



John R. Kasich, Governor
Mary Taylor, Lt. Governor
Scott J. Nally, Director

CERTIFIED

December 12, 2012

Ms. Lori G. Littrell
BP Products North America, Inc.
150 West Warrenville Road
Naperville, IL 60563

Re: Director's Final Findings & Orders
EPA ID Number: OHD 005 051 826

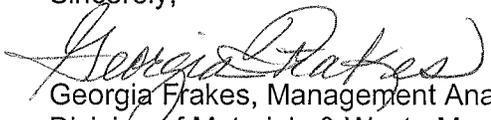
Dear Ms. Littrell:

Transmitted herewith are Final Findings & Orders of the Director concerning the matter indicated.

You are hereby notified that this action of the Director of Environmental Protection (Director) is final and may be appealed to the Environmental Review Appeals Commission pursuant to Section 3745.04 of the Ohio Revised Code. The appeal must be in writing and set forth the action complained of and the grounds upon which the appeal is based. The appeal must be filed with the Commission within thirty (30) days after notice of the Director's action. The appeal must be accompanied by a filing fee of \$70.00, made payable to "Treasurer, State of Ohio." The Commission, in its discretion, may reduce the fee if by affidavit it is demonstrated that payment of the full amount of the fee would cause extreme hardship. Notice of the filing of the appeal shall be filed with the Director within three (3) days of filing with the Commission. Ohio EPA requests that a copy of the appeal be served upon the Ohio Attorney General's Office, Environmental Enforcement Section. An appeal may be filed with the Environmental Review Appeals Commission at the following address:

Environmental Review Appeals Commission
77 South High Street, 17th FL
Columbus, Ohio 43215

Sincerely,


Georgia Frakes, Management Analyst
Division of Materials & Waste Management

Enclosure: Director's Final Findings and Orders

cc: Dustin Tschudy/Jeremy Carroll, DMWM, CO
Ed Lim/Mike Terpinski, DERR, CO
Fran Kovac, Legal/Darla Peelle, PIC
Dawn Pleiman, NWDO, DERR
Brad Hauser, DMWM, CO



ITS Programming

PUBLIC NOTICE RECORD

Notification Type: DIRECTOR'S FINAL FINDINGS AND ORDERS

Entity Info

Name: BP Products North America, Inc.

Address: 150 West Warrenville Road

City/Township/Zip: Naperville, IL 60563

County: Allen

Description: Hazardous Waste

Notice Info

Weekly Review

Public Notice

Date Of Action: 12/12/2012

Notification Number: OHD005051826

Receiving Waters:

Meeting Details:

Standard Remark:

Other Remark:

On December 12, 2012, the director of Ohio EPA issued Director's Final Findings and Orders (Orders) to BP Products North America, Inc. (BP) for its facility located at 1150 Metcalf Street, Lima, Ohio 45804 in Allen County. The Orders are for the operation and maintenance (O&M) phase of corrective action for certain units at the former BP facility. The Orders remove three solid waste management units (SWMUs) and two areas of concern (AOCs) from the hazardous waste permit that is currently issued to both BP and Lima Refining Company. The three SWMUs to be removed from the hazardous waste permit are SWMU 1, SWMU 7, and SWMU 62 and the two AOCs to be removed from the hazardous waste permit are Ottawa River and Zurmehly Creek. The Orders require BP to continue to implement the O&M plans that were submitted and approved under the hazardous waste permit for the selected SWMUs and AOCs.

BEFORE THE
OHIO ENVIRONMENTAL PROTECTION AGENCY

OHIO E.P.A.
DEC 12 2012

ENTERED DIRECTOR'S JOURNAL

In the Matter of:

BP Products North America Inc.
1150 South Metcalf Street
Lima, Ohio 45804-1199

**Director's Final
Findings and Orders**

I certify this to be a true and accurate copy of the
official documents as filed in the records of the Ohio
Environmental Protection Agency.

Respondent

By: John Casper Date: 12-12-12

PREAMBLE

It is hereby agreed by and among the parties hereto as follows:

I. JURISDICTION

These Director's Final Findings and Orders (Orders) are issued to BP Products North America Inc. (Respondent) pursuant to the authority vested in the director of the Ohio Environmental Protection Agency (Ohio EPA) under §§ 3734.02(G), 3734.13, 3734.20, 3745.01 and 6111.03 of the Ohio Revised Code (ORC).

