UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY
REGION 5
CHICAGO, ILLINOIS

EPA Region 5 Records Ctr.
269450

IN THE MATTER OF	)	DOCKET NO. R7003-5-04-001,
	)	CWA1321-5-04-001
The Hartford Area Hydrocarbon Plume Site	)	Proceeding Under Section 7003
	)	of the Resource Conservation
	)	and Recovery Act, as amended,
Atlantic Richfield Company	)	42 U.S.C. § 6973,and
Equilon Enterprises LLC	)	Section 311 of the Clean
dba Shell Oil Products US	)	Water Act, 33 U.S.C. § 1321
The PREMCOR Refining Group Inc.	)	
	)	
Respondents	)	
	)	

I. JURISDICTION AND GENERAL PROVISIONS

1. This Administrative Order on Consent ("Order") issued by the United States Environmental Protection Agency (EPA) is entered into voluntarily by Atlantic Richfield Company ("Atlantic"), Equilon Enterprises LLC dba Shell Oil Products US ("SOP US"), and The PREMCOR Refining Group Inc. ("PREMCOR") (collectively, "Respondents") under Section 7003 of the Resource Conservation and Recovery Act (RCRA), as amended, 42 U.S.C. § 6973 and Sections 311(c) and (e), of the Clean Water Act (CWA), 33 U.S.C. § 1321(c) and (e).

2. The Regional Administrator of EPA Region 5 is authorized to issue orders under Section 7003 of RCRA and Section 311 of the CWA based on a series of delegations and an executive order originating from the President of the United States.

3. This Order requires the Respondents to perform certain Work as defined in this Order and to reimburse Response Costs incurred by the United States and paid out of the Oil Spill Liability Trust Fund for the Hartford Area Hydrocarbon Plume Site as defined in this Order. The Respondents shall conduct the Work to abate an imminent and substantial threat to the public health or welfare of the United States, including fish, shellfish, and wildlife, public and private property, habitat, and other living and nonliving natural resources under the jurisdiction or control of the United States, because of an actual or threatened discharge of oil from a facility or facilities into a navigable water in violation of Section 311(b) of the CWA, 33 U.S.C. § 1321(b).

4. EPA has notified the State of Illinois of this Order pursuant to Section 7003(a) of RCRA, 42 U.S.C. § 6973(a) and Section 311(e)(1)(B) of the CWA, 33 U.S.C. § 1321(e)(1)(B).

5. Respondents' consent to this Order is not an admission of liability or of EPA's findings of facts or conclusions of law and determinations set forth in Sections I through V of this Order. Respondents acknowledge EPA's authority to issue this Order and consent to its terms. Respondents further agree not to contest EPA's findings of facts or conclusions of law and determinations set forth in Sections I through V of this Order, the basis or validity of this Order, or its terms in any proceeding to enforce the Order.

II. PARTIES BOUND

6. This Order applies to EPA and the Respondents and any additional parties joined to this Order in the future. The Order further applies to persons acting on behalf of the Respondents, or who succeed to an interest in any Respondent and/or any additional parties joined to this Order in the future. Any change in ownership or corporate status of any Respondent, and/or any additional parties joined to this Order in the future, including but not limited to a transfer of assets or real or personal property, will not alter the responsibilities of the Respondents under this Order. Additional Respondents may be added to this Order in the future in accordance with Section XVIII.

7. Respondents shall ensure that their contractors, subcontractors, and agents comply with this Order. Respondents will be liable for any violations of this Order by their employees, agents, contractors, or subcontractors.

III. DEFINITIONS

8. Unless otherwise expressly provided herein, terms used in this Order which are defined in the CWA, the Oil Pollution Act of 1990, 33 U.S.C. §§ 2701 *et seq.* ("OPA"), or RCRA or in regulations promulgated under those statutes shall have the meaning assigned to them in the CWA, OPA, or RCRA or in such regulations. Whenever terms listed below are used in this Order or in the appendices attached hereto and incorporated hereunder, the following definitions shall apply:

a. "CWA" shall mean the Clean Water Act, 33 U.S.C. §§ 1251, *et seq.*

b. "Day" shall mean a calendar day. In computing any period of time under this Order, where the last day would fall on a Saturday, Sunday, or Federal holiday, the period shall run until the close of business of the next working day.

c. "Effective Date" shall be the effective date of this Order as provided in Section XXII.

d. "EPA" shall mean the United States Environmental Protection Agency and any successor departments or agencies of the United States.

e. "IDPH" shall mean the Illinois Department of Public Health and any successor departments or agencies of the State.

f. "IEPA" shall mean the Illinois Environmental Protection Agency and any successor departments or agencies of the State.

g. "National Contingency Plan" or "NCP" shall mean the National Oil and Hazardous Substances Pollution Contingency Plan promulgated pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, codified at 40 C.F.R. Part 300, and any amendments thereto.

h. "Old Sinclair Oil Corporation" shall mean the company that merged with Atlantic Richfield Company in 1969 as contrasted with the New Sinclair Oil Company that was incorporated under the laws of Wyoming in 1976.

i. "Order" shall mean this Administrative Order on Consent and all appendices attached hereto (listed in Section XX). In the event of conflict between this Order and any appendix, this Order shall control.

j. "OPA" shall mean the Oil Pollution Act of 1990, 33 U.S.C. §§ 2701 *et seq.*

k. "Paragraph" shall mean a portion of this Order identified by an Arabic numeral.

l. "Parties" shall mean EPA and Respondents.

m. "RCRA" shall mean the Solid Waste Disposal Act, as amended, 42 U.S.C. §§ 6901, *et seq.* (also known as the Resource Conservation and Recovery Act).

n. "Respondents" shall collectively mean Equilon Enterprises LLC dba Shell Oil Products US (including its related companies Shell Oil Company, Shell Chemical LP and Shell Pipeline Company LP) (SOPUS) and their corporate predecessors, Atlantic Richfield Company (including its related companies ARCO Pipeline Company, BP Products North America Inc., BP Pipelines (North America) Inc. and BP Amoco Chemical Company) (Atlantic) and their corporate predecessors, and the PREMCOR Refining Group Inc. (including its related companies PREMCOR Inc. and PREMCOR USA) (Premcor).

o. "Response Costs" shall mean all costs not inconsistent with the NCP, including, but not limited to, direct and indirect costs, that the United States has incurred or will incur and has paid or will pay out of the Oil Spill Liability Trust Fund in connection with the Site (e.g., reviewing or developing plans, reports and other items pursuant to this Order, verifying the Work, or otherwise implementing, overseeing, or enforcing this Order, including but not limited to, payroll costs, contractor costs, travel costs, laboratory costs, community relations costs, costs incurred pursuant to Paragraph 64 to secure access to property, and Paragraph 69 (emergency response)).

p. "Section" shall mean a portion of this Order identified by a Roman numeral.

q. "Site" shall mean the Hartford Area Hydrocarbon Plume Site located adjacent to the Mississippi River in and around the Village of Hartford, Madison County, Illinois and depicted generally on the map attached as Appendix A.

r. "State" shall mean the State of Illinois.

s. "Work" shall mean all activities Respondents are required to perform under this Order.

IV. FINDINGS OF FACT

Based on the information known to EPA at the time of issuance of this Order, including the administrative record in this matter, EPA finds that:

9. The Site is located adjacent to the Mississippi River in and around the Village of Hartford, Madison County, Illinois and depicted generally in Appendix A.

