Installation Summary report to Ohio EPA.
 - oo. The Respondent has submitted to Ohio EPA all of the submittals required by the 1991 Orders.
 - pp. Based on field and chemical data collected during the Phase I and Phase

II investigations, the extent of the Project Study Area has been refined. Respondent identified six preliminary Areas of Concern (AC) that required additional corrective action or investigation. For purposes of these findings, the conditions in each AC are described below:

1. AC-1. Petroleum hydrocarbons were detected in soil samples from three borings in the area, all located on the residential property at 604 Fairwood Drive. The petroleum hydrocarbons detected in unconsolidated soils in this area appear to be restricted to a narrow band of land approximately 300 feet long and less than 100 feet wide. Groundwater was generally not encountered during investigations in the unconsolidated sediments in AC-1. Monitoring wells MW-6S and MW-6D were installed south of the pipeline and were both completed in the bedrock. Eight additional monitoring wells were installed north of the pipeline in AC-1 in November 2004 (M1-2D&S through M1-4D&S).
2. AC-2. This area was identified as an Area of Concern because it is hydraulically downgradient of AC-1. A number of potential hydrocarbon pathways exist in AC-2, including ground surface, top of bedrock, and underground pipeline conduits. No perched water-bearing zones or water-saturated, unconsolidated sediments were encountered in AC-2. Soil analytical results indicate that petroleum hydrocarbon compounds were not reported above method detection limits in any of the samples submitted for analysis. Groundwater analytical results for volatile organic compounds (VOCs) were detected in the low parts per billion range and subsequent groundwater samples collected from monitoring wells installed in AC-2 have been below laboratory detection or EPA Maximum Contaminant Levels (MCLs) since installation. The Phase II determined that AC-2 was not an active Area of Concern and that no corrective action was required in AC-2.
3. AC-3. This area was identified as an Area of Concern because petroleum hydrocarbons were discovered in the soil and groundwater in unconsolidated sediments on two properties in this area. All of the soil samples in which hydrocarbons were detected were collected on the south side of Center Road. Petroleum hydrocarbons were not detected in any soil and groundwater samples collected on the north side of Center Road.
4. AC-4. This area was designated as an Area of Concern because of the presence of petroleum hydrocarbons in soil and groundwater

in the unconsolidated sediments.

5. AC-5. An intermittent stream traverses this area from southwest to northeast. Petroleum hydrocarbons were detected in soil samples collected from this area. Shallow groundwater was encountered in more permeable zones in the unconsolidated sediments and contained petroleum hydrocarbons. Petroleum hydrocarbons were previously identified in eleven potable wells. Respondent replaced these wells with deeper (double cased) wells.
 6. AC-6. An additional investigation (Phase IIA) was conducted in 1994 in this area to delineate the extent of soil and groundwater contamination encountered in AC-5 and the western portion of AC-6. As a result of the Phase IIA investigation, the eastern boundary of AC-6 was established. Petroleum hydrocarbons were detected in soil and groundwater samples in several borings installed in this area.
- qq. Between July and October 1995, Respondent conducted a Phase III remedial design study in the six Areas of Concern at the Site to collect additional characterization data to evaluate sediment and surface water contaminant pathways and evaluate remedial alternatives to address subsurface soil and shallow groundwater impacts. Phase III activities included collecting additional samples of various media and evaluating the performance of vacuum extraction remedial technologies. Soil vapor extraction (SVE) and dual phase extraction (DPE), which extracts both soil vapors and groundwater, were identified as potentially viable means of addressing conditions in the various Areas of Concern. Data Quality Objectives (DQO), following the US EPA DQO Process, were developed for Phase III activities to define the type, quality, and quantity of data needed to support defensible risk management decisions.
- rr. In February 1996, Respondent submitted a Phase III Design Investigation/Corrective Action Plan ("Phase III CAP") to Ohio EPA.
- ss. In March 1996, Respondent submitted Permit to Install applications to the Ohio EPA for the remedial systems proposed in the Phase III CAP.
- tt. In March 1997, Respondent submitted a revised Phase III CAP to Ohio EPA, proposing limited soil excavation in AC-1, once the extent of soil conditions was better defined. A monitoring-only strategy was recommended for AC-2. DPE systems were proposed in AC-3, AC-4, AC-5 and AC-6. The proposed DPE systems were to use the proprietary Vacu-Point™ technology to remove vapor and water from the subsurface.

- uu. National Pollutant Discharge Elimination System (NPDES) Individual Permit 3IN00284*BD was issued for the remediation systems in July 1997.
- vv. The Permit to Install was issued for operation of the remediation systems by Ohio EPA in September 1997.
- ww. In July and September 1997, an additional investigation was conducted at AC-1 to further define extent of soil contamination. Additional investigation of AC-1 indicated that the extent of impacted soil was greater than originally thought. The Respondent's contractor proposed to install an SVE system.
- xx. In the Fall/Winter of 1997, system testing and manifold redesign was completed at remedial systems installed at AC-3, AC-4, AC-5, and AC-6.
- yy. The DPE systems installed at AC-3, AC-4, AC-5, and AC-6 were further modified and were started in April of 1998.
- zz. In August 1998, Respondent submitted the Modified Phase III CAP for AC-1 to Ohio EPA, proposing to install an SVE system to address soil impacts in the unconsolidated material in AC-1, including an air/water separator and treatment system for recovered water with discharge to a Class V Underground Injection Control dry well.
- aaa. The AC-1 SVE system was installed in the fall of 1998 and the system was started in January of 1999.
- bbb. Respondent was granted General Permit 3GU00280*AG effective November 1, 2000 for discharging treated water from the BP Franklin Township project groundwater remediation. Prior to the General Permit, the project operated under Individual Permit 3IN00284*BD that expired on September 27, 2002. Respondent's contractor submitted a request to Ohio EPA NPDES Permit Administrator to terminate the Individual Permit.
- ccc. Respondent has installed 47 double cased residential water wells in the Project Study Area since 1990. This total includes two wells installed at the following four locations: 5255 Kaylin Drive, 5265 Kaylin Drive, 604 Fairwood Road, and 607 Highland Park Drive. Respondent has abandoned old water wells at every location where Respondent installed a new water well.
- ddd. The Current Site Conditions Report, dated February 2006 and prepared by URS, contained the information described below:

