

BK0598PG0719

COUNTY OF VENANGO

Susan R. Hannon  
Recorder - Register - Clerk of Orphans' Court  
1168 Liberty Street  
P.O. Box 831  
Franklin, PA 16323

RECEIPT FOR PAYMENT

Instrument Number: 2010-005624  
Instrument Type: COVENANT

Receipt Date: 11/15/2010  
Receipt Time: 15:24:46  
Receipt No.: 165590

Receipt Distribution

Fee/Tax Description	Payment Amount
COVENANT	33.00
COVENANT - WRIT	.50
CO IMPROVEMENT FND	2.00
REC. IMPRVMT FUND	3.00
<hr/>	
Check# 2287	\$38.50
Total Received.....	\$38.50

Paid By Remarks: JAMES M SAMUELS

I hereby CERTIFY that this document is  
Recorded in the Recorder of Deeds Office  
of Venango County, Pennsylvania



*Susan R. Hannon*  
Susan R. Hannon  
Recorder of Deeds

\*\*\*\* DO NOT DETACH \*\*\*

NOTE \*\* This page is now part of this legal document. \*\* NOTE

NOTE \*\* Some information subject to change during the verification process and may not be reflected on this page. \*\* NOTE

When recorded, return to:  
 URS Corporation  
 Attention: Eric Deaver  
 200 Orchard Ridge Drive, Suite 101  
 Gaithersburg, MD 20878

**RE: County Parcel ID 07,014-007-000**  
**Oil City**  
**Venango County**

**GRANTOR:** Pennzoil-Quaker State Company, 910 Louisiana OSP 687, Houston, TX 77002  
**PROPERTY ADDRESS:** 171 State Route 8, Oil City, Pennsylvania 16301

## **ENVIRONMENTAL COVENANT**

This Environmental Covenant is executed pursuant to the Pennsylvania Uniform Environmental Covenants Act, Act No. 68 of 2007, 27 Pa. C.S. §§ 6501 – 6517 (UECA). This Environmental Covenant subjects the Property identified in Paragraph 1 to the activity and/or use limitations in this document. As indicated later in this document, this Environmental Covenant has been approved by the Pennsylvania Department of Environmental Protection (PADEP).

### **1. Property Affected.**

The property affected (Property) by this Environmental Covenant is located in Complanter Township, Venango County. The property has PADEP Facility ID# 62-6022.

The postal street address of the Property is: 171 State Route 8, Oil City, Pennsylvania.

The County Parcel Identification No. of the Property is: 07,014-007-000.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: 41° 26' 53.8" North Latitude; 79° 41' 27.8" West Longitude.

The Property has been known by the following name(s): Pennzoil-Quaker State Company Refinery Plant #2.

A complete description of the Property is attached to this Environmental Covenant as Exhibit A. A plan of the Property is attached to this Environmental Covenant as Exhibit B showing the property boundary and areas of known impacts.

### **2. Property Owner / GRANTOR.**

Pennzoil-Quaker State Company, 910 Louisiana OSP 687, Houston, TX 77002.

#### **Holder.**

Pennzoil-Quaker State Company, 910 Louisiana OSP 687, Houston, TX 77002.

### **3. Description of Contamination & Remedy.**

Pursuant to 27 Pa. C.S. § 6504(a)(3) and (a)(7) and as allowed by 27 Pa. C.S. § 6504 (b)(6), the following is a description of the impacted property:

The PQS refinery Plant #2 site is an inactive facility that ceased operations in 2000. The site is bisected by State Route 8 that forms the site into consists of two parts (eastern and western). All former storage tanks were decommissioned and removed from the site in 2001 through 2004.

The distribution of petroleum constituents in the soil and groundwater are indicative of multiple historic petroleum releases at the former refinery plant; no ongoing source of petroleum hydrocarbons exists at the site.