10. Atlantic Richfield Company is a corporation organized under the laws of the State of Delaware, which is qualified to do business in the State of Illinois. During the period from 1980 to 1984, Atlantic through its affiliate ARCO Pipeline Company operated a 10-inch pipeline then owned by the New Sinclair Oil Corporation ("Atlantic/Sinclair pipeline") under an operating agreement that was terminated in 1990. In addition, in 1969, Atlantic merged with Old Sinclair Oil Corporation which from 1951 through 1967, owned and operated what became the former Clark Oil Refinery and the Atlantic/Sinclair pipeline. BP Products North America Inc., BP Pipelines (North America) Inc., and BP Amoco Chemical Company are affiliated with Atlantic Richfield and operated at a refinery in Wood River, IL, which closed in the 1980's.

11. The PREMCOR Refining Group Inc. is a corporation organized under the laws of the State of Delaware, which is qualified to do business in the State of Illinois. From 1988 to September 27, 2002, PREMCOR owned and operated an oil refinery (the "former Clark Oil Refinery") near the Village of Hartford. PREMCOR sold the process units of the former Clark Oil Refinery in July 2003, and no longer operates that Refinery, but continues to own the land on which that Refinery is located. PREMCOR continues to operate petroleum storage, distribution, and terminal operations at parts of the Refinery. From 1988 to the present, PREMCOR owned and operated three or more pipelines running through the Village of Hartford to a dock located on the Mississippi River.

12. SOP US is a limited liability corporation organized under the laws of Delaware which is qualified to do business in the State of Illinois. From 1917 to 2000, SOP US and/or its corporate predecessors owned and/or operated an oil refinery (the "Woodriver Refinery") and associated pipelines, in proximity to the Village of Hartford. From 1967 until the present, SOP

US and/or its corporate predecessors owned a tannery property located near the Village of Hartford.

13. The pipelines associated with the former Clark Oil Refinery include two sets of pipelines that extend from that Refinery west to the Refinery's River Dock on the Mississippi River (the "River Lines") and a second set of pipelines that ran northwest to the Hartford Wood River Terminal (the "Terminal Lines"). The first set of River Lines was installed in the early 1950's, and those pipelines were replaced by a second set in the1980's. At various times during the course of operation of the former Clark Oil Refinery and the River Lines oil leaked from the River Lines into the ground.

14. The Terminal Lines were also constructed in the 1950's and ran from the former Clark Oil Refinery along Olive Street in the Village of Hartford, Madison County, Illinois. Old Sinclair Oil Corporation retained one of the Terminal Lines when it sold the Refinery to Clark Oil and Refining Corporation. Atlantic acquired that line when it merged with Old Sinclair Oil Corporation. Atlantic later transferred that line to New Sinclair in the early 1980's but agreed to operate the line for New Sinclair. During the operation of the Terminal Lines, including during the course of New Sinclair's ownership and Atlantic's operation of its pipeline, oil leaked from the Terminal Lines into the ground.

15. The pipelines associated with the Woodriver Refinery, which include a refined product pipeline, extend from the Woodriver Refinery west parallel to Rand Avenue north of the Village of Hartford. During the course of SOP US's and/or its corporate predecessors ownership of the pipelines, oil leaked from the pipelines into the ground.

16. The releases of oil from the pipelines described in Paragraphs 13 through 15 herein have commingled into a substantial subsurface pool in and around the Village of Hartford, Illinois.

17. Oil and vapors have migrated into the Village of Hartford's sewer system which directs sewage, other wastewater, and storm water to the City of Wood River Waste Water Treatment plant, which in turn discharges effluent to the Mississippi River. In addition, in a high precipitation event, the Village of Hartford's sewer system may discharge untreated effluent directly into the Mississippi River through an overflow weir located west of the Village of Hartford.

18. At certain times from at least 1966 to the present, oil and vapors have infiltrated into basements, crawl spaces and/or living spaces in some homes in the northern third of Hartford, generally between Hawthorne Street to the south and Rand Avenue to the north. There have been fires, explosions and evacuations as a result of these vapors.

19. Exposure to oil, including petroleum and its constituents, at certain concentrations can pose a threat to human health and the environment. Petroleum contains aliphatic

hydrocarbons, paraffins, tars, and aromatic hydrocarbon compounds. The health affects associated with petroleum are those of its associated hydrocarbon mixtures.

20. Air samples collected in May and June 2002, from basements and living spaces in homes in the northern third of Hartford detected the following constituents of oil:

a. Benzene was detected in concentrations ranging from 0.6 ppb to as great as 330 ppb. The Agency for Toxic Substances and Disease Registry ("ATSDR") acute minimum risk level for exposures to benzene of less than 14 days duration ("acute MRL") is 50 parts per billion ("ppb"). The ATSDR cancer risk evaluation guide for benzene is 0.03 ppb.

b. Toluene was detected in concentrations ranging from 3.8 ppb to as great as 810 ppb. The ATSDR chronic minimum risk level for exposures to toluene of more than 365 days duration ("chronic MRL") is 80 ppb while the acute MRL is 1,000 ppb.

c. n-Hexane was detected in concentrations ranging from <1 ppb to as great as 12,218 ppb. The ATSDR minimum risk level for chronic exposures to n-Hexane is 600 parts per billion ("ppb") while the EPA Reference Concentration is 56 ppb. Both values are based on neurological effects reported in a study of long-term occupational exposure to n-hexane.

21. The IDPH in a July 1, 2002, public health assessment concluded that the residential vapor intrusions in Hartford during the week of May 13, 2002, were a public health hazard in certain homes located in the Site. In a follow-up March 19, 2003, public health assessment, IDPH concluded that while the concentration levels of the substances described in Paragraph 20 may fluctuate over time, based on historical evidence vapor intrusions like those experienced in May 2002 could return and, therefore, the Site poses a public health hazard. Hartford residents have reported that vapor intrusions into homes are associated with rain events, a high level of the Mississippi River, and high water table.

22. Groundwater samples collected on May 21, 2001 from within the Site detected the following constituents of oil:

a. Benzene in concentrations as great as 22.6 milligrams per liter ("mg/l"). The Safe Drinking Water Act, 42 U.S.C. §§ 330f *et seq.* ("SDWA") Maximum Contaminant Level ("MCL") for benzene in drinking water is 0.005 mg/l.

b. Ethylbenzene in concentrations as great as 2.8 mg/l. The MCL for ethylbenzene in drinking water is 0.7 mg/l.

c. Toluene in concentrations as great as 28.6 mg/l. The MCL for toluene in drinking water is 1.0 mg/l.

d. Xylenes (total) in concentrations as great as 13.63 mg/l. The MCL for xylenes in drinking water is 10.0 mg/l.

V. CONCLUSIONS OF LAW AND DETERMINATIONS

Based on the findings of fact in Section IV, above, and the administrative record in this matter, EPA has determined that:

23. The pipelines described in Paragraphs 10 through 16 herein owned and/or operated by Respondents, and any other pipelines added later to this Order, are each "onshore facilities" as defined by Section 311(a)(10) of CWA, 33 U.S.C. § 1321(a)(10) and by Section 1001(24) of the OPA.

24. Each Respondent is a "person" as defined by Section 311(a)(7) of CWA, 33 U.S.C. § 1321(a)(7) and by Section 1001(27) of OPA, 33 U.S.C. § 2701(27) and by Section 1004(15) of RCRA, 42 U.S.C. § 6903(15)..

25. Each Respondent is or was an "owner or operator" of one or more of the facilities as defined by Section 311(a)(6) of CWA, 33 U.S.C. § 1321(a)(6) and Section 1001(26) of OPA, 33 U.S.C. § 2701(26).

26. A "removal" as defined in Section 311(a)(8) of CWA, 33 U.S.C. § 1321(a)(8) and Section 1001(30) of OPA, 33 U.S.C. § 2701(30), is necessary at the Site to minimize and mitigate a threat to the public health or welfare.