II. PARTIES BOUND

These Orders shall apply to and be binding upon Respondent and successors in interest liable under Ohio law. No change in ownership relating to the Facility shall in any way alter Respondent's obligations under these Orders. Respondent's obligations under these Orders may be altered only by the written action of the director of Ohio EPA.

III. DEFINITIONS

Unless otherwise stated, all terms in these Orders shall have the same meaning as defined in Chapter 3734 and the rules promulgated thereunder. Whenever the terms listed below are used in these Orders or in any appendices, attached hereto and incorporated herein, the following definitions shall apply:

1. "Day" shall mean a calendar day unless expressly stated to be a business day.

2. "Facility" shall mean the sites owned by Respondent, comprised of SWMU 1, SWMU 7 and SWMU 62, as well as the Areas of Concern (AOCs) known as the Ottawa River AOC and Zurmehly Creek AOC, all as more fully described in legal descriptions and maps contained in Attachment A to these Orders, where the treatment, storage, and/or disposal of hazardous waste, and/or the discharge into waters of the state of industrial waste or other waste has occurred, including any other area where such hazardous wastes, industrial wastes, and/or any other wastes have migrated or threaten to migrate.
3. "Ohio EPA" shall mean the Ohio Environmental Protection Agency and its designated representatives.
4. "O&M Plan" or "O&M Plans" shall mean any one or all of the approved Operation and Maintenance Plans referenced in Findings No. 7, 8, 9 and 10.
5. "Parties" shall mean Respondent and Ohio EPA.
6. "RCRA" shall mean the Resource Conservation and Recovery Act.
7. "Release" shall mean any spilling, leaking, pumping, pouring, emitting, emptying, discharging, injecting, escaping, leaching, dumping or disposing of hazardous waste or hazardous constituents into the environment.
8. "Solid Waste Management Unit" (SWMU) shall mean any discernible unit at which solid waste, hazardous waste, infectious waste (as those terms are defined in Chapter 3734. of the Revised Code), construction and demolition debris (as defined in Chapter 3714. of the Revised Code), industrial waste, or other waste (as those terms are defined in Chapter 6111. of the Revised Code) has been placed at any time, irrespective of whether the unit was intended for the management of solid waste, hazardous waste, infectious waste, construction and demolition debris, industrial waste, or other waste. Such units include any area at a facility at which solid waste, hazardous waste, infectious waste, construction and demolition debris, industrial waste, or other waste has been routinely and systematically released.
9. "Work" shall mean any activities the Respondent is required to perform to comply with the requirements of these Orders and its Attachment(s) as described below.

IV. FINDINGS

All of the findings necessary for the issuance of these Orders pursuant to ORC §§

3734.13, 6111.03 and 3745.01 have been made and are outlined below.

1. Respondent is a "person" as defined in ORC §§ 3734.01(G) and 6111.01(I), and Ohio Administrative Code (OAC) rule 3745-50-10(A).
2. Respondent is a Maryland corporation whose registered agent in Ohio is The Prentice-Hall Corporation System, Inc., 50 West Broad Street Suite 1800, Columbus, OH 43215.
3. Respondent currently owns and operates a portion of the Facility located at 1150 South Metcalf Street, Lima, Ohio. The EPA Identification number for this Facility is OHD005051826. The Facility, known now as the Lima Refinery was originally constructed in 1886. U.S. EPA issued a hazardous waste permit to the BP Oil Company Lima Refinery on June 28, 1989 (with an effective date of August 1, 1989). As a condition of the permit, U.S. EPA required completion of corrective action for releases of hazardous waste and hazardous waste constituents from solid waste management units (SWMUs), SWMU groups and Areas of Concern (AOCs) as identified in the permit.
4. Ownership of the Lima Refinery was transferred from BP Oil (BP) to Clark USA (Clark) on August 10, 1998. BP submitted a Class 3 RCRA permit modification request on October 28, 1998 to add Clark as a co-permittee on the permit. In 2000, Clark changed its name to Premcor Refining Group Inc. and filed a permit modification to change the permit accordingly. Ohio EPA acknowledged the name change in a letter dated September 26, 2000. Ohio EPA issued Hazardous Waste Installation and Operation Permit No. 03-02-0390 (Permit) to BP Products North America Inc./Premcor Refining Group, and BP Chemical Inc. on June 20, 2003. A Class 3 permit modification for ownership change was approved on February 9, 2005 recognizing the merger of BP Chemicals Inc. with BP Amoco Chemical Company. A Class 1A permit modification permit on July 5, 2006, changed the permitted parties changed to BP Products North America Inc. and Premcor, and BP Amoco Chemical Company was removed from the permit. A Class 3 permit modification for ownership change from Premcor to Lima Refining Company was approved on October 25, 2007. The permittees changed to BP Products North America Inc. and Lima Refining Company.
5. The Corrective Measures Study (CMS) was approved on December 12, 2001. U. S. EPA's permit was modified on April 24, 2002 to incorporate the corrective measures. On June 20, 2003, Ohio EPA issued a permit renewal for the Lima facility. Upon issuance, the responsibility for oversight of the Corrective Action at this facility transferred from U.S. EPA to Ohio EPA.