Certain volatile organic compounds (VOCs), semivolatile organic compounds (SVOCs), and metals were detected in site soil greater than their non-residential Statewide Health Standard medium specific concentrations (MSCs) for soils. The impacted soils were primarily identified near former tanks, former fueling loading rack areas, and a former API separator on both parts of the site. Groundwater containing dissolved VOCs and SVOCs related to petroleum fuels at concentrations greater than their groundwater MSCs (non-residential, used aquifer) exists at certain parts of the site, mainly near former tanks, former fueling loading rack areas, and a former API separator on both parts of the site.

Separate phase liquid (SPL) in the form of weathered fuels exists in the subsurface at certain site locations on the eastern and western parts of the site. The most substantial amounts of SPL was observed at the former fuel loading rack on the eastern part of the site and near the former tank at Building #79 on the western side of Route 8.

Sediment samples from the adjacent Oil Creek contained benzene and five SVOCs at concentrations greater than the USEPA residential regional screening levels (RSLs). Benzene and six SVOCs were detected in surface water samples from Oil Creek at concentrations above their PADEP human health water quality criteria.

A baseline site-specific risk assessment indicated no unacceptable risks to potential human receptors and the environment at the site. Human health risks were calculated to be within the acceptable Act 2 risk range. A macroinvertebrate study of Oil Creek adjacent to the Plant #2 site indicated negligible effect on the aquatic habitat. In addition, concentrations of dissolved groundwater constituents were predicted not to adversely impact the surface water quality of Oil Creek.

The remedial remedies conducted at this site included of the recovery of SPL in targeted areas and removal of impacted soil. An engineering control (barrier wall along creek) and institutional controls will be implemented as long-term remedies as set forth in Section 4 below. Future activity and use limitations are stipulated to be protective of human health and the environment at the site.

This site has been remediated to attain a Site-Specific Standard for all impacted media.

The State Route 8 right-of-way (ROW) bisects the site. A Request for Waiver of the Uniform Environmental Covenant was submitted for the ROW owned by the Commonwealth of Pennsylvania and managed by the Pennsylvania Department of Transportation (PennDOT). A separate agreement between PQS and PennDOT will provide for worker safety in the ROW as related to the potential to encounter impacted soil.

#### **4. Activity and Use Limitations.**

The Property is subject to the following activity and use limitations, which the Owner and each subsequent owner of the Property shall abide by (the Grantor and each subsequent owner of the Property hereinafter each a "Property Owner"):

- (a) The Property shall be used for non-residential purposes only.
- (b) No person shall withdraw or make use of any groundwater underneath the Property for any purpose.
- (c) The existing groundwater treatment building will either be demolished during Site decommissioning activities or will remain if (i) additional sampling and/or vapor intrusion modeling is submitted to the PADEP demonstrating to the satisfaction of the PADEP that the occupation of the groundwater treatment building will not result in an unacceptable vapor intrusion risk; or (ii) engineering measures (such as forced ventilation) or other actions approved by the PADEP are implemented to limit or prevent unacceptable vapor intrusion into the groundwater treatment building.