1. Hydrocarbon concentrations measured in groundwater samples collected from monitoring wells located at AC-1 fluctuate in relation to seasonal fluctuations in the water table influenced primarily by precipitation and snowmelt and potentially to some degree by residential septic system discharge. SVE system influent concentrations also fluctuate seasonally based on presence of water in the unconsolidated material above the bedrock where the system extraction laterals are located.
 2. AC-3 has experienced a significant reduction in soil and groundwater impacts, with analytical from groundwater samples showing BTEX concentrations approaching or below MCLs and DPE system influent BTEX concentrations below MCLs.
 3. Analytical results for DPE system influent samples in AC-4 reveals benzene concentrations less than 10 ppb, with stable BTEX concentrations in groundwater samples collected from AC-4 monitoring wells.
 4. In AC-5, BTEX concentrations appear stable in monitoring well PZ-6S, with all other monitoring wells in AC-5 exhibiting a general decreasing trend in BTEX concentrations. AC-5 system influent samples are approaching laboratory detection limits or MCLs.
 5. AC-6 system influent samples show benzene concentrations in the 10 to 20 ppb range with the remainder of BTEX below MCLs. Benzene concentrations in one AC-6 monitoring well, GW-1, appear stable while all other monitoring wells in AC-6 appear to show a general decreasing trend.
 6. Respondent has maintained water well sampling and testing, and, as of January 2006, Respondent provides sampling and analysis of water wells at approximately 32 homes on a quarterly basis and approximately 112 homes on an annual basis. Respondent reportedly provided a letter, including a copy of the analytical test results, to each resident receiving the water well testing, explaining the results of the water test.
- eee. Ohio EPA approved the Sampling Analysis Plan submitted by Respondent and all other plans required to be submitted in the 1991 Orders.
- fff. ORC Section 6111.04 prohibits any person to cause or place or caused to be placed any sewage, industrial waste, or other wastes in a location where they cause pollution of any waters of the state except where a valid

and unexpired permit has been issued.

- ggg. ORC Section 6111.01 (C) and (D) define "industrial waste" to include liquid, gaseous, or solid waste substance resulting from any process of industry, manufacture, trade, or business or from the development, processing, or recovery of any natural resource, together with such sewage as is present and "other waste" to include garbage, refuse, decayed woods, saw dust, shavings, bark, and other wood debris, lime, sand, ashes, offal, night soil, oil, tar, coal dust, dredged or fill material, or silt, other substances that are not sewage or industrial waste, and any other "pollutants" or "toxic pollutants" as defined in the Federal Clean Water Act that are not sewage or industrial waste.
- hhh. ORC Section 6111.01 (H) defines "waters of the State" to include both surface waters and underground waters of the State. The Sharon Sandstone aquifer, streams and springs located within the Areas of Concern constitutes "waters of the State" within the meaning of ORC Section 6111.01 (H).
- iii. The placement of hydrocarbons, including hydrocarbons from the pipeline owned and operated by the Respondent, at or near the ACs, constitutes a threat to public health or safety, or causing, or contributing to, or threatening to cause or contribute to water pollution and/or soil contamination.
- jjj. Unpermitted releases of petroleum products from the pipeline as described in these 2007 Orders to waters of the State, which includes both ground and surface water as described in these 2007 Orders, is in violation of ORC Sections 6111.04 and 6111.07.
- kkk. Based upon information available to the Director, as set forth in these Findings of Fact, the Director has determined that the work required by the 1991 Orders has been completed and that additional corrective action work, as set forth below in Section VI., of these 2007 Orders, is necessary.
- lll. Pursuant to ORC Section 6111.03(H), the Director may issue these 2007 Orders to control and abate pollution.
- mmm. The Director maintains that issuance of these 2007 Orders is furthering the intent of the general assembly that the Ohio Environmental Protection Agency will prevent and abate pollution of the environment for the health, safety, welfare, and property of the people of the State.

nnn. The Director has given consideration to, and based his determination on, evidence relating to the technical feasibility and economic reasonableness of complying with these 2007 Orders and to evidence relating to the conditions calculated to result from compliance with these 2007 Orders, and its relation to the benefits to the people of the State to be derived from such compliance in accomplishing the purpose of Chapter 6111 of the Revised Code.