6. U.S. EPA granted final approval of BP's Corrective Measures Implementation (CMI) Conceptual Work Plan on August 16, 2002. The CMI Conceptual Work Plan contained descriptions of the corrective measures chosen for the Ottawa River and Zurmehly Creek AOCs.
7. Corrective measures for both AOCs seek to prevent human exposure to contamination by restricting swimming and fishing at portions of the Ottawa River and Zurmehly Creek through the implementation of a restrictive covenant and posting of signage. The continuing requirement to post and maintain signage is contained in the CMI Conceptual Work Plan, the relevant pages of which are attached to and incorporated into these Orders as Attachment B, and constitute the O&M Plan for the Ottawa River and Zurmehly Creek AOCs.
8. On August 16, 2006, the CMI Construction Completion Report (CCR) for SWMU 1, which contained as Appendix N the Operation & Maintenance Plan (O&M Plan), was approved by Ohio EPA. All of the requirements of the O&M Plan are applicable to the portion of SWMU 1 which is subject to these Orders, and is fully described in Attachment C, which is incorporated into and made an enforceable part of these Orders.
9. SWMU 7's Corrective Measures Study (CMS) Final Work Plan was approved by U.S. EPA on August 16, 2002. On February 13, 2004, BP submitted a CCR for SWMU 7, which contained, as Appendix O the Operation and Maintenance Manual and Appendix P which is the Performance Monitoring Plan. The CCR was approved on September 1, 2004 by Ohio EPA, and Appendix O and Appendix P are contained in Attachment D, which is incorporated into and made an enforceable part of these Orders.
10. SWMU 62's (E-Pond) ecological remedy was completed in September 2001 and on November 18, 2002 U.S. EPA approved the CCR, which contained as Appendix G the Operation & Maintenance Plan for SWMU 62. Appendix G is contained in Attachment E, which is incorporated into and made an enforceable part of these Orders.
11. Operations and maintenance (O&M) activities at SWMU 1, 7 and 62 and the Ottawa River and Zurmehly Creek AOCs are carried out in accordance with the approved Construction Completion Reports or Corrective Measures Completion Report as noted above.