- (d) No person shall construct or expand any building within the property, unless (i) additional sampling and/or vapor intrusion modeling is submitted to the PADEP demonstrating to the satisfaction of the PADEP that the occupation of such buildings will not result in an unacceptable vapor intrusion risk; or (ii) engineering measures (such as vapor barriers or venting systems) or other actions approved by the PADEP are implemented to limit or prevent unacceptable vapor intrusion into occupied areas..
- (e) No person shall disturb the subsurface (soil) underlying any portion of the Property where concentrations of Site-related constituents exceed the Statewide Human Health MSCs and/or where SPL may exist without prior notification of the PADEP and without putting in place such protections that the PADEP requires to protect the health and safety of the workers and the general public, as applicable. Furthermore, any excavated soils or other materials shall be handled and managed in accordance with a PADEP-approved Work Plan.
- (f) The integrity of the concrete retaining walls along Oil Creek will be maintained intact or an alternate replacement barrier will be installed until such time as measureable SPL is no longer present or it is demonstrated to the satisfaction of PADEP that the remaining SPL does not pose an adverse risk to Oil Creek without the retaining walls in place. As long as the retaining walls are required to protect Oil Creek from possible SPL impact, the Owner will perform annual inspection of the condition of the exposed outer retaining wall and report findings to the PADEP. As a part of these annual inspections, the adjacent portion of Oil Creek will be inspected for potential petroleum sheens. The inspections will be performed during the third quarter of each year when surface water levels are typically at the lowest, with the findings of the inspections reported to PADEP by October 15 of each year. Any sheen observed adjacent to the retaining wall will be reported to PADEP within 24 hours and other agencies as required by applicable rules and regulations in force at the time of discovery. Following the report of a sheen to PADEP, the following actions will be implemented at the Site:
- Depending on the location and extent of the sheen, the sheen will be immediately contained/mitigated through the use of containment/sorbent booms, sorbent pads, etc.
  - Following the initial actions, the source of the sheen will be evaluated.
  - Written Notification and a Work Plan will be subsequently prepared and submitted to PADEP within 30 days of the sheen discovery describing the extent of the sheen, the potential source of the sheen, and the proposed remedial action to address the sheen and mitigated the risk of additional SPL impact to Oil Creek. Proposed remedial actions, as deemed practicable, may include but are not limited to: repairs to the retaining wall, targeted excavations, etc.
  - Following PADEP approval of the Work Plan, the proposed remedial action will be implemented in accordance with the schedule proposed in the Work Plan. Once the remedial actions have been fully implemented and the risk to Oil Creek has been mitigated, the Post-Remediation Care Plan Monitoring will resume.
- (g) PQS or any future owners of the Property, may, at any time, perform additional remedial work at the Property, or any portion thereof, including investigation, remediation, or other response activities, in order to qualify for removal or modification of any of the foregoing restrictive covenants pertaining to the Property, after approval from PADEP.

**5. Notice of Limitations in Future Conveyances.**

Each instrument hereafter conveying any interest in the Property subject to this Environmental Covenant shall contain a notice of the activity and use limitations set forth in this Environmental Covenant and shall provide the recorded location of this Environmental Covenant.

6. **Compliance Reporting.**

The Grantor shall submit to the PADEP on or before the ensuing January 30 following full execution of this covenant a demonstration that the activity and use restrictions described in Section 4 are being abided by.

As part of any property transfer, the Owner shall submit, to the PADEP and any Holder listed in Paragraph 2 within 30 days, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. Furthermore, the Owner will notify the PADEP of any proposed changes in use of the property, filing of applications for building permits for the property, or proposals for any site work affecting the contamination on the property subject to this Environmental Covenant.

The Owner will perform an annual inspection of the condition of engineering controls during the third quarter of each year and report findings to the PADEP on or before October 15.

The Owner will report any petroleum sheens in the adjacent Oil Creek pursuant to the regulations in force at the time of the discovery.

7. **Access By the Department.**

In addition to any rights already possessed by the PADEP, this Environmental Covenant grants to the PADEP a right of access of the Property in connection with implementation or enforcement of this Environmental Covenant.

8. **Recordation & Proof & Notification.**

Within 30 days after the date of the PADEP's approval, the Owner shall file this Environmental Covenant with the Recorder of Deeds for Venango County in which the Property is located, and send a file-stamped copy of this Environmental Covenant within 60 days of recordation to:

Environmental Cleanup Program Manager  
230 Chestnut Street  
Meadville, PA 16335

Within that time period, the Owner also shall send a file-stamped copy to officials of Cornplanter Township and Venango County, and any other party holding an interest in this property.