V. GENERAL PROVISIONS

6. Objectives of the Parties

The objectives of the Parties in entering into these Orders are to protect public health and safety and the environment from the disposal, discharge, or release of petroleum products (BTEX), through performance of a RI/FS, and through the design, construction, operation and maintenance of the Remedy by Respondent as set forth in a Decision Document that will be issued by Ohio EPA following the performance of the RI/FS by Respondent. Respondent shall perform the RI/FS and RD/RA to:

- a. Investigate the nature and extent of releases at the Site;
- b. Assess risk to human health and the environment;
- c. Implement interim actions if necessary to address substantial threats;
- d. Collect sufficient data to support decisions regarding a remedial action for the Site;
- e. Develop and evaluate potential remedial alternatives;
- f. Design the remedy selected by Ohio EPA;
- g. Construct the designed remedy; and
- h. Operate and maintain the constructed remedy.

7. Commitment of Respondent

Respondent agrees to perform the Work in accordance with these 2007 Orders, including but not limited to the RI/FS SOW, RD/RA SOW, all relevant guidance documents, and all standards, specifications, and schedules as approved by Ohio EPA pursuant to these 2007 Orders. Respondent also agrees to reimburse Ohio EPA for all Response Costs and to perform all other obligations of these 2007 Orders.

8. Compliance With Law

- a. Ohio EPA believes that activities conducted pursuant to these 2007 Orders, if approved by Ohio EPA, would be considered necessary and consistent with the NCP.

- b. Where any portion of the Work requires a permit, license or other authorization from Ohio EPA or any other state, federal or local government agency, Respondent shall submit applications in a timely manner and take all other actions necessary to obtain such permit, license or other authorization. These 2007 Orders are not, and shall not be construed to be, a permit, license or other authorization issued pursuant to any statute or regulation.

VI. PERFORMANCE OF THE WORK BY RESPONDENT

9. Supervising Contractor

All Work performed pursuant to these 2007 Orders shall be under the direction and supervision of a contractor with expertise in hazardous waste site investigation and remediation. Prior to the initiation of the Work, Respondent shall notify Ohio EPA in writing of the name of the supervising contractor and any subcontractor to be used in performing the Work under these 2007 Orders.

10. Remedial Investigation and Feasibility Study

- a. RI/FS project initiation meeting / Site visit. Within fourteen (14) days of the effective date of these 2007 Orders, unless otherwise agreed to by the Parties, Respondent shall:
 - i. meet with Ohio EPA to discuss, as described in Section 1.1 of the SOW, Respondent's performance of the Work required under these 2007 Orders; and
 - ii. coordinate with Ohio EPA to establish a date for a Site visit.
- b. Submission of PER. Within sixty (60) days of the effective date of these 2007 Orders, unless otherwise agreed to by the Parties, Respondent shall submit to Ohio EPA a Pre-Investigation Evaluation Report ("PER") documenting the performance and results of the scoping tasks identified in Section 1.0 of the SOW. Section 1.0 of the SOW states the PER shall address each RI/FS SOW task by one of the following three methods: 1) indicating that the task has already been performed and providing the results of the task and supporting documentation; 2) indicating that the task is not relevant to the Site and providing the technical justification for omitting the task; or 3) indicating that the task is relevant to the Site and will be addressed in the RI/FS Work Plan. Paragraph 10.d. herein refers to the criteria for development of the PER.

- c. Submission of RI/FS Work Plan. Within sixty (60) days after receipt of Ohio EPA's comments on the PER, unless otherwise specified in writing by Ohio EPA, Respondent shall submit to Ohio EPA the RI/FS Work Plan and the Supporting Documents for the Site. The RI/FS Work Plan shall incorporate the PER, revised in accordance with Ohio EPA's comments. Paragraph 10.d. herein refers to the criteria for development of the RI/FS Work Plan.
 - d. Criteria for RI/FS Work Plan. The PER, the RI/FS Work Plan, Supporting Documents and any other deliverables required under the approved RI/FS Work Plan, shall be developed in conformance with the SOW contained in Attachment B of these 2007 Orders and the guidance documents listed in Attachment D of these 2007 Orders. The RI/FS Work Plan shall include a proposed schedule that includes a completion date for each task. If Ohio EPA determines that any additional or revised guidance documents affect the Work to be performed in implementing the RI/FS, Ohio EPA will notify Respondent, and the PER, RI/FS Work Plan, and other affected documents, if any are affected, shall be modified by Respondent accordingly.
 - e. Handling of any Inconsistencies. Should Respondent identify any inconsistency among any of the laws and regulations and guidance documents which they are required to follow by these 2007 Orders, Respondent shall notify Ohio EPA in writing of each inconsistency and the effect of the inconsistencies upon the Work to be performed. Respondent shall also recommend, along with a supportable rationale justifying each recommendation, the requirement Respondent believe should be followed. Respondent shall implement the affected Work as directed in writing by Ohio EPA.
 - f. Review by Ohio EPA. Ohio EPA will review the PER and the RI/FS Work Plan and Supporting Documents pursuant to the procedures set forth in the Review of Submittals Section of these 2007 Orders.
 - g. Implementation of RI/FS Work Plan. Upon Ohio EPA's approval of the RI/FS Work Plan, Respondent shall implement the RI/FS Work Plan as approved. Respondent shall submit all plans, reports, or other deliverables required under the approved RI/FS Work Plan, in accordance with the approved schedule, for review and approval pursuant to the Review of Submittals Section of these 2007 Orders.
11. Preferred Plan and Decision Document

Based upon the approved RI/FS, the Preferred Plan for remedial action shall be prepared by the Ohio EPA for public review and comment. This Preferred Plan shall be prepared pursuant to Ohio EPA's policy titled "Preferred Plan and Decision Document

Procedures,” DERR-00-RR-013, provided as Attachment E. Following the public comment period, Ohio EPA may revise the Preferred Plan in response to those comments or may finalize the Preferred Plan without change.