12. SWMU 1 consists of a landfarm area, which was utilized from 1981 through 1990 for the treatment and disposal of waste water treatment sludge produced by the refinery's waste water treatment plant. Hazardous wastes were tilled into a five-foot deep treatment zone.
13. SWMU 1's corrective measure strategy consists of: execution of site-wide institutional controls; excavation and consolidation of treatment soil from the western cell of the landfarm area and stormwater impoundment pond sediment into the eastern cell; placement of a soil cover over the consolidated waste materials in the eastern cell; creation of a constructed stormwater management wetland and annual Operation & Maintenance activities and inspections of soil cover, fences and gates. The corrective measures strategy for SWMU 1 has been completed subject to the ongoing Operation and Maintenance activities, which were initiated in 2006.
14. SWMU 7 was used from the mid-1940s to the late-1960s for disposal of construction debris and refinery and foundry wastes. An Interim Measure was implemented that involved the installation of a sheet pile wall, a liquid extraction/collection system, a landfill cap (clay cover) and planting of vegetated cover.
15. SWMU 7's corrective action remedy consists of institutional controls limiting land use to recreational purposes and ground water use restrictions. BP also vertically extended a sheet pile wall along the Ottawa River above the 100 year flood level installed a new liquid collection/extraction system and installed an impermeable landfill cover. On-going O&M activities include monitoring ground water elevations at the L-5 Landfill and Ottawa River, , annual inspections including signage inspections and submittal of annual reports. The corrective measures strategy for SWMU 7 has been completed subject to the ongoing Operation and Maintenance activities, which were initiated in 2004.
16. SWMU 62 encompassed approximately 23 acres and received refinery waste and municipal refuse from 1958 to 1973. Records indicate that refinery wastes placed in the landfill consisted of slop pond sludge, emulsion plant vacuum filter cake, acid pond sludge, leaded tank bottoms, API separator sludge and slop oil emulsions.
17. SWMU 62 (E-Pond) consists of two former ponds and one former landfill that are all in geographic proximity to each other. The northern pond was used to dewater biosolids obtained from C-Pond. The southern pond was used to dispose of the biosolids from the northern pond after the material was stabilized with soil and fly ash. E-Pond's remedy consisted of placement of a soil cover over the area, site grading and planting of native species over the area. O&M obligations for E-Pond

involve annual sign and cover inspections. The corrective measures strategy for SWMU 62 (E-Pond) has been completed subject to the ongoing Operation and Maintenance activities, which were initiated in 2002.

18. By letter dated June 4, 2012, Respondent proposed to remove SWMU 1, SWMU 7 and SWMU 62, and the Zurmehly Creek and Ottawa River AOCs from the requirements of the Permit, and complete all necessary Operation and Maintenance pursuant to Director's Final Findings and Orders. By letter dated July 5, 2012, Ohio EPA agreed that those units may be removed from the Permit, after the effective date of this Order. SWMU 1, SWMU 7 and SWMU 62, and the Zurmehly Creek and Ottawa River AOCs, along with lands surrounding them, all as more fully described in legal descriptions and maps contained in Attachment A to these Orders, comprise the Facility subject to these Orders.
19. Respondent's property as defined in Attachment A is a hazardous waste facility, solid waste facility or other location where hazardous waste was treated, stored or disposed. There is or has been a release of hazardous waste or hazardous constituents into the air, soil, sediment, surface water, and ground water from the Facility.
20. Because of their quantity, concentration or physical or chemical characteristics, the Director determined that the chlorinated solvent wastes, paint waste, waste laboratory chemicals, and other contaminants found at the Facility are "hazardous wastes" as defined under Section 3734.01 of the Ohio Revised Code.
21. The ground water and surface water at the Facility are "waters of the state" as defined under Section 6111.01(H) of the Ohio Revised Code.
22. Conditions at the Facility may constitute a substantial threat to public health or safety or are causing or contributing or threatening to cause or contribute to air or water pollution or soil contamination.
23. Compliance with the approved O&M Plans referenced in Findings Nos. 7, 8, 9 and 10, and compliance with the additional requirements of these Orders in lieu of the submittal of a renewal application for a hazardous waste facility installation and operation permit for SWMUs 1, 7 and 62, and the Zurmehly Creek and Ottawa River AOCs, is unlikely to adversely affect the public health or safety or the environment. Therefore, the Director finds that the issuance to Respondent of an exemption from the requirement to submit a renewal application for a hazardous waste facility installation and operation permit for these units is unlikely to adversely affect the public health or safety or the environment within the meaning of ORC § 3734.02(G).

V. GENERAL PROVISIONS

Respondent shall perform the Work in accordance with these Orders, including but not limited to, the SOW, relevant guidance documents and all standards, specifications and schedules set forth in or developed pursuant to these Orders, as described below.

All activities undertaken by Respondent pursuant to these Orders shall be performed in accordance with the requirements of all applicable federal and state laws and regulations. Nothing in these Orders shall be construed as waiving or compromising in any way the applicability and enforcement of any other statutes or regulations applicable to Respondent's ownership or operation of the facility.