9. **Termination or Modification.**

This environmental covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa. C.S. § 6509, including as follows: This Environmental Covenant will terminate upon a demonstration to the PADEP that the residential Statewide Health Standard for the petroleum hydrocarbon constituents of concern in site soil and groundwater, as identified in the Final Report, as approved by the PADEP under PA Title 25, Chapter 245 or 250, as applicable, has been attained. The PADEP will review and respond, in writing, of such termination. The Post-Remediation Care Plan, attached hereto as Exhibit C may be modified with the written approval of the PADEP.

10. **Department's Address.**

Communications with the PADEP regarding this Environmental Covenant shall be sent to:  
Environmental Cleanup Program Manager  
Department of Environmental Protection, Northwest Regional Office  
230 Chestnut Street  
Meadville, PA 16335.

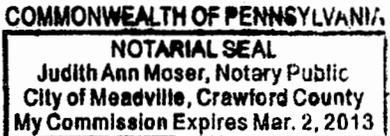
ACKNOWLEDGMENTS by:

Date: 11/8/10 Pennzoil-Quaker State Company, "Owner"  
 By: [Signature]  
 Name: Viet Van  
 Title: VP Supply Chain Operations

APPROVED, by Commonwealth of Pennsylvania,  
 Department of Environmental Protection  
 Date: 11/15/2010 By: [Signature]  
 Name: ERIC A. GUSTAFSON  
 Title: REGIONAL ECP MANAGER

COMMONWEALTH OF PENNSYLVANIA )  
 )  
 COUNTY OF CRAWFORD ) SS:

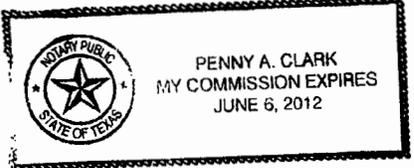
On this 15<sup>th</sup> day of November, 2010, before me, the undersigned officer, personally appeared, Eric Gustafson, Regional Environmental Cleanup Program Manager, Northwest Regional Office, who acknowledged himself/herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.



In witness whereof, I hereunto set my hand and official seal.  
[Signature]  
 Notary Public

STATE OF TEXAS )  
 )  
 COUNTY OF Harris ) SS:

On this 8 day of November, 2010, before me, the undersigned officer, personally appeared Viet Van who acknowledged himself/herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that s/he executed same for the purposes therein contained.



In witness whereof, I hereunto set my hand and official seal.  
[Signature]  
 Notary Public