The selection of the preferred alternative shall be documented by Ohio EPA in a Decision Document for the Site. This Decision Document shall include a summary of the RI/FS, a summary of the remedy selection decision and a responsiveness summary. The activities required by this paragraph shall be performed pursuant to Ohio EPA’s policy set forth in Attachment E.

12. Remedial Design and Remedial Action

- a. RD/RA project initiation meeting. Within seven (7) days of the issuance of the Decision Document, unless otherwise mutually agreed to by the Parties, Respondent shall meet with Ohio EPA to discuss the requirements of the RD/RA Work Plan.
- b. Submission of RD/RA Work Plan. Within sixty (60) days after the issuance of the Decision Document, unless otherwise specified in writing by Ohio EPA, Respondent shall submit to Ohio EPA a RD/RA Work Plan and schedule for implementation of the Work required under the Performance of Work Section of these Orders. The RD/RA Work Plan shall provide for the design, construction, operation and maintenance of the remedy as set forth in the Decision Document. Paragraph 12.c. herein refers to the criteria for development of the RI/FS Work Plan
- c. Criteria for RD/RA Work Plan. The RD/RA Work Plan, Supporting Documents, and any other deliverables required under the approved RD/RA Work Plan shall be developed in conformance with the RD/RA SOW contained in Attachment C of these 2007 Orders, and the guidance documents listed in Attachment D of these 2007 Orders. The RD/RA Work Plan shall include a proposed schedule that includes a completion date for each task. If Ohio EPA determines that any additional or revised guidance documents affect the Work to be performed in implementing the RD/RA, Ohio EPA will notify Respondent, and the RD/RA Work Plan and other affected documents shall be modified accordingly.
- d. Handling any inconsistencies. Should Respondent identify any inconsistency among any of the laws and regulations and guidance documents that Respondent are required to follow by these 2007 Orders, Respondent shall notify Ohio EPA in writing of each inconsistency and the effect of the inconsistencies upon the Work to be performed. Respondent shall also recommend, along with a supportable rationale justifying each recommendation, the requirement that Respondent believes should be followed. Respondent shall implement the affected Work as directed in writing by Ohio EPA.
- e. Review by Ohio EPA. Ohio EPA will review the RD/RA Work Plan and Supporting

Documents pursuant to the procedures set forth in the Review of Submittals Section of these 2007 Orders.

f. Implementation of the RD/RA Work Plan. Upon Ohio EPA's approval of the RD/RA Work Plan, Respondent shall implement the RD/RA Work Plan as approved. Respondent shall submit all plans, reports, or other deliverables required under the approved RD/RA Work Plan, in accordance with the Review of Submittals Section.

13. Operation and Maintenance Plan

The Operation and Maintenance Plan ("O&M Plan"), including a schedule for implementation, shall be submitted in accordance with the approved RD/RA Work Plan. Ohio EPA will review the O&M Plan pursuant to the procedures set forth in the Review of Submissions Section of these 2007 Orders. Upon approval of the O&M Plan by Ohio EPA, Respondent shall implement the O&M Plan. Respondent shall submit all plans, reports, or other deliverables required under the approved O&M Plan, in accordance with the approved O&M schedule set forth therein, for review and approval pursuant to the Review of Submittals Section of these 2007 Orders.

VII. ADDITIONAL WORK

14. Ohio EPA or Respondent may determine that in addition to the tasks defined in Section VI, additional Work may be necessary. Additional Work may also include, pursuant to ORC § 3734.20 or other applicable law, the implementation of interim actions to address substantial threats to public health or safety or the environment should such threats be identified while conducting the Work defined in Section VI.
15. Within thirty (30) days of receipt of written notice from Ohio EPA that additional Work is necessary, unless otherwise specified in writing by Ohio EPA, Respondent shall submit a proposed Additional Work Plan which contains (a) a work plan for the implementation of the additional Work, (b) any revisions to the Supporting Documents and other deliverables, as appropriate, (c) a schedule for the performance of the additional Work, and (d) revisions to other schedules impacted by the additional Work, if any. If Respondent disputes the necessity of additional Work, Respondent shall initiate the procedures for dispute resolution set forth in the Dispute Resolution Section of these 2007 Orders within fourteen (14) days after receipt of Ohio EPA's notification of the need for additional Work. Upon approval of the Additional Work Plan by Ohio EPA pursuant to the Review of Submittals Section of these 2007 Orders, Respondent shall implement the approved Additional Work Plan in accordance with the schedules contained therein.

16. If Respondent determines that additional Work is necessary, Respondent shall submit a proposal to Ohio EPA to explain what the additional Work is, why the additional Work is necessary, and what impact, if any, the additional Work will have on the Work defined in Section VI (Performance of the Work). If Ohio EPA concurs with the request to perform additional Work, Respondent shall submit a Additional Work Plan, as described above, for the performance of additional Work. Upon approval of the Additional Work Plan by Ohio EPA pursuant to the Review of Submittals Section of these Orders, Respondent shall implement the approved Additional Work Plan in accordance with the schedules contained therein. (Additional Work does not include any activity performed in response to an emergency at the Site for which Respondent submits to Ohio EPA written notice of the performed activity.)