Where any portion of the Work requires a permit or approval, Respondent shall timely submit applications and take all other actions necessary to obtain such permits or approval. These Orders are not, and shall not be construed to be, a permit issued pursuant to any statute or regulation. Ohio EPA shall use its best efforts to promptly consider and decide upon permit applications which Respondent may be required to submit pursuant to the Work required to be performed under these Orders.

VI. ORDERS

Respondent shall achieve compliance with Chapter 3734. of the ORC and the regulations promulgated there under, and is hereby exempted from the requirements contained in Hazardous Waste Installation and Operation Ohio Permit No. 03-02-0390 for the Facility defined in and covered by these Orders until such time as the Permit is modified to remove the Facility subject to these Orders from the Permit, provided that Respondent complies with the following:

1. The approved O&M Plans referenced in Findings No. 8, 9 and 10 shall be incorporated in and made an enforceable part of these Orders. The O&M Plans shall be implemented in accordance with the terms and conditions contained therein. Subsequent changes to the approved O&M Plans must be authorized by Ohio EPA.
2. Within 30 days after the effective date of these Orders, Respondent shall provide financial assurance in the amount necessary to implement the operation and maintenance measure(s), as described in OAC rule 3745-54-101(B) and (C). A financial assurance mechanism which meets the requirements of OAC rules 3745-

- 55-47 through 3745-55-51 is sufficient to comply with this Order. Such financial assurance cost estimates shall be updated annually.
3. Within 30 days of the effective date of these Orders, Respondent shall comply with OAC rule 3745-54-11 and apply to Ohio EPA for a U.S. EPA identification number.
 4. For the duration of these Orders, Respondent shall comply with the security provisions of OAC rule 3734-54-14, such that Respondent shall maintain the fence surrounding SWMU 1 as well as maintenance of existing soil covers and institutional controls on SWMU 1, 7 and 62.
 5. For the duration of these Orders, Respondent shall comply with the inspection schedule set out in OAC rule 3745-54-15. as specified in the approved O&M Plans. For the Ottawa River and Zurmehly Creek AOCs, signs will be inspected annually. Respondent shall remedy any deterioration or malfunction discovered by an inspection, as required by OAC rule 3745-54-15(C). Records of inspection shall be kept as required by OAC rule 3745-54-15 as specified in the approved O&M Plans .
 6. Respondent must report orally to Ohio EPA's Division of Environmental Response and Revitalization within twenty-four (24) hours from the time Respondent becomes aware of any noncompliance with this Order, ORC Chapter 3734, or the rules adopted thereunder, which may endanger human health or the environment. A written report must also be provided to Ohio EPA's Division of Environmental Response and Revitalization Northwest District Office within five (5) days of the time Respondent becomes aware of the circumstances reported orally as required above.
 7. Respondent must furnish to the Director, within a reasonable time, any relevant information which the Director may request to determine whether cause exists for modifying or revoking, or to determine compliance with, these Orders. Respondent must also furnish to the Director, upon request, copies of records required to be kept by these Orders. For the duration of these Orders, unless otherwise specified by the hazardous waste rules, Respondent must maintain, until the Director releases Respondent from financial assurance requirements pursuant to Order No. 2 above, and OAC Rule 3745-55-43, the following documents (including amendments, revisions and modifications): annually adjusted cost estimate for facility operation and maintenance, developed and maintained in accordance with OAC Rule 3745-55-42; inspection schedules, developed in accordance with Order No. 5 above; and Operation and Maintenance Plans as described in Order No. 1, above. Respondent must maintain copies of all inspection logs for a period not less than three (3) years from the date of inspection. All records required to be

retained pursuant to these Orders shall be maintained at the offices of the respondent at 150 W. Warrenville Road Naperville, IL 60563, and shall be made available to representatives of Ohio EPA within two (2) business days upon their request.