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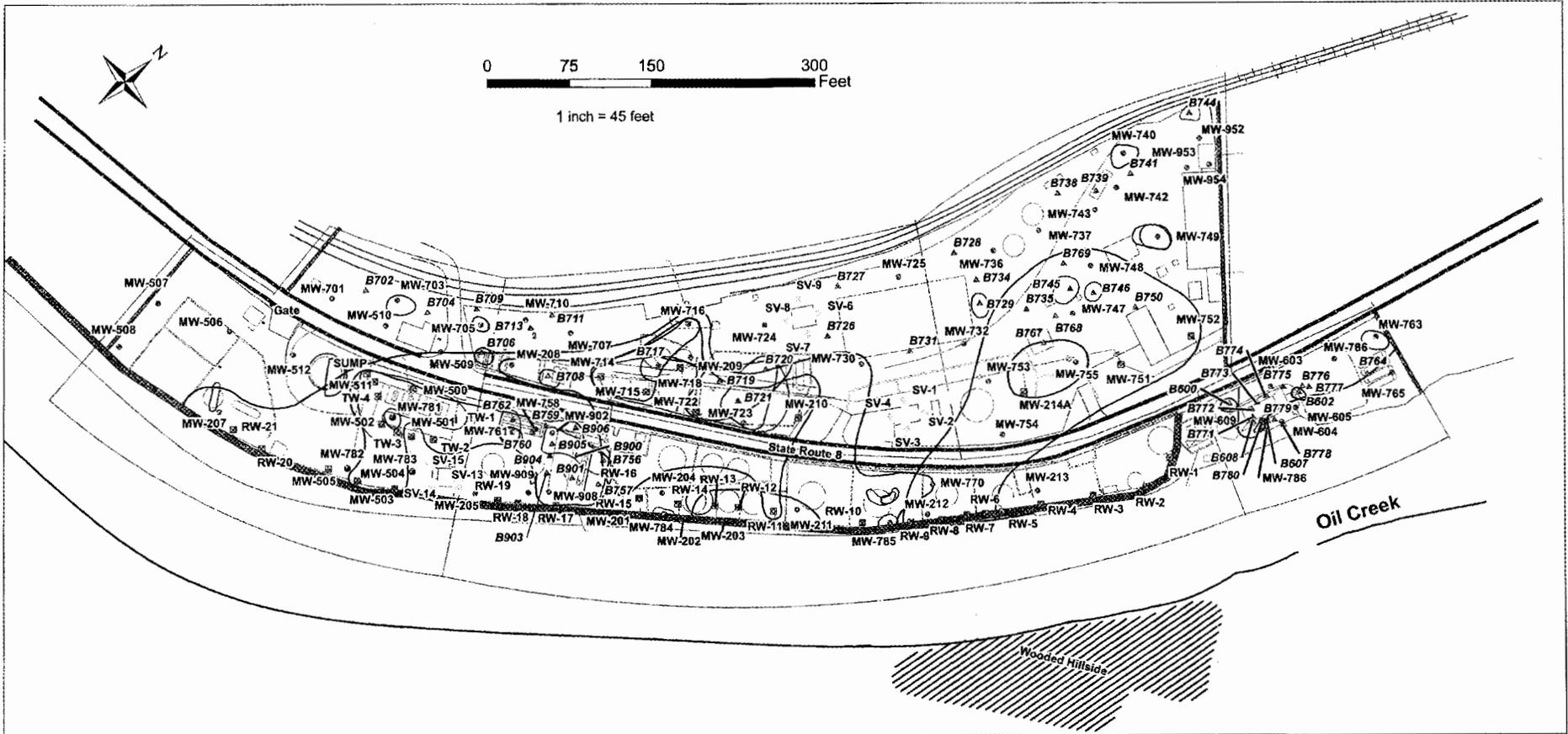
**EXHIBIT A**  
**PROPERTY DESCRIPTION**

**PROPERTY DESCRIPTION****PENNZOIL-QUAKER STATE COMPANY REFINERY PLANT #2  
PADEP Facility ID # 62-6022**

The Pennzoil-Quaker Sate Company (PQS) refinery Plant #2 is located on State Route 8 in Cornplanter Township, Oil City, Venango County, Pennsylvania. Beginning at a point at the low water line on the north side of Oil Creek, the southwesterly corner of the parcel herein described; thence North  $13^{\circ} 45'$  West, 30 feet, more or less, to the south side of a concrete retaining wall; thence crossing said wall and continuing North  $13^{\circ} 45'$  West, 234.64 feet to a point in the centerline of Pennsylvania State Highway Route 8; thence along said Highway in an easterly direction 233.37 feet to the northeasterly corner of that parcel of land conveyed by Quaker State Oil Refining Corporation to The Pennzoil Company by deed dated January 31, 1955 and recorded in the Recorder's Office of Venango County, Pennsylvania, in Deed Book 590, page 354; thence North  $13^{\circ} 45'$  West to the southeast side of the right-of-way of Consolidated Rail Corporation, formerly the Pennsylvania Railroad ; thence along said right-of-way 1751.16 feet, more or less to the most northerly corner of that parcel of land conveyed by Koppers Company, Inc. to The Pennzoil Company by deed dated October 10, 1952, and recorded in the Recorder's Office of Venango County, Pennsylvania, in Deed Book 567, page 442; thence South  $56^{\circ} 21'$  East, 494.08 feet to a point in the center line of Pennsylvania State Highway Route 8; thence along the center line of said Highway in a northerly direction 306.5 feet, more or less to the northwest corner of the parcel conveyed by Koppers Company, Inc. to The Pennzoil Company by deed dated January 9, 1948, and recorded in the Recorder's Office of Venango County, Pennsylvania, in Deed Book 531, page 161; thence South  $88^{\circ} 25'$  East, 207 feet, more or less, to the low water line of Oil Creek; thence along the various courses and distances of Oil Creek 2500 feet, more or less, to the place of beginning.