VIII. DESIGNATION OF SITE COORDINATORS

17. Within seven (7) days of the effective date of these 2007 Orders, Respondent shall notify Ohio EPA , in writing, of the name, address, telephone number and e-mail address of its designated Site Coordinator and Alternate Site Coordinator.

18. As used in these 2007 Orders, the term "Site Coordinator" refers interchangeably to the Site Coordinator and the Alternate Site Coordinator designated for a named party. If any designated Site Coordinator is changed, the identify of the successor will be given to the other Party at least seven (7) days before the changes occur, unless impracticable, but in no event later than the actual day the change is made.

19. To the maximum extent practicable, except as specifically provided in these 2007 Orders, communications between Respondent and Ohio EPA concerning the implementation of these 2007 Orders shall be made between the Site Coordinators. Respondent's Site Coordinator shall be available for communication with Ohio EPA regarding the implementation of these 2007 Orders for the duration of these 2007 Orders. Each Site Coordinator shall be responsible for ensuring that all communications from the other Party are appropriately disseminated and processed. Respondent's Site Coordinator shall be present on the Site or on call during all hours of Work at the Site.

20. Without limitation of any authority conferred on Ohio EPA by statute or regulation, Ohio EPA's Site Coordinator's authority includes, but is not limited to the following:

- a. directing the type, quantity and location of samples to be collected by Respondent pursuant to an approved Work Plan;

- b. collecting samples;
- c. observing, taking photographs, or otherwise recording information related to the implementation of these 2007 Orders, including the use of any mechanical or photographic device;
- d. directing that the Work stop whenever Ohio EPA's Site Coordinator determines that the activities at the Site may create or exacerbate a threat to public health or safety, or threaten to cause or contribute to air or water pollution or soil contamination;
- e. conducting investigations and tests related to the implementation of these 2007 Orders;
- f. inspecting and copying records, operating logs, contracts and/or other documents related to the implementation of these 2007 Orders; and
- g. assessing Respondent's compliance with these 2007 Orders.

IX. PROGRESS REPORTS AND NOTICE

21. All reports, documents, analysis and work plans demonstrating compliance with these 2007 Orders as required under these 2007 Orders to be submitted to Ohio EPA shall be addressed to:

Mike Bolas, or his successor
Division of Emergency and Remedial Response
Northeast District Office
2110 E. Aurora Road
Twinsburg, Ohio 44087

unless otherwise specified in these 2007 Orders or to such persons and addresses as Ohio EPA may thereafter specify in writing.

Ohio EPA shall submit correspondence to:

Alan Au
Senior Attorney
BP America Inc.
4101 Winfield Road
Mail Code 4W
Warrenville, IL 60555

and

William Barber
Environmental Business Manager
Atlantic Richfield Company
4850 E. 49th Street
MBC3
Cleveland, Ohio 44125

A Party may designate an alternative contact name and address upon written notification to the other Party.

X. SAMPLING AND DATA AVAILABILITY

22. Except with respect to confirmatory residential well sampling, and unless otherwise agreed to by the Site Coordinators, Respondent shall notify Ohio EPA not less than fifteen (15) days in advance of all sample collection activity. Respondent shall notify Ohio EPA within five (5) days of taking any confirmatory residential well sampling. Upon request, Respondent shall allow split and/or duplicate samples to be taken by Ohio EPA or its designated contractor. Ohio EPA shall also have the right to take any additional samples it deems necessary. Upon request, Ohio EPA shall allow Respondent to take split and/or duplicate samples of any samples Ohio EPA takes as part of its oversight of Respondent's implementation of the Work.
23. Within seven (7) days of Respondent's receipt of a request by Ohio EPA, Respondent shall submit to Ohio EPA copies of the results of all sampling and/or tests or other data, including raw data and original laboratory reports, generated by or on behalf of Respondent with respect to the Site and/or the implementation of these 2007 Orders. An electronic copy shall also be provided in a format approved by Ohio EPA. Respondent may submit to Ohio EPA any interpretive reports and written explanations concerning the raw data and original laboratory reports. Such interpretive reports and written explanations shall not be submitted in lieu of original laboratory reports and raw data. Should Respondent subsequently discover an error in any report or raw data, Respondent shall promptly notify Ohio EPA of such discovery and provide the correct information.

XI. SITE ACCESS

24. To the extent that portions of the Areas of Concern or other areas where work is

to be performed are presently owned or operated by parties other than the Respondent, the Respondent shall use its best efforts (not including payment of money or compromise of claims) to obtain voluntary access agreements from the present owners. Such access agreements shall provide access to Ohio EPA and its authorized representatives for the purpose of administration of these 2007 Orders.

25. In the event the Respondent is unable to obtain such access, the Respondent shall promptly notify Ohio EPA regarding both the lack of access agreements and their effort to obtain such access agreements. Ohio EPA may, as it deems appropriate, assist Respondent in obtaining access.
26. Pursuant to access agreements obtained, Ohio EPA through its authorized representative shall have authority to enter all property within the Areas of Concern and freely move about at all reasonable times for purposes consistent with these 2007 Orders and ORC Section 6111.05, including but not limited to: inspection of records, operating logs, and contracts related to the interim action work at the Areas of Concern; reviewing the progress of the Respondent in carrying out the terms of these 2007 Orders; conducting such tests as Ohio EPA or its authorized representatives deem necessary; and verifying data submitted to Ohio EPA by the Respondent. The Respondent shall permit Ohio EPA representatives to inspect and request to make copies of all non-privileged records, files, photographs, documents, and other writings, including all sampling and monitoring data, which pertains to these 2007 Orders.