27. Actual or threatened "discharges" as defined in Section 311(a)(2) of CWA, 33 U.S.C. § 1321(a)(2) and Section 1001(7) of OPA, 33 U.S.C. § 2701(7), have occurred at or from the facilities.

28. "Oil" as defined in Section 311(a)(1) of CWA, 33 U.S.C. § 1321(a)(1) and Section 1001(23) of OPA, 33 U.S.C. § 2701(23), is currently present at and around the Site.

29. The Mississippi River is a "navigable water" of the United States as defined in Section 502(7) of the CWA, 33 U.S.C. § 1362(7) and Section 1001(21) of OPA, 33 U.S.C. § 2701(21).

30. The Mississippi River is a "natural resource" within the meaning of the National Oil and Hazardous Substances Pollution Contingency Plan (NCP), 40 C.F.R. § 300.5, and Section 1001(20) of OPA, 33 U.S.C. § 2701(20).

31. A discharge at or from an onshore facility may affect "natural resources", as defined in the NCP, 40 C.F.R. § 300.5, and Section 1001(20) of the OPA, 33 U.S.C. § 2701(20).

32. The Site may pose an imminent and substantial threat to the public health or welfare of the United States because of an actual or threatened discharge of oil from a facility in violation of Section 311(b) of CWA, 33 U.S.C. § 1321(b).

33. There are or have been releases, or substantial threats of releases, of oil into the environment from the facilities owned and/or operated by the Respondents.

34. The measures in this Order are necessary to abate, minimize, stabilize, mitigate or eliminate the discharge or threat of a discharge of oil at or from the Site.

35. Under Section 1002(b)(1) of OPA, 33 U.S.C. § 2702(b)(1), the Respondents are liable to the United States for the removal costs incurred by the United States in connection with the Site.

36. Oil has been released from the facilities in a manner constituting disposal under RCRA. Therefore, the Respondents are generators of solid waste, as that term is defined under Section 1004(27) of RCRA, 42 U.S.C. § 6903(27), disposed of at the Site.

37. The Respondents' past handling of solid waste at the facilities may present an imminent and substantial endangerment to health or the environment.

VI. ORDER

The Respondents shall comply with the following requirements:

Designation of Contractor, Project Coordinator, and On-Scene Coordinator

38. Respondents shall retain a contractor(s) to investigate the source and extent of contamination, implement EPA approved interim measures, and design an Active Recovery System designed to abate the on-going threat of discharge to the Mississippi River and the imminent and substantial threat to health and the environment. At the time of the Effective Date of this Order, Respondents' EPA approved contractor(s) for the Site are ENSR International and Clayton Group Services, Inc. If at any time after the Effective Date of this Order, Respondents propose to change any contractor, Respondents shall give prior notice to EPA and shall obtain an authorization to proceed from EPA before the new contractor performs, directs, or supervises any Work under this Order. Such notice shall be in writing and include the name, title, and qualifications of any contractor proposed to be the supervising contractor.

39. If EPA disapproves a proposed contractor, EPA will notify Respondents in writing. Respondents shall submit to EPA a list of contractors, including the qualifications of each contractor, that would be acceptable to them within 30 days of receipt of EPA's disapproval of the contractor previously proposed. EPA will provide written notice of the names of any contractor(s) that it disapproves and an authorization to proceed with respect to any of the other contractors. Respondents may select any contractor from that list that is not disapproved and shall notify EPA of the name of the contractor selected within 21 days of receipt of EPA's authorization to proceed.

40. Respondents shall designate a Project Coordinator who will oversee Respondents' actions required by this Order. At the time of the Effective Date of this Order, Respondents' EPA approved Project Coordinators are Tom Mroz, PREMCOR, John Wigger, Atlantic, and Herb Hand, SOP US. To the greatest extent possible, the Project Coordinator shall be readily available by telephone during site work.

41. EPA has designated Steve Faryan and Kevin Turner of the Emergency Response Branch, Region 5, as its On-Scene Coordinators (OSC). Respondents shall direct all submissions required by this Order to Steve Faryan at the U.S. Environmental Protection Agency, 77 West Jackson Boulevard, Mailcode SE-5J, Chicago Illinois 60604-3590 and to Kevin Turner at 8588 Route 148, Marion, Illinois 62959. EPA encourages Respondents to use recycled paper (which includes significant post-consumer waste paper content where possible) and two-sided copies for all submissions to EPA.

42. EPA or Respondents may change the designated OSC or Project Coordinator. EPA will notify Respondents, and Respondents will notify EPA, as early as possible before making a change, but at least 24 hours before the change. The initial notice may be oral, but written notice shall follow promptly.

Work to Be Performed

43. In accordance with the Vapor Control System Evaluation Report dated December 10, 2003, and approved by EPA on December 26, 2003, Respondents shall conduct soil vapor extraction and free product hydrocarbon recovery pilot tests and report the results to EPA. The pilot test reports shall detail results and include recommendations. In addition, the report on the soil vapor extraction pilot test shall include a discussion of options for potentially improving and extending, as an interim measure, the existing vapor control system. The data from the soil vapor extraction pilot test and free product hydrocarbon recovery pilot test will be used in the design of the Active Recovery System described in Paragraph 55 of this Order. The Vapor Control System Evaluation Report requirements, including the major milestones identified in Appendix B to this Order, shall be enforceable under this Order.

44. Respondents shall implement the work plan titled Vapor Intrusion Mitigation Pilot Test Work Plan, submitted to EPA on October 30 and December 5, 2003, and approved by EPA on December 30, 2003. The work plan requirements, including the major milestones identified in Appendix B to this Order, shall be enforceable under this Order.

45. By no later than March 5, 2004, Respondents shall submit a response addressing EPA's February 6, 2004, comments on the work plan titled Site Investigation Plan and dated January 7, 2004. EPA shall review the response and either approve, conditionally approve with comments, or disapprove the response. If EPA disapproves the response, Respondents shall by no later than 15 days after such disapproval submit a revised response that addresses any deficiencies identified by EPA. Once EPA approves the response, Respondents shall implement

the work plan in a manner consistent with approved response. The work plan requirements, including major milestones within the schedule therein, shall be enforceable under this Order.

46. Respondents shall implement the work plan titled Interim Measures Work Plan, submitted to EPA on October 30 and December 5, 2003, and approved by EPA on December 30, 2003. The work plan requirements, including the major milestones identified in Appendix B to this Order, shall be enforceable under this Order.

47. Respondents shall implement the work plan titled Sentinel Wells Work Plan, dated October 16, 2003, and approved by EPA on November 21, 2003. The sentinel wells shall be sampled quarterly for the first year. These samples shall be analyzed for the "Skinner List" as outlined in the October 16, 2003, work plan. After the first year, a groundwater monitoring program shall be established consistent with the results of the dissolved phase groundwater investigation. EPA shall review the groundwater monitoring program and either approve, conditionally approve with comments, or disapprove the proposed monitoring program. If EPA disapproves the proposed monitoring program, Respondents shall by no later than 15 days after such disapproval submit a revised monitoring program that addresses any deficiencies identified by EPA. The work plan requirements, including the major milestones identified in Appendix B to this Order, shall be enforceable under this Order.

48. If EPA determines that interim improvements to the existing vapor control system are required, Respondents shall submit a work plan and proposed schedule for implementing those improvements within 30 days of receiving EPA's written notice of determination. EPA shall review the work plan and either approve, conditionally approve with comments, or disapprove the work plan. At a minimum, the work plan shall address installation of new wells, any expanded manifold system blower upgrades and specifications, control panel specifications and upgrades, any thermal treatment unit upgrades, and operation and maintenance of the system. If EPA disapproves the work plan, Respondents shall by no later than 15 days after such disapproval submit a revised work plan that addresses any deficiencies identified by EPA. Once EPA approves the work plan, Respondents shall implement the work plan. The work plan requirements, including major milestones within the schedule therein, shall be enforceable under this Order.