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**EXHIBIT B  
PROPERTY PLAN**



**Legend**

- ▲ Soil Boring Points
- Monitoring Wells
- Deep Unconsolidated Mtg. Well
- Recovery Well
- ⊙ Soil Vapor Point Locations
- State Route 8 ROW
- Retaining Wall - Inspected Engineering Control

- Property Line
- Distribution of Analytes Exceeding Nonresidential Direct Contact Statewide Health Standards in Surface Soil
- Distribution of Analytes Exceeding Nonresidential Non-use Aquifer Statewide Health Standards in Surface Soil
- Distribution of Analytes Exceeding Nonresidential Non-use Aquifer Statewide Health Standards in Subsurface Soil
- Distribution of Analytes Exceeding Nonresidential Direct Contact Statewide Health Standards in Subsurface Soil
- Distribution of Analytes Exceeding Nonresidential Non-use Aquifer Statewide Health Standards in Groundwater

Figure 1:  
Site Plan  
Plant #2  
191 State Route 8  
Oil City, PA



200 Orchard Ridge Drive  
Gaithersburg, MD 20878

G:\Projects\Shul\Plant 2  
Retaining\_Wall\_Soi\GW\_  
Impact.mxd  
Date: 1/01/2010  
Created: JK  
Checked: AR

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**EXHIBIT C**  
**POST REMEDIATION CARE PLAN**

## POST-REMEDATION CARE PLAN

### PENNZOIL-QUAKER STATE COMPANY REFINERY PLANT #2 PADEP Facility ID # 62-6022

#### ENGINEERING CONTROLS

An existing feature at the Site are two concrete retaining walls that are located along approximately 2,300 feet of the property boundary with Oil Creek. These retaining walls will continue to act as a suitable barrier to inhibit SPL movement beneath this part of the Site and towards Oil Creek.

The retaining walls have been an effective physical barrier for SPL for a number of years and will continue to be a physical barrier for any residual SPL remaining at the Site. The exposed outer retaining wall will be inspected on an annual basis until such time as measurable SPL is no longer present. No inspection is warranted on the buried inner wall. The inspections will be performed during the third quarter of each year when surface water levels are typically at the lowest, with the findings of the inspections reported to PADEP by October 15 of each year. Any sheen observed adjacent to the retaining wall will be reported to PADEP within 24 hours and other agencies as required by applicable rules and regulations in force at the time of discovery. Following the report of a sheen to PADEP, the following actions will be implemented at the Site:

- Depending on the location and extent of the sheen, the sheen will be immediately contained/mitigated through the use of containment/sorbent booms, sorbent pads, etc.
- Following the initial actions, the source of the sheen will be evaluated.
- Written Notification and a Work Plan will be subsequently prepared and submitted to PADEP within 30 days of the sheen discovery describing the extent of the sheen, the potential source of the sheen, and the proposed remedial action to address the sheen and mitigate the risk of additional SPL impact to Oil Creek. Proposed remedial actions, as deemed practicable, may include but are not limited to: repairs to the retaining wall, targeted excavations, etc.
- Following PADEP approval of the Work Plan, the proposed remedial action will be implemented in accordance with the schedule proposed in the Work Plan. Once the remedial actions have been fully implemented and the risk to Oil Creek has been mitigated, the Post-Remediation Care Plan Monitoring will resume.