XII. OTHER CLAIMS

27. Nothing in these 2007 Orders shall constitute or be construed as a release from any claim, cause of action, or demand in law or equity against any person, firm, partnership, or corporation, not a signatory to these 2007 Orders for any liability arising out of or relating to the pipeline operation.

XIII. OTHER APPLICABLE LAWS

28. All work required to be undertaken pursuant to these 2007 Orders shall comply with the requirements of applicable local, state, and federal laws and regulations. Nothing in these 2007 Orders shall be construed as waiving or compromising in any way the applicability and enforcement of any other statutes or regulations applicable to the Respondent's operation of its pipeline. The Ohio EPA reserves all rights and privileges except as specified herein.

XIV. REVIEW OF SUBMITTALS

29. Ohio EPA shall review any work plan, report, or other item required to be submitted pursuant to these 2007 Orders. Upon review, Ohio EPA may in its sole discretion: (a) approve the submission in whole or in part; (b) approve the submission upon specified conditions; (c) modify the submission; (d) disapprove the submission in whole or in part, notifying Respondent of deficiencies; or (e) any combination of the above. The results of Ohio EPA's review of the PER shall be in writing and Ohio EPA shall attempt to provide such results to the Respondent within sixty (60) days of Respondent's submittal of the PER to Ohio EPA. The results of Ohio EPA's review of the RI/FS Work Plan shall be in writing and Ohio EPA shall attempt to provide such results to the Respondent within thirty (30) days of Respondent's submittal of the RI/FS Work Plan to Ohio EPA. Ohio EPA shall attempt to issue a draft Preferred Plan within sixty (60) days of its approval of the RI/FS. The results of Ohio EPA's review of the RD/RA Work Plan shall be in writing and Ohio EPA shall attempt to provide such results to the Respondent within sixty (60) days of Respondent's submittal of the RD/RA Work Plan to Ohio EPA. Excluded from Ohio EPA approval pursuant to this provision are the health and safety plan.
30. In the event of approval, approval upon condition, or modification of any submission by Ohio EPA, Respondent shall proceed to take any action required by the submission as approved, conditionally approved, or modified by Ohio EPA.
31. In the event that Ohio EPA initially disapproves a submission, in whole or in part, and notifies Respondent in writing of the deficiencies, Respondent shall within fourteen (14) days, or such longer period of time as specified by Ohio EPA in writing, correct the deficiencies and submit the revised submission to Ohio EPA for approval. The revised submission shall incorporate all of the changes, additions, and/or deletions specified by Ohio EPA in its notice of disapproval. Revised submissions shall be accompanied by a letter indicating how and where each of Ohio EPA's comments were incorporated into the submission. Any other changes made to the submission by Respondent shall also be identified in the letter. To the extent that Respondent disputes any changes, additions, and/or deletions specified by Ohio EPA, Respondent shall initiate the procedures for dispute resolution set forth in the Dispute Resolution Section of these 2007 Orders, within fourteen (14) days after receipt of Ohio EPA's disapproval of a submission. Notwithstanding the disapproval, Respondent shall proceed to take any action required by a non-deficient portion of the submission.
32. In the event that Ohio EPA disapproves a revised submission, in whole or in part,

and notifies Respondent in writing of the deficiencies, Respondent shall within fourteen (14) days, or such longer period of time as specified in writing by Ohio EPA, correct the deficiencies and incorporate all changes, additions, and/or deletions, and submit the revised submission to Ohio EPA for approval. If Respondent fails to submit a revised submission incorporating all changes, additions, and/or deletions within fourteen (14) days, or such longer period of time as specified by Ohio EPA in writing, Respondent shall be considered in breach and/or violation of these 2007 Orders. If Respondent is in breach and/or violation of these 2007 Orders, Ohio EPA retains the right to terminate these 2007 Orders, perform any additional investigation, conduct a complete or partial Remedial Investigation or Feasibility Study and/or enforce the terms of these 2007 Orders as provided in the Reservation of Rights Section of these 2007 Orders.

33. All work plans, reports, or other items required to be submitted to Ohio EPA under these 2007 Orders shall, upon approval by Ohio EPA, be deemed to be incorporated in and made an enforceable part of these 2007 Orders. In the event that Ohio EPA approves a portion of a work plan, report, or other item, the approved portion shall be deemed to be incorporated in and made an enforceable part of these 2007 Orders.

XV. DISPUTE RESOLUTION

34. The Site Coordinators shall, whenever possible, operate by consensus. In the event that there is a dispute about the adequacy of any work plan, report, or other item required to be submitted pursuant to the Additional Work or Review of Submittals Sections of these 2007 Orders, Respondent's Site Coordinator shall have fourteen (14) days from the date the dispute arises to inform Ohio EPA of the dispute. The Parties shall have fourteen (14) days for informal negotiations with respect to the dispute. This informal dispute period may be extended by agreement of Ohio EPA for up to a maximum of thirty (30) additional days. At the end of the informal dispute period, Respondent will have fourteen (14) days to institute the formal dispute resolution procedures of this Section by notifying Ohio EPA's Site Coordinator in writing.
35. Respondent's written notification instituting the formal dispute resolution procedure shall include the technical rationale supporting Respondent's position. If Respondent's written notice and technical rationale in support of the position are not received within fourteen (14) days from the end of the informal dispute period, the formal dispute resolution procedures may not be invoked for the disputed issue(s) and the dispute will be considered resolved. Ohio EPA shall have thirty (30) days from the date Respondent's formal written dispute position

is received to reduce its position to writing. Ohio EPA's written position shall include the technical rationale supporting Ohio EPA's position. Following the exchange of written positions, the Site Coordinators shall have an additional fourteen (14) days to resolve the formal dispute. If Ohio EPA concurs with the position of Respondent, then the work plan, report, or other items required to be submitted pursuant to these 2007 Orders shall be modified accordingly.