49. By no later than March 19, 2004, Respondents shall submit a Contingency Plan, which EPA shall review and either approve, conditionally approve with comments, or disapprove. If EPA disapproves the Contingency Plan, Respondents shall by no later than 30 days after such disapproval submit a revised Contingency Plan that addresses any deficiencies identified by EPA. Once EPA approves the Contingency Plan, Respondents shall implement the Contingency Plan. The Contingency Plan requirements, including major milestones within the schedule therein, shall be enforceable under this Order.

50. By no later than April 9, 2004, Respondents shall submit a Free Phase Hydrocarbon Monitoring Well and Soil Sampling Work Plan and proposed schedule, which EPA shall review and either approve, conditionally approve with comments, or disapprove. At a

minimum, the work plan shall address how the Respondents will delineate the extent of the free phase hydrocarbon plume. If EPA disapproves the work plan, Respondents shall by no later than 30 days after such disapproval submit a revised work plan that addresses any deficiencies identified by EPA. Once EPA approves the work plan, Respondents shall implement the work plan. The work plan requirements, including major milestones within the schedule therein, shall be enforceable under this Order.

51. By no later than June 30, 2004, Respondents shall submit a work plan and proposed schedule for the Dissolved Phase Groundwater Investigation, which EPA shall review and either approve, conditionally approve with comments, or disapprove. At a minimum, the work plan shall address installation, development, and sampling of monitoring wells, establishing groundwater gradient, and establishing the contours of the dissolved phase hydrocarbons. If EPA disapproves the work plan, Respondents shall by no later than 30 days after such disapproval submit a revised work plan that addresses any deficiencies identified by EPA. Once EPA approves the work plan, Respondents shall implement the work plan. The work plan requirements, including major milestones within the schedule therein, shall be enforceable under this Order.

52. By no later than June 30, 2004, Respondents shall submit a Utility and Pipeline Investigation Work Plan and proposed schedule, which EPA shall review and either approve, conditionally approve with comments, or disapprove. At a minimum, the work plan shall identify all utilities and pipelines (both active and inactive), to the maximum extent practicable or possible, within the Site and describe the investigation of free phase hydrocarbon and vapor infiltration into and/or along those utilities and pipelines. If EPA disapproves the work plan, Respondents shall by no later than 30 days after such disapproval submit a revised work plan that addresses any deficiencies identified by EPA. Once EPA approves the work plan, Respondents shall implement the work plan. The work plan requirements, including major milestones within the schedule therein, shall be enforceable under this Order.

53. By no later than 45 days from the date EPA approves the last site investigation report as referenced in Appendix B or as required pursuant to Paragraph 72 of this Order, the Respondents shall submit a proposal for an Active Recovery System based on the data from the comprehensive site investigation. Respondents' proposal shall, at a minimum, discuss the protectiveness, costs, long term effectiveness, and implementability of the proposed Active Recovery System.

54. EPA will review Respondents' Active Recovery System proposal and may: (a) approve the proposal as described by Respondents, (b) approve the proposal as modified by EPA, or (c) disapprove the proposal and select a different Active Recovery System.

55. By no later than 90 days after EPA approves the Active Recovery System, the Respondents shall submit a 90% design of the system. The design shall address contaminated groundwater, subsurface product and vapors and any collection, treatment and proper disposal of contaminated groundwater, product and vapors. The 90% submittal shall include, but is not

limited to, schedules, operation and maintenance plans, contingency plans, and health and safety plans. The 90 % submittal shall also include the following certification signed by a representative of each Respondent or Respondents collectively who supervised or directed the preparation of that report:

> Under penalty of law, I certify that, to the best of my knowledge, after appropriate inquiries of all relevant persons involved in the preparation of this report, the information submitted is true and complete.

56. Respondents shall not start or undertake any removal actions at the Site without prior EPA approval, except in emergency situations when notice will be given as soon as practicable as set forth in Paragraph 69. In addition, each Respondent shall provide timely notice to EPA of:

> (a) any significant changes in the rate of groundwater pumping at off-Site locations controlled by Respondent(s) which Respondent(s) have shown through numerical modeling or conceptual understanding may affect the Work; and
>
> (b) any discovery of contamination by Respondent(s) not previously reported to the EPA or IEPA, within or immediately adjacent to the Site.

The purpose of the notice described in Paragraph 56 is not to assert jurisdiction under this Order over Respondents' off-Site work or non-Work related on-Site activities, but to ensure that such activities do not interfere with the Work being performed under this Order.

Health and Safety Plan

57. Within 30 days of the effective date of this Order, Respondents shall submit, for EPA for review and comment, a draft plan that protects the public health and safety during performance of on-site work under this Order. This plan shall comply with applicable Occupational Safety and Health Administration (OSHA) regulations at 29 C.F.R. Part 1910. If EPA determines it is appropriate, the plan shall also include contingency planning. Respondents shall comply with the plan as approved by EPA.

Quality Assurance and Sampling

58. All sampling and analyses performed under this Order shall conform to EPA direction, approval, and guidance regarding sampling, quality assurance/quality control, data validation, and chain of custody procedures. Respondents shall develop a plan to ensure the sampling and laboratory analysis complies with EPA quality assurance/quality control guidance.

59. Upon request by EPA, Respondents shall have a laboratory analyze samples that EPA submits for quality assurance monitoring. Respondents shall provide to EPA the quality assurance/quality control procedures followed by all sampling teams and laboratories performing

data collection or analysis. Respondents also shall provide analytical tracking information consistent with OSWER Directive No. 9240.0-2B, "Extending the Tracking of Analytical Services to PRP-Lead Superfund Sites."

60. Upon request, EPA or its authorized representatives may take split and duplicate samples of any samples collected by Respondents or their contractor or agent while performing work under this Order. Respondents shall notify EPA at least three business days in advance of any sample collection. EPA may take any additional samples that it deems necessary. EPA shall give the Respondents advance notice of its sampling activity so that Respondents may take split and duplicate samples.

Reporting

61. By the 15th day of each month, Respondents shall submit written progress reports to EPA, unless otherwise directed in writing by the OSCs. These reports shall describe: (a) all significant developments during the preceding period, including work performed, problems encountered, and analytical data collected, and (b) developments anticipated during the next reporting period, including a work schedule, anticipated problems, and planned resolutions of past or anticipated problems.

62. Each Respondent shall give written notice of this Order to any successor in interest at least 30 days prior to transferring ownership of any part of a facility described in this Order. Each Respondent also shall notify EPA and the State at least 30 days before the transfer, and shall include the name and address of the transferee. Each Respondent shall require the transferee to provide access as described in Paragraphs 64 and 65 (Access to Property and Information).

63. The OSCs may request either more or less frequent reports when the activities at the Site warrant a higher or lower reporting frequency.

Access to Property and Information

64. Respondents shall provide access to those areas of the Site they own, operate, or otherwise control and make their best efforts to obtain access to all other areas of the Site necessary for the implementation of this Order. In addition, Respondents shall provide or make their best efforts to obtain access to off-site areas where access is necessary to implement this Order and to all non-privileged documents related to conditions at the Site and Work conducted under the Order. Respondents shall provide this access to EPA, the United States Coast Guard ("USCG"), United States Fish and Wildlife Service ("USFWS"), IEPA and IDPH and their contractors and representatives. These individuals may move freely at the Site and appropriate off-site areas to: interview Respondents' personnel and contractors; review Respondents progress in carrying out the Order; conduct tests, sampling or monitoring which EPA deems necessary; use a camera, sound recording, or other documentary equipment; and, verify the reports and data submitted by Respondents to EPA. These individuals may inspect and copy all non-privileged

photographs and documents, including all sampling and monitoring data, that relate to the Work performed under the Order. Respondents may request split samples, or copies of photographs, tapes, videos, or other recorded evidence created by EPA and releasable under the Freedom of Information Act. In accordance with the requirements and procedures of 40 C.F.R. Part 2, Subpart B, Respondents may assert a claim of business confidentiality as to any photographs, video or documents obtained during any such access.