8. Respondent shall provide a copy of these Orders to all contractors, subcontractors, laboratories and consultants retained to perform any portion of the work pursuant to these Orders. Respondent shall ensure that all contractors, subcontractors, laboratories and consultants retained to perform work pursuant to these Orders comply with the provisions of these Orders.
9. For the duration of these Orders, Respondent shall use reasonable best efforts to assure that no portion of the Facility will be used in any manner which would adversely affect the integrity of any corrective measures, including monitoring systems, at the Facility. Respondent shall promptly notify Ohio EPA by registered mail of any conveyance of any interest in real property which is known to comprise the Facility of which it has actual knowledge. Respondent's notice shall include the name and address of the grantee and a description of the provisions made for continued maintenance of containment and monitoring systems. In no event shall the conveyance of any interest in the property that includes, or is a portion of, the Facility, release or otherwise affect the liability of Respondent to comply with these Orders. In the alternative, Respondent, along with its prospective buyer, may provide such notice to Ohio EPA in advance of any conveyance of any interest in real property which is known to comprise the Facility and request modification of these Orders pursuant to Section X, in order to transfer Respondent's obligations under these Orders to the prospective buyer.

VII. TERMINATION

Respondent's obligations under these Orders shall terminate when Respondent certifies in writing and demonstrates to the satisfaction of Ohio EPA that the Respondent has performed all of its obligations under these Orders and Ohio EPA's Division of Environmental Response and Revitalization, in writing, the termination of these Orders relative to the Respondent. If Ohio EPA does not agree that all obligations have been performed, then Ohio EPA will notify Respondent of the obligations that have not been performed, in which case Respondent shall have an opportunity to address any such deficiencies and seek termination as described above.

The 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 the Respondent. For purposes of these Orders, a responsible official is a corporate officer who is in charge of a principal business function of Respondent. The termination of these Orders shall not affect the terms and conditions of Section VIII, Other Claims, Section XIV, Reservation of Rights, Section XV, Indemnity, and Section XVII, Waiver and Agreement.

VIII. OTHER CLAIMS

Nothing in these 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 party to these Orders, for any liability arising from, or related to, the operation of Respondent's Facility.

IX. OTHER APPLICABLE LAWS

All actions required to be taken pursuant to these Orders shall be undertaken in accordance with the requirements of all applicable local, state and federal laws and regulations. These Orders do not waive or compromise the applicability and enforcement of any other statutes or regulations applicable to Respondent.

X. MODIFICATIONS

These Orders may be modified by agreement of the parties hereto. Modifications shall be in writing and shall be effective on the date entered in the journal of the Director of Ohio EPA.

XI. NOTICE

All documents required to be submitted by Respondent pursuant to these Orders shall be delivered to the following addresses:

Ohio Environmental Protection Agency
Northwest District Office
347 North Dunbridge Road
Bowling Green, Ohio 43402
Attn: DERR Site Coordinator, BP Products North America Inc. Facility.

and Ohio EPA Central Office at the following addresses:

For mailings, use the post office box number:

Scott J. Nally, Director
Ohio Environmental Protection Agency
Lazarus Government Center
Division of Environmental Response and Revitalization
P.O. Box 1049
Columbus, Ohio 43216-1049
Attn: Manager, DERR Engineering Section

For deliveries to the building:

Scott J. Nally, Director
Ohio Environmental Protection Agency
Lazarus Government Center
Division of Environmental Response and Revitalization
50 West Town Street
Columbus, Ohio 43215
Attn: Manager, DERR Engineering Section

or to such persons and addresses as may hereafter be otherwise specified in writing by Ohio EPA.

Any report or other document submitted by Respondent pursuant to these Orders, which make any representation concerning such Respondent's compliance or noncompliance with any requirement of these Orders, shall be signed and certified by a responsible official of the Respondent in accordance with OAC rule 3745-50-58(K). For purposes of these Orders, a responsible official is a corporate officer who is in charge of a principal business function of Respondent, or a duly authorized representative.