36. If Ohio EPA does not concur with Respondent, Ohio EPA's Site Coordinator shall notify the Respondent in writing. Upon receipt of such written notice, Respondent shall have fourteen (14) days to forward a written statement of the dispute to the Division of Emergency and Remedial Response ("DERR") District Manager and request a review of the decision regarding the dispute. If Respondent does not forward such a statement and request within fourteen (14) days, Ohio EPA will adopt the written position of its Site Coordinator and the work plan, report, or other item required to be submitted pursuant to these 2007 Orders, or any other item subject to the dispute resolution procedures of this Section shall be modified accordingly. If Respondent forwards such a statement and request within fourteen (14) days, a DERR Manager will resolve the dispute based upon and consistent with these 2007 Orders, the SOW, the RI/FS Work Plan, and other appropriate federal and state laws and regulations.
37. The pendency of a dispute under this Section shall extend only the time period for completion of the tasks related to the matters in dispute, except that upon mutual agreement of the Parties, any time period may be extended as is deemed appropriate under the circumstances. Such agreement shall not be unreasonably withheld by Ohio EPA. Elements of the Work not affected by the dispute shall be completed in accordance with applicable schedules and time frames. The opportunity to invoke dispute resolution under the Dispute Resolution Section shall not be available to Respondent unless otherwise expressly provided in these 2007 Orders.

XVI. REIMBURSEMENT OF COSTS

38. Ohio EPA has incurred and continues to incur Response Costs in connection with the Site. Respondent has previously reimbursed Ohio EPA for Response Costs incurred through November 25, 2003. Respondent shall reimburse Ohio EPA for all past Response Costs incurred from November 26, 2003 through the effective date of these 2007 Orders.
39. Within sixty (60) calendar days of receipt of an itemized invoice, including all necessary supporting documentation, for the past Response Costs incurred from November 26, 2003 to the effective date of these 2007 Orders, Respondent shall

remit a check to the Ohio EPA for the full amount invoiced.

40. For Response Costs incurred after the effective date of these 2007 Orders, Ohio EPA will submit to Respondent on an annual basis an itemized invoice of its Response Costs for the previous year, with all supporting documentation. Within sixty (60) calendar days of receipt of such itemized invoice and supporting documentation, Respondent shall remit payment for all of Ohio EPA's Response Costs for the previous year.
41. Respondent shall remit payment to Ohio EPA pursuant to this Section as follows:
 - a. Payment shall be made by certified check payable to "Treasurer, State of Ohio" and shall be forwarded to Treasurer, State of Ohio/Hazardous Waste Special Cleanup Account, Office of Fiscal Administration, Attn: Brenda Case, or her successor, Ohio EPA, Lazarus Government Center, PO Box 1049, Columbus, Ohio 43216-1049.
 - b. A copy of the transmittal letter and check shall be sent to the Fiscal Officer, Attn: Steven Snyder, or his successor, Ohio EPA - DERR, PO Box 1049, Columbus, Ohio 43216-1049, and to the Site Coordinator.
42. The provisions of Section XV, Dispute Resolution, shall apply if Respondent objects to the accuracy of any request for payment of Response Costs or if the Respondents do not agree that a Response Cost is not inconsistent with the NCP. Should Respondent contest a portion of the Response Costs set forth in an itemized statement, but not all the costs, Respondent shall timely pay the uncontested portion of Response Costs pursuant to the provisions of this Section, Reimbursement of Costs. Any Response Costs which Respondent must pay as a result of dispute resolution shall be paid within thirty (30) days after the date of the resolution of the dispute.

XVII. INDEMNITY

43. Respondent agrees to indemnify, save, and hold harmless Ohio EPA from any and all claims or causes of action arising from, or related to, the implementation of these 2007 Orders or to events or conditions at the Site, including any acts or omissions of Respondent. Said indemnification shall not apply to acts or omissions of the State of Ohio, its employees, agents or assigns at, on, upon, or related to the Site if said acts are negligent, performed outside the scope of employment or official responsibilities, or performed with malicious purpose, in bad faith, or in a wanton or reckless manner. Ohio EPA shall not be considered a party to and shall not be held liable under any contract entered into by Respondent in carrying out the activities pursuant to these 2007 Orders. Ohio

EPA agrees to provide notice to Respondent within thirty (30) days after receipt of any claim that may be the subject of indemnity as provided in this Section, and to cooperate with Respondent in the defense of any such claim or action against Ohio EPA.

XVIII. AGREEMENT NOT TO REFER

44. During the implementation of these 2007 Orders, and provided Respondent is compliance with these 2007 Orders, Ohio EPA agrees not to refer Respondent to the Ohio Attorney General's Office, or take administrative enforcement action against the Respondent for work required by these 2007 Orders. Upon termination of these 2007 Orders pursuant to the Termination Section, Ohio EPA agrees to not refer Respondent to the Ohio Attorney General's Office, or take administrative enforcement action against Respondent for work required under these 2007 Orders.