65. As described in Paragraph 64 and as determined by EPA, Respondents shall make their best efforts to obtain access to areas not owned, operated, or otherwise controlled by Respondents to perform work required by this Order. EPA's OSCs will notify Respondents when such access is required and Respondents will have 14 days (or such greater time as the OSCs may specify) from the date of such notification to make their best efforts to obtain access. Any access agreement shall give EPA, the USCG, USFWS, IEPA and IDPH and their contractors and representatives access. If Respondents do not obtain the access agreements, they shall notify EPA immediately in writing, describing their efforts to obtain access. EPA may, at its discretion, assist Respondents in obtaining access.

Record Retention, Documentation, Availability of Information

66. Respondents shall retain all written, electronic, or illustrative documents relating to this Order for three years after completing the Work required by the Order. "Documents relating to this Order" include documents concerning the quantities and types of materials removed off-site or handled on-site, the ultimate destinations of those materials, the analytical results of all sampling and analyses performed, manifests, invoices and bills (or billing records establishing cost financial information), any permits required for the conduct of the Work, ownership and operation (e.g., pipeline integrity tests) of facilities and utilities located within or near the Site, petroleum releases within or near the Site, and human health and exposure issues within the Site, but do not include drafts of final documents. Before destroying any such documents, Respondents shall notify EPA that the documents are available to EPA for inspection and, upon request, shall provide the originals or copies of the documents to EPA. In addition, Respondents shall provide these documents at any time before the three year period expires at the written request of EPA. If Respondents believe any documents relating to this Order are privileged, Respondents shall provide a privilege log listing each such document: (a) the date, title, and subject matter, (b) the author(s), (c) all recipients and their affiliation, and (d) the privilege claimed.

67. Except as set forth herein or otherwise authorized by any citizen of Hartford, Respondents shall not disclose personal information about citizens of the Hartford area obtained by or provided to any of them in the conduct of the Work required under this Order, subject to any discovery requirements or subpoenas in any legal proceeding. Such personal information shall include the name of any citizen, his/her phone number(s), house number, medical or health data, age and sex of any minor child residing with him/her, photograph or other visual representation, voice recording, times when his/her residence may be unoccupied, and needs assessment information. Respondents agree that they may only use such information obtained by

or provided to any of them in the conduct of the Work required under this Order for purposes of satisfying requirements of this Order or a subsequent Implementation Order. Notwithstanding any of the foregoing, Respondents shall make such information available to EPA, IEPA, IDPH or the Hartford Fire Department upon request.

Compliance With Other Laws

68. Respondents shall perform all Work required under this Order according to all applicable local, state, and federal laws and regulations.

Emergency Response and Notification of Discharges

69. If any incident or change in Site conditions relating to the existing subsurface pool of oil causes or threatens to cause a discharge of oil or an endangerment to the public health, welfare, or the environment, upon discovery Respondents shall immediately take all appropriate actions to prevent, abate or minimize the discharge or endangerment. If any other release of oil, contaminant, or hazardous substance or change in Site conditions caused by Respondent(s), causes or threatens to cause a discharge of oil, contaminant, or hazardous substance to the Site or an endangerment to the public health, welfare, or the environment, the responsible Respondent(s) shall immediately take all appropriate actions to prevent, abate or minimize the discharge or endangerment. In either case, the Respondents or Respondent(s), as appropriate, also shall notify immediately the OSC, or if he is unavailable, shall notify the Regional Duty Officer, Emergency Response Branch, Region V at (312) 353-2318 of the incident, Site and/or facility conditions. If the Respondents or Respondent(s), as appropriate, fail to respond to the discharge or endangerment, EPA and/or the USCG may respond and may recover costs associated with that response that are not inconsistent with the NCP.

70. After any event covered by Paragraph 69, the Respondents or Respondent(s), as appropriate, shall submit a written report to EPA within seven business days after the event, stating the events that occurred and the measures taken or to be taken to mitigate any discharge or endangerment caused or threatened by the discharge and to prevent the reoccurrence of a discharge. The Respondents or Respondent(s), as appropriate, shall comply with any other applicable Federal, State, and local notice requirements, including but not limited to, those in Section 311 of the CWA, 33 U.S.C. § 1321; Section 103 of CERCLA, 42 U.S.C. § 9603; and Section 304 of the Emergency Planning and Community Right-To-Know Act, 42 U.S.C. § 11004.

Additional Work

71. If EPA or the Respondents determine that Work not included in any Work Plan is necessary to protect human health or the environment, that party shall notify the other party of the additional Work. EPA shall approve or disapprove in writing any additional Work that all Respondents as a group determine is necessary. Any one Respondent or less than all Respondents may not unilaterally determine that additional work is necessary.

72. Respondents shall complete any additional Work required or approved by EPA according to EPA's specifications. Respondents shall propose and submit a schedule for additional Work for EPA approval. EPA may modify or determine the schedule for additional Work.

VII. AUTHORITY OF THE EPA ON-SCENE COORDINATOR

73. The OSCs will oversee this Order's implementation. The OSCs have the authority vested in an OSC by the NCP, including the authority to halt, conduct, or direct any work required by the Order, or to direct any other response action undertaken by EPA or Respondents at the Site. The OSCs' absence from the Site will not cause a work stoppage unless specifically directed by the OSCs.

VIII. REIMBURSEMENT OF COSTS

74. Respondents shall reimburse the United States for all Response Costs incurred by EPA, its contractors and other authorized representatives in overseeing and performing work under this Order. EPA will submit bills and accountings to Respondents for these costs on an annual basis.

75. Within 30 calendar days of receiving a bill and accounting, Respondents shall pay those costs to the USCG by check or by electronic transfer, as directed by the OSCs. Interest at a rate established in 4 C.F.R. § 102.13, pursuant to 40 C.F.R. § 13.11(a), will begin to accrue on the unpaid balance 31 days after payment was due notwithstanding any dispute or an objection to the costs. Respondents shall send the check to:

United States Coast Guard - Oil Pollution
Re: FPN E04503
P.O. Box 7777-W7615
Philadelphia, Pennsylvania 19175-7615

76. Respondents shall write the Site name and FPN E04503 on the face of the check. Respondents shall send simultaneously a copy of the check to the OSC.

77. Prior to payment, Respondents may dispute all or part of a bill for costs described above and submitted under this Order, if Respondents allege that EPA has made an accounting error, or if Respondents allege that a cost item is inconsistent with the NCP.

78. If the parties resolve a dispute over costs before payment is due, EPA will adjust the amount due as necessary. If the parties do not resolve the dispute before payment is due, Respondents shall pay the uncontested costs to the USCG as specified above on or before the due date. Within the same time period, Respondents shall pay the contested costs into an interest-bearing escrow account. Respondents simultaneously shall transmit a copy of both checks to the

OSCs. Respondents shall ensure that the prevailing party in the dispute receives the amount upon which it prevailed from the escrow funds plus interest within 20 days at the conclusion of dispute resolution.

IX. DISPUTE RESOLUTION

79. The Parties will use diligent and good faith efforts to informally and expeditiously resolve all disputes or differences of opinion. The invocation of dispute resolution procedures under this Section shall stay only those deadlines regarding obligations of the Respondents under this Order that are directly in dispute, unless EPA agrees other obligations should be stayed. Stipulated penalties with respect to the disputed matter shall continue to accrue but payment shall be stayed pending resolution of the dispute as provided in Paragraphs 82 and 90 of this Order.