XII. ACCESS

1. Ohio EPA shall have access at all times to the Facility and any other property to which access is required for the implementation of these Orders, to the extent access to the property is controlled by Respondent. Access under these Orders shall be for the purposes of conducting any activity related to these Orders including, but not limited to, the following:

- a. Performing the Work;
 - b. Monitoring the Work;
 - a. Inspecting and copying records, and/or other documents related to the implementation of these Orders;
 - d. Conducting sampling, investigations and/or tests related to the implementation of these Orders; and
 - e. Verifying any data and/or other information submitted to Ohio EPA.
2. To the extent that the Facility or any other property to which access is required for the implementation of these Orders is owned or controlled by persons other than Respondent, Respondent shall use its best efforts to secure from such persons access for Respondent and Ohio EPA as necessary to effectuate these Orders. If any access required to effectuate these Orders is not obtained within 30 days of the date Ohio EPA notifies Respondent in writing that additional access beyond that previously secured is necessary, Respondent shall promptly notify Ohio EPA in writing of the steps Respondent has taken to attempt to obtain access. Ohio EPA may, as it deems appropriate, assist Respondent in obtaining access. Notwithstanding any provision of these Orders, the State of Ohio retains all of its access rights and authorities, including enforcement authorities related thereto, under any applicable statute or regulations.

XIII. RESOLUTION OF INCONSISTENCIES

Should Respondent identify any inconsistencies among any of the laws, rules, regulations, guidance, permits or orders which will affect any of the Work required by this Consent Order, Respondent shall provide written identification to the Ohio EPA of each such inconsistency, a description of its effect on the Work to be performed, and Respondent's recommendation, along with the rationale for each recommendation, as to which requirement should be followed. Respondent shall implement the affected Work based upon Ohio EPA's discretion in resolving any such inconsistencies.

Respondent's compliance with the orders or directions of State or Federal governmental officials in the exercise of such officials' legal authority shall not be deemed a violation of this Consent Order.

XIV. RESERVATION OF RIGHTS

Ohio EPA and Respondent each reserve all rights, privileges and causes of action, except as specifically waived in Section XVII of these Orders.

XV. INDEMNITY

Respondent shall indemnify, save, and hold harmless Ohio EPA from any and all claims or causes of action arising from, or related to, events or conditions at the Facility for which Respondent is liable. Ohio EPA shall provide notice to Respondent within thirty (30) days of receipt of any claim which 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. 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 Orders. Consistent with federal, state and common law, nothing in these Orders shall render Respondent liable to indemnify Ohio EPA for any tortious conduct of Ohio EPA occurring outside of Ohio EPA's exercise of its discretionary functions. Discretionary functions of Ohio EPA include, but are not limited to, Ohio EPA's review, approval or disapproval of Work performed pursuant to these Orders. Respondent and Ohio EPA will cooperate in the defense of any claim or action against Ohio EPA which may be subject to this indemnity.

XVI. EFFECTIVE DATE

The effective date of these Orders shall be the date on which the Orders are entered in the Journal of the Director of Ohio EPA.

XVII. WAIVER AND AGREEMENT

In order to resolve disputed claims, without admission of fact, violation, or liability, Respondent agrees that these Orders are lawful and reasonable, and agrees to perform all actions in accordance with or as required by these Orders. Respondent consents to and agrees not to contest Ohio EPA's jurisdiction to issue and enforce these Orders.

Respondent hereby waives the right to appeal the issuance, terms and conditions, and service of these Orders and hereby waives any and all rights that it may have to seek

administrative or judicial review of the issuance, terms and conditions, and service of these Orders in law or equity.

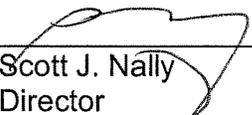
Notwithstanding the limitations herein on Respondent's right to appeal or seek administrative or judicial review, Ohio EPA and Respondent agree that in the event that these Orders are appealed by any other third party to the Environmental Review Appeals Commission, or to any court, Respondent retains the right to intervene and participate in such appeal. In such event, Respondent shall continue to comply with these Orders notwithstanding such appeal and intervention unless these Orders are stayed, vacated, or modified.

XVIII. SIGNATORY AUTHORITY

Each undersigned representative of a party to these Orders certifies that he or she is fully authorized to enter into these Orders and to legally bind such party to these Orders.

IT IS SO ORDERED AND AGREED:

Ohio Environmental Protection Agency



Scott J. Nally
Director

December 12, 2012

Date

IT IS SO AGREED:

BP Products North America Inc.



Signature

12/5/12

Date

LORE G. LITRELL

Printed or Typed Name

OPERATIONS PROJECT MANAGER

Title