XIX. TERMINATION AND SATISFACTION

45. The provisions of the 1991 Orders have been completed to the satisfaction of Ohio EPA and, upon the effective date of these 2007 Orders, the 1991 Orders shall be terminated in satisfaction of the provisions of Section X, Termination and Satisfaction of the 1991 Orders.
46. When Respondent's cleanup or remediation activities have met applicable performance standards specified in the Decision Document for any specific Area of Concern, Respondent may request, in writing, that Ohio EPA confirm that such performance standards have been met for that specific Area of Concern. The DERR District Manager shall attempt to respond to a written request by Respondent within thirty (30) calendar days of receipt of Respondent's written request. If Ohio EPA does not agree such performance standards have been met, then Ohio EPA shall notify Respondent of the specific deficiencies which exist for that specific Area of Concern.
47. Respondent's obligations under these 2007 Orders shall terminate when the Respondent certifies in writing that Respondent has performed all obligations under these 2007 Orders, and the DERR District Manager acknowledges, in writing, the termination of the Respondent's obligations under these 2007 Orders. The DERR District Manager shall respond to a certification by Respondent within thirty (30) calendar days of receipt. If Ohio EPA does not agree that all obligations under these 2007 Orders have been performed, then Ohio EPA shall notify Respondent of the specific obligations that have not been

performed.

48. The Respondent's certification shall contain the following attestation: "I certify that the information contained in or accompanying this certification is true, accurate, and complete." This certification shall be submitted by Respondent to Ohio EPA and shall be signed by a responsible official of Respondent. The termination of Respondent's obligations under these 2007 Orders shall not terminate the Respondent's obligations under the Reservation of Rights, Access to Information, and Agreement Not to Refer Sections of these 2007 Orders.

XX. RESERVATION OF RIGHTS

49. Nothing contained herein shall be construed to prevent Ohio EPA from (1) seeking legal or equitable relief to enforce the terms of these 2007 Orders including penalties against the Respondent for noncompliance or claims for natural resource damages; or (2) completing any work described in these 2007 Orders. Except as described in Section XVII (Termination and Satisfaction) of these 2007 Orders, Ohio EPA reserves the right to take any enforcement action, recover costs or seek damages for injury to natural resources pursuant to any available legal authority for past, present, or future violations of ORC Chapter 6111, conditions of the pipeline, or releases of petroleum or petroleum product from the pipeline.
50. Ohio EPA specifically reserves the right to perform or require the Respondent to perform additional site investigation, removal, or remediation (including groundwater investigation) pursuant to ORC Chapter 6111 or other applicable authority for these or any other conditions. Nothing herein shall restrict the right of the Respondent to raise any administrative, legal, or equitable defense with respect to such further actions which the Ohio EPA may seek to require of Respondent.

XXI. SIGNATORIES

51. Each undersigned representative of a signatory to these 2007 Orders certifies that he or she is fully authorized to enter into the terms and conditions of these 2007 Orders and to legally bind such signatory to this document.

XXII. WAIVER AND AGREEMENT

52. In order to resolve disputed claims, without admission of fact, violation, or liability and in lieu of further enforcement action by the Ohio EPA for only the obligations

addressed in these 2007 Orders, the Respondent agrees that these 2007 Orders are lawful and reasonable, that the schedule provided for compliance herein is reasonable and that the Respondent agree to comply with these 2007 Orders.

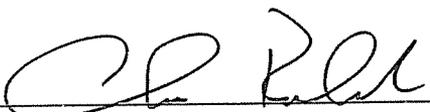
- 53. The Respondent hereby waives the right to appeal the issuance, and terms of these 2007 Orders, and the Respondent hereby waives any and all rights it might have to seek judicial review of said 2007 Orders either in law or equity.
- 54. Notwithstanding the preceding, the Director and the Respondent agree that in the event that these 2007 Orders are appealed by a third party, the Respondent retains the right to intervene and participate in the third party's appeal. In such an event, the Respondent shall continue to comply with these 2007 Orders notwithstanding such appeal and intervention unless these 2007 Orders are stayed, vacated, or modified.

XXIII. EFFECTIVE DATE

- 55. The effective date of these 2007 Orders shall be the date these 2007 Orders are entered in the Journal of the Director of the Ohio EPA.

IT IS SO ORDERED AND AGREED:

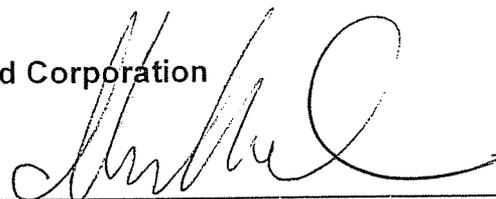
Ohio Environmental Protection Agency



Director

11/14/07
Date

Inland Corporation

BY: 

October 3, 2007
Date

Title: President - Inland

List of Attachments

Attachment A – map showing Areas of Concern and parameters of Site

Attachment B – Generic Statement of Work for Conducting Remedial Investigations and Feasibility Studies

Attachment C – Model Statement of Work for Remedial Design and Remedial Action

Attachment D – List of Relevant Guidance Documents

Attachment E – Guidance for Preferred Plan and Decision Document Procedures