80. If the Parties do not resolve the dispute within 30 days, either Party may object in writing. The objection shall state the specific points in dispute, the position of the complaining Party, the technical basis, and any matter the complaining Party considers necessary to resolve the dispute. Within ten days of receiving the objection, the other Party will respond in writing, stating the basis for its position and including any supporting documents. The Parties will attempt to resolve their differences for five business days after receipt of the response.

81. EPA will maintain an administrative record of the dispute, containing the notice of dispute, the response, and supporting documents.

82. If EPA concurs with Respondents' position, EPA will notify Respondents in writing and the Parties will modify this Order according to Section XVIII (Modification) to include any necessary time extensions or work variances. If EPA does not concur with Respondents' position, Respondents shall submit a written notice requesting review by the Division Director of the Superfund Division, Region 5 who will resolve the dispute based upon the administrative record and consistent with the terms and objectives of this Order. Respondents written request for review by the Director shall not be submitted prior to expiration of the dispute resolution periods described in Paragraphs 79 and 80 of this Order.

83. Respondents shall complete work and reports not affected by the dispute according to the schedules in Paragraphs 43 through 56 and Appendix B or as required pursuant to Paragraph 72.

84. Respondents have the burden of proving that EPA's position is inconsistent with, or Respondents proposed resolution of the issues in dispute better satisfies the requirements of, this Order or the NCP.

X. FORCE MAJEURE

85. A force majeure event is an event beyond the control of Respondents, or any entity controlled by any Respondent, that Respondent(s) could not have reasonably foreseen and

that delays or prevents the timely performance of an obligation under this Order despite Respondents' best efforts. Unanticipated or increased costs and changed financial circumstances are not events beyond the control of Respondents.

86. Respondents shall notify the OSC orally as expeditiously as possible but in no event later than 48 hours after learning of an event that Respondents contend is a force majeure event, and in writing within 7 days after the event. The notice shall describe the anticipated length of delay, including necessary demobilization and re-mobilization; the cause(s) of the delay; past and proposed actions to prevent or minimize the delay; and a schedule to carry out those actions. Respondents shall take all reasonable measures to avoid or minimize the delay. If Respondents fail to notify the OSC according to this Section, Respondents will not receive an extension of time for performance. Respondents have the burden of demonstrating by a preponderance of the evidence that the event is a force majeure event and that the delay is warranted under the circumstances.

87. If EPA determines a force majeure event caused or will cause a violation of a requirement of this Order, EPA will extend the time period to comply with that requirement. The extension of time will not alter Respondents' obligation to perform other tasks required by the Order that are not directly affected by the force majeure event.

XI. STIPULATED AND STATUTORY PENALTIES

88. For each day, or portion thereof, that Respondents fail to comply timely with any requirement of this Order, Respondents shall pay stipulated penalties as follows:

	Penalty per violation per day and period of violation			
	1 -10 DAYS	11 - 30 DAYS	31 - 60 DAYS	OVER 60 DAYS
Failure to meet a major milestone	$ 500	$ 2,000	$ 4,000	$ 8,000
Failure to submit a report or maintain records	$150	$ 750	$ 1,500	$ 2,500

For the purposes of this Paragraph, "major milestone" shall mean each of the commitments and dates listed in Appendix B to this Order, the submission date(s) for the work plans required pursuant to Paragraphs 48 through 52 of this Order and those dates identified in such EPA approved work plans as major milestones, and the dates specified in Paragraphs 53 and 55.

89. Respondents shall pay any stipulated penalties within 20 days of receiving EPA's written demand. Respondents shall pay interest on late payments and use the payment method specified in Section VIII of this Order (Reimbursement of Costs).

90. Separate penalties shall accrue simultaneously for separate violations of this Order. Penalties accrue per violation, per day. Penalty payment shall not alter Respondents' obligations to perform the Work required under this Order. Stipulated penalties shall accrue, but need not be paid, during any dispute resolution period concerning the particular violation at issue. However, stipulated penalties shall not accrue with respect to a decision by the Division Director of the Superfund Division, Region 5, under Paragraph 82 of Section IX (Dispute Resolution), during the period, if any, beginning on the date that Respondents submit a written notice requesting review by the Division Director of the Superfund Division, Region 5 until the date that the Director issues a final decision regarding such dispute. If Respondents prevail upon resolution, Respondents shall pay only the penalties that the resolution requires, if any.

91. Nothing in this Order shall be construed as prohibiting, altering, or in any way limiting the ability of EPA to seek any other remedies or sanctions available by virtue of any Respondents' violation of this Order or of the statutes and regulations upon which it is based, including, but not limited to, Section 311(b)(7)(B) of the CWA, 33 U.S.C. 1321(b)(7)(B) and Section 7003(b) of RCRA, 42 U.S.C. 6973(b), as adjusted by The Debt Collection Improvement Act of 1996, 31 U.S.C. 3701. However, EPA shall not seek statutory penalties for any violation for which a stipulated penalty is provided herein, except in the case of a willful violation of the Order. Any EPA determination to seek statutory penalties shall not be subject to dispute resolution under this Order. Respondents reserve the right to raise, as limited by Paragraph 5 of this Order, equitable and legal defenses in any action to collect statutory penalties. Should Respondents violate the Order, EPA may carry out the required actions unilaterally under Section 311(c) of CWA, 33 U.S.C. 1321(c), and may seek judicial enforcement of the Order under Section 311(e) of CWA, 33 U.S.C. 1321(e) and Section 7003(b) of RCRA, 42 U.S.C. 6973(b).

XII. OTHER CLAIMS

92. This Order does not limit or affect the rights of the parties against any third party, nor does it limit the rights of third parties.

XIII. INDEMNIFICATION

93. Respondents agree to indemnify, save and hold harmless the United States, its agencies, agents, contractors, subcontractors, employees and representatives from any claim or cause of action arising from, or on account of, acts or omissions of Respondents or their officers, heirs, directors, employees, agents, contractors, subcontractors, receivers, trustees, successors or assigns in carrying out actions under this Order. Nothing in this Order, however, requires Respondents to indemnify the United States for any claim or cause of action based on negligent action taken solely and directly by EPA (not including oversight or approval of Respondents's plans or activities).

XIV. COVENANT NOT TO SUE BY EPA

94. In consideration of the past actions and future actions that will be performed and the payments that will be made by Respondents under the terms of this Order, and except as otherwise specifically provided in this Order, EPA releases and covenants not to sue or take administrative action against Respondents pursuant to the CWA, RCRA, or OPA for performance of the Work or for recovery of Response Costs. This release and covenant not to sue shall take effect upon the Effective Date and are conditioned upon the complete and satisfactory performance by Respondents of all obligations under this Order, including, but not limited to, payment of Response Costs. This release and covenant not to sue extend only to Respondents as defined herein and do not extend to any other person.

XV. RESERVATION OF RIGHTS BY EPA

95. Except as specifically provided in this Order, nothing herein shall limit the power and authority of EPA or the United States to take, direct, or order all actions necessary to protect public health, welfare, or the environment or to prevent, abate, or minimize an actual or threatened release of hazardous substances, pollutants or contaminants, or hazardous or solid waste on, at, or from the Site. Further, nothing herein shall prevent EPA from seeking legal or equitable relief to enforce the terms of this Order, from taking other legal or equitable action as it deems appropriate and necessary but not inconsistent with the Covenant Not to Sue By EPA in Section XIV above, or from requiring Respondents in the future to perform additional activities pursuant to RCRA, CWA, OPA or any other applicable law.