#### INSTITUTIONAL CONTROLS

Several ICs, consisting primarily of land and groundwater use restrictions, will also be used as part of the Site-wide remedy to address any possible SPL and SPL-impacted media remaining at the Site. The objective of implementing these ICs is to minimize the

potential exposure of possible receptors to residual SPL or SPL-impacted media. The ICs are outlined in the UEC and summarized below:

- *The Property shall be used for non-residential purposes only.*
- *No person shall withdraw or make use of any groundwater underneath the Property for any purpose.*
- *The existing groundwater treatment building will either be demolished during Site decommissioning activities or will remain if (i) additional sampling and/or vapor intrusion modeling is submitted to the PADEP demonstrating to the satisfaction of the PADEP that the occupation of the groundwater treatment building will not result in an unacceptable vapor intrusion risk; or (ii) engineering measures (such as forced ventilation) or other actions approved by the PADEP are implemented to limit or prevent unacceptable vapor intrusion into the groundwater treatment building.*
- *No person shall construct or expand any building within the property, unless (i) additional sampling and/or vapor intrusion modeling is submitted to the PADEP demonstrating to the satisfaction of the PADEP that the occupation of such buildings will not result in an unacceptable vapor intrusion risk; or (ii) engineering measures (such as vapor barriers or venting systems) or other actions approved by the PADEP are implemented to limit or prevent unacceptable vapor intrusion into occupied areas.*
- *No person shall disturb the soil and subsurface underlying any portion of the Property where concentrations of Site-related constituents exceed the Statewide Human Health MSCs and/or where SPL may exist without prior notification of the PADEP and without putting in place such protections that the PADEP requires to protect the health and safety of the workers and the general public, as applicable. Furthermore, any excavated soils or other materials shall be handled and managed in accordance with a PADEP-approved Work Plan.*
- *The integrity of the concrete retaining walls along Oil Creek will be maintained intact or an alternate replacement barrier will be installed until such time as measureable SPL is no longer present or it is demonstrated to the satisfaction of PADEP that the remaining SPL does not pose an adverse risk to Oil Creek without the retaining walls in place. As long as the outer retaining wall is required to protect Oil Creek from possible SPL impact, the Owner will perform annual inspection of the condition of this outer wall and report findings to the PADEP. As a part of these annual inspections, the adjacent portion of Oil Creek will be inspected for potential petroleum sheens.*
- *PQS or any future owners of the Property, may, at any time, perform additional remedial work at the Property, or any portion thereof, including investigation, remediation, or other response activities, in order to qualify for removal or modification of any of the foregoing restrictive covenants pertaining to the Property, after approval from PADEP.*

Even though not considered and EC, the phytoremediation barrier will be inspected on an annual basis to document the tree survival rate. Inspections will be performed during the

third quarter or each year with the findings of the inspections reported to PADEP by October 15 of each year. If the survivability of the phytoremediation barrier drops below 70 percent, replacement trees will be planted at the Site.

Besides the standard termination and modification actions for the UEC, the UEC also has Termination and Modification language that the UEC may be terminated or modified upon a demonstration to PADEP that the residential Statewide Health Standards for the petroleum hydrocarbon constituents of concern in Site soil and groundwater has been attained.

### **DEPARTMENT OF TRANSPORTATION AGREEMENT**

On June 21, 2010, a Request for Waiver of Uniform Environmental Covenant for the State Route 8 ROW was submitted to PADEP for consideration. As previously discussed, State Route 8 bisects the Site and parallels Oil Creek. PQS and the Commonwealth of Pennsylvania have entered into an agreement with regard to the State Route 8 ROW and the potential of encountering impacted soils beneath parts of the ROW. This agreement contains provisions that will implement safeguards to protect construction workers from potentially unacceptable exposures to impacted soils and groundwater within the ROW, as well as procedures to manage possible excavated soils and groundwater that may be impacted.

This agreement will be in effect until the Termination Criteria of the UEC have been met.