96. The covenant not to sue set forth in Section XIV above does not pertain to any matters other than those expressly identified herein. EPA reserves, and this Order is without prejudice to, all rights against Respondents with respect to all other matters, including, but not limited to:

a. claims based on a failure by Respondents to meet a requirement of this Order;

b. liability for costs not included within the definition of Response Costs;

c. liability for performance of response action other than the Work;

d. criminal liability;

e. liability for damages for injury to, destruction of, or loss of natural resources, and for the costs of any natural resource damage assessments;

f. liability arising from the past, present, or future disposal, release or threat of release of oil outside of the Site;

g. liability for costs incurred or to be incurred by the Agency for Toxic Substances and Disease Registry related to the Site;

h. liability for costs incurred if EPA assumes the performance of the Work pursuant to Paragraph 97; and

i. subrogated claims under Section 1015 of OPA, 33 U.S.C. § 2715, for any amounts paid or to be paid by the Oil Spill Liability Trust Fund to any person for removal costs or damages in connection with the spill of oil

97. Work Takeover. In the event EPA determines that Respondents have ceased implementation of any portion of the Work, are materially deficient or late in their performance of the Work, or are implementing the Work in a manner which may cause an endangerment to human health or the environment, EPA may assume the performance of all or any portion of the Work as EPA determines necessary. Respondents may invoke the procedures set forth in Section IX (Dispute Resolution) to dispute EPA's determination that takeover of the Work is warranted under this Paragraph. Notwithstanding any other provision of this Order, EPA retains all authority and reserves all rights to take any and all response actions authorized by law.

XVI. COVENANT NOT TO SUE BY RESPONDENTS

98. Respondents covenant not to sue and agree not to assert any claims or causes of action against the United States, or its contractors or employees, with respect to the Work, Response Costs, or this Order, including, but not limited to:

a. any direct or indirect claim for reimbursement from the Oil Spill Liability Trust Fund; or

b. any claim arising out of the Work or arising out of the response actions for which the Response Costs have or will be incurred, including any claim under the United States Constitution, the Illinois Constitution, the Tucker Act, 28 U.S.C. § 1491, the Equal Access to Justice Act, 28 U.S.C. § 2412, as amended, or at common law.

99. Respondents' covenant not to sue shall not apply in the event the EPA brings a cause of action or issues an order pursuant to the reservations set forth in Paragraphs 96 (b), (c), and (e) - (g), but only to the extent that Respondents' claims arise from the same response action, response costs, or damages that the EPA is seeking pursuant to the applicable reservation.

XVII. CONTRIBUTION

100. The Parties agree that nothing in this Order limits or in any other way affects any protection from contribution actions or claims under the CWA, RCRA, and OPA, to which Respondents may be entitled pursuant to Federal and State statutes and common law for the matters addressed in this Order. The "matters addressed" in this Order are the Work performed

by Respondents pursuant to this Order and any Response Costs paid by Respondents under this Order. Nothing in this Order precludes the United States or Respondents from asserting any claims, causes of action, or demands against any persons not Parties to this Order for indemnification, contribution, or cost recovery.

XVIII. MODIFICATIONS

101. The OSCs may modify any plan or schedule in writing, or orally. The OSCs shall memorialize an oral modification in writing within seven business days; however, the modification will be effective on the date of the OSCs' oral direction. The Parties may modify any other requirement of this Order in writing by mutual agreement.

102. Additional persons may consent to be added as Respondents subject to this Order by agreeing to assume the same obligations imposed on the other Respondents and signing an appropriate addendum to this Order. Any such addendum shall be signed by all Parties to the Order to become effective.

103. If Respondents seek permission to deviate from any approved plan or schedule, Respondents' Project Coordinator shall submit a written request to the OSCs for approval outlining the proposed modification and its basis.

104. No informal advice, guidance, or comment by the OSCs regarding reports, plans, schedules, or any other writing submitted by Respondents will alter Respondents' obligations to obtain formal approval as may be required by this Order, and to comply with all requirements of the Order unless it is formally modified.

XIX. TERMINATION and NOTICE OF COMPLETION

105. In the event EPA and Respondent(s) enter into a subsequent consent order for implementation of the Active Recovery System referenced in Paragraph 55, which shall include all incomplete and continuing obligations under this Order, this Order shall terminate with respect to each Respondent party to the implementation order upon the effective date of the implementation order.

106. With respect to any Respondent(s) who do not enter into a consent order for implementation, this Order will terminate when such Respondent(s) demonstrate in writing and certify to the satisfaction of EPA that all activities required under this Order, including any additional work, payment of past costs, response and oversight costs, and any stipulated penalties demanded by EPA, have been performed and EPA has approved the certification.

XX. SEVERABILITY/INTEGRATION/APPENDICES

107. If a court issues an order that invalidates any provision of this Order or finds that Respondents have sufficient cause not to comply with one or more provisions of this Order,

Respondents shall remain bound to comply with all provisions of this Order not invalidated or determined to be subject to a sufficient cause defense by the court's order.

108. This Order and its appendices constitute the final, complete and exclusive agreement and understanding among the Parties with respect to the settlement embodied in this Order. The parties acknowledge that there are no representations, agreements or understandings relating to the settlement other than those expressly contained in this Order. The following appendices are attached to and incorporated into this Order:

Appendix A: Site Map
Appendix B: Major Milestones

XXI. PUBLIC REVIEW OF ADMINISTRATIVE RECORD

109. The administrative record supporting the issuance of this Order will be available for public review at EPA's offices at 77 West Jackson Boulevard, Chicago, Illinois on Mondays through Fridays, from 8:30 a.m. to 5:00 p.m. by contacting:

Janet Pfundheller
U.S. EPA, Region 5
77 W. Jackson Boulevard
Chicago, Illinois 60604-3590

In addition, EPA has established a repository for documents related to the Site at the Hartford Public Library, located at 143 West Hawthorne in the Village of Hartford, Illinois.

XXII. PUBLIC COMMENT AND EFFECTIVE DATE

110. Immediately upon issuance of this Order, EPA will announce the availability of this Order to the public for review and comment. EPA will accept comments from the public for a period of fourteen (14) calendar days after such announcement. If sufficient interest warrants, as determined by EPA, a public meeting will be held. At the end of the comment period, EPA will review all comments received during the comment period and/or at any public meeting. EPA will forward to Respondents a copy of all such comments and EPA's written response to such comments, whereupon Respondents shall have an opportunity to respond. EPA shall then either:

a. determine that the Order should be made effective in its present form in which case Respondents shall be notified in writing. The Order shall become effective on the date Respondents receive such notification; or
b. determine that modification of the Order is necessary, in which case Respondents will be informed as to the nature of all required changes. If Respondents agree to the modifications, the Order shall be so modified and shall become effective upon signature of the parties. If Respondents

do not agree to the modifications, the Respondents may withdraw their consent to the Order.

111. Immediately upon issuance of an Order which includes significant changes in response to public comment, EPA will announce the availability of this Order to the public for additional review and comment. Any additional review and comment will be in accordance with the procedures described in Paragraph 110 above.

XXIII. NO FINAL AGENCY ACTION

112. Notwithstanding any other provisions of this Order, no action or decision by EPA shall constitute final agency action giving rise to any rights to judicial review prior to EPA's initiation of judicial action to compel Respondents' compliance with the mandate(s) of this Order.

XXIV. SIGNATORIES

113. The undersigned representative of each Respondent and the EPA, Region 5 Regional Administrator certifies that he or she is authorized to enter into the terms and conditions of this Order and to execute and bind legally such Party to this document.

The Atlantic Richfield Company, on behalf of itself and its related companies named herein, enters into this Consent Order in the matter of the Hartford Area Hydrocarbon Plume Site.

BY: _____ DATE: 9 MAR 04

Luke Keller
Vice President, Operations - Americas
Atlantic Richfield Company

Equilon Enterprises LLC dba Shell Oil Products US, on behalf of itself and its related companies named herein, enters into this Consent Order in the matter of the Hartford Area Hydrocarbon Plume Site.

BY: _____ DATE: 3/15/04

Rudy Goetzee

TITLE: VP Manufacturing SOPUS/MOTIV

The PREMCOR Refining Group Inc., on behalf of itself and its related companies named herein, enters into this Consent Order in the matter of the Hartford Area Hydrocarbon Plume Site.

BY: _____ DATE: 3/15/04
Bruce A. Jones
Vice President - Environment, Health and Safety

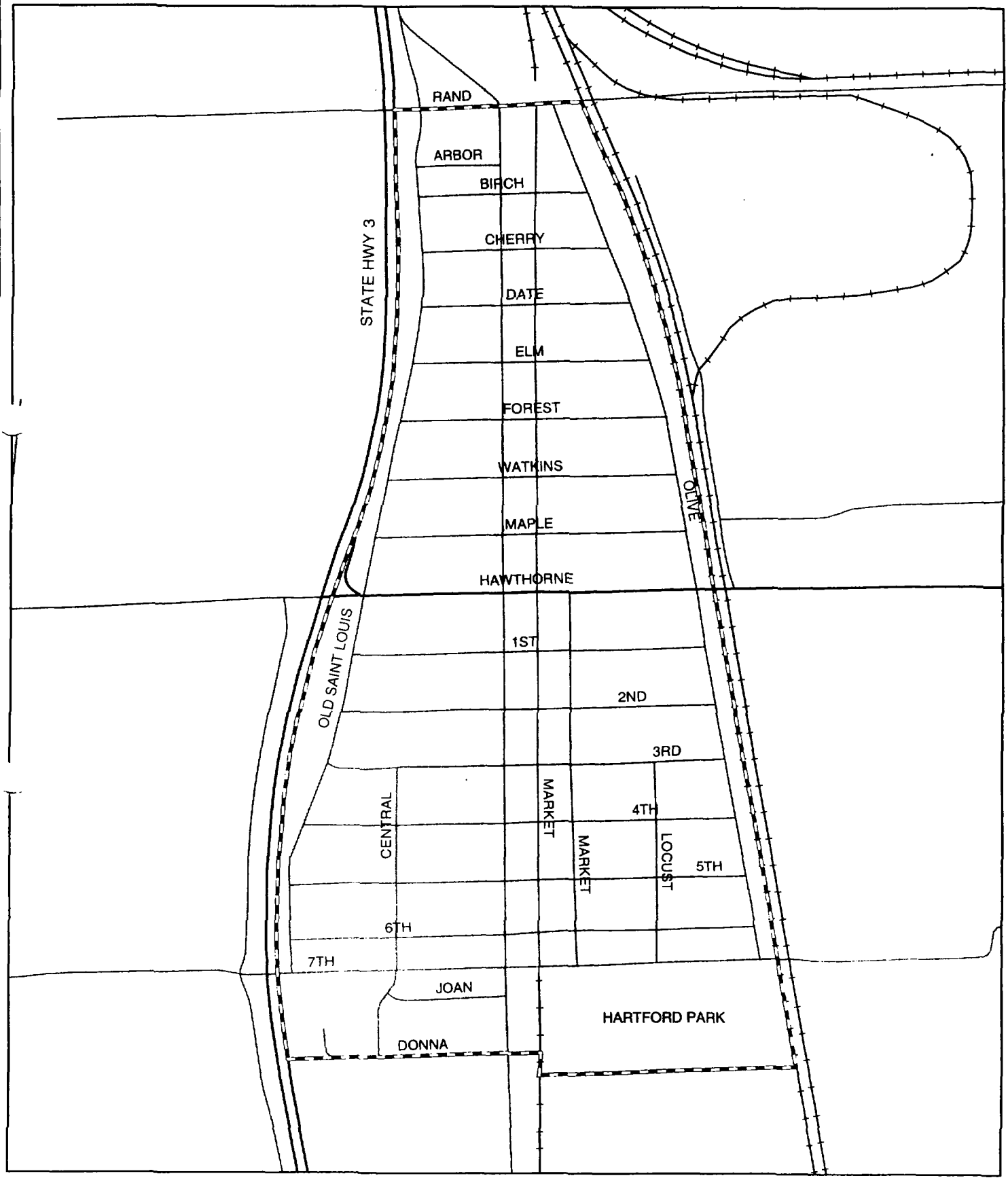
IT IS SO ORDERED AND AGREED:

BY: _____ DATE: 3/17/04
Thomas V. Skinner
Regional Administrator
United States Environmental Protection Agency
Region 5

Appendix A

Site Map

Hartford Site Boundary



N
W E
S

Site Boundary

Railroads

0 500 1,000

Feet

Appendix B
Major Milestones

Response to Reports of Vapor Intrusion

Submit Contingency Plan (Par 49)	03/19/04
Comply with Contingency Plan Requirements (Par 49)	As set forth in the Section of the Plan titled "Major Milestones"

Vapor Control System Report

Submit Soil Vapor Extraction Pilot Test Report (Par 43)	03/04/04
Initiate Free Phase Hydrocarbon Recovery Pilot Test (Par 43)	Initiated
Submit Free Phase Hydrocarbon Recovery Pilot Test Report (Par 43)	05/15/04
Initiate Multi-Phase Extraction Pilot Test (Par 43)	06/01/04
Submit Multi-Phase Extraction Pilot Test Report (Par 43)	08/27/04
Submit Work Plan for Proposed Improvements to Vapor (Par 48) Control System	Within 30 days of EPA's written request

Vapor Intrusion Mitigation Pilot Test Work Plan

Submit Vapor Intrusion Mitigation Pilot Test Report (Par 44)	05/01/04

Site Investigation Plan

Submit Response to EPA Comments on the Site Investigation Work Plan (Par 45)	03/05/04
Complete ROST Investigation Field Work (Par 45)	Completed
Submit ROST Investigation Report (Par 45) and Free Phase Hydrocarbon Monitoring Well and Soil Sampling Work Plan (Par 50)	04/09/04
Submit Work Plan for Additional Investigation of Dissolved Phase Groundwater Contamination (Par 51)	06/30/04

Submit Utility and Pipeline Investigation Work Plan (Par 52)	06/30/04
Submit Free Phase Hydrocarbon Report (Par 45)	08/27/04
Submit Report on Utility and Pipeline Investigation (Par 45)	12/03/04
Submit Report on Additional Investigation of Dissolved Phase Groundwater Contamination (Par 51)	12/24/04
Interim Measures Work Plan	
Submit Vapor Migration Pathway Assessment Work Plan (Par 46)	Submitted
Submit Results of Needs Assessment with Recommendations (Par 46)	Submitted
Submit Results of Additional Needs Assessments with Recommendations	As required pursuant to Paragraphs 71 and 72
Submit Vapor Migration Pathway Assessment Report (Par 46)	06/01/04
Submit Report Documenting Installation and Describing Operation and Maintenance of In-Home Systems (Par 46)	30 days after installation of each system
Sentinel Wells Quarterly Monitoring	
Monitor, inspect, and maintain Sentinel Wells (Par 47)	quarterly, for the first year and thereafter in accordance with the monitoring program developed under Paragraph 47
Submit Sentinel Well Monitoring Results (Par 47)	by the 15th of April, July, October and January for the first year and thereafter in accordance with the monitoring program developed under Paragraph 47

Final Remediation Plan

Submit Proposal for Active Recovery (Par 53)	45 days after EPA approves final Investigation report
Submit 90% Design Report for Active Recovery System (Par 55)	90 days after EPA approves proposal for active recovery