

**UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
PERMIT
FOR CORRECTIVE ACTION**

Permittee: Nexeo Solutions, LLC
Permit Number: PAD000797548
Facility Location: 150 West 4th Avenue, Freedom, PA

The United States Environmental Protection Agency (EPA) under the authority of the Solid Waste Disposal Act as amended by the Resource Conservation and Recovery Act of 1976 (RCRA) and the Hazardous and Solid Waste Amendments of 1984 (HSWA), 42 U.S.C. § 6901 et seq., and regulations promulgated thereunder and set forth at 40 C.F.R. Parts 260-271, has prepared this Permit for Nexeo Solutions, LLC (Permittee or Nexeo) for the facility located at 150 West 4th Avenue, Freedom, PA 15042 (Facility or Property).

Section 3004(u) of RCRA, 42 U.S.C. § 6924(u), requires corrective action for all releases of hazardous waste or constituents from any solid waste management unit (SWMU) for all permitted treatment, storage, or disposal facilities, regardless of the time the waste was placed in the unit. EPA has authorized the Commonwealth of Pennsylvania (the Commonwealth) to operate a state hazardous waste program in lieu of the federal program, pursuant to Section 3006(b) of RCRA, 42 U.S.C. § 6926(b). However, the Commonwealth has not received authorization for the Corrective Action Program. EPA is, therefore, issuing this permit (hereafter EPA Permit) so that the Permittee can satisfy its Corrective Action requirements at the Facility.

The complete RCRA permit for purposes of Section 3005(c) of RCRA, 42 U.S.C. §6925(c), consists of two portions: this EPA Permit and the Permit For Hazardous Waste Storage issued by the Pennsylvania Department of Environmental Protection (PADEP) on May 14, 2004 (PADEP Permit). This EPA Permit addresses the provisions of HSWA and will be enforced by EPA. The PADEP Permit addresses the provisions of The Pennsylvania Code, Title 25, for which the Commonwealth of Pennsylvania (Commonwealth) has received authorization under Section 3006(b) of RCRA, 42 U.S.C. § 6926(b), to carry out such program in lieu of the federal hazardous waste management program under RCRA. The PADEP Permit will be enforced by PADEP, but EPA may also exercise its enforcement discretion if and when appropriate. To satisfy the Permittee's RCRA Section 3004(u) Corrective Action obligations at the Facility, this EPA Permit provides for the implementation of all the provisions of the PADEP Permit.

This Permit is based on information provided to EPA by the Permittee and PADEP. Section 3005(c)(3) of RCRA provides EPA the authority to review and amend the EPA Permit at any time. Any inaccuracies found in the information submitted by the Permittee may be grounds for the modification or revocation and reissuance or termination of this permit (see 40 C.F.R. §§ 270.41, 270.42 and 270.43). The Permittee must inform EPA of any deviation from or changes in the submitted information which would affect the Permittee's ability to comply with the applicable statutes, regulations or permit conditions.

The Permittee must comply with all terms and conditions set forth in this permit, including the attachments hereto. Additionally, the Permittee shall comply with all applicable federal regulations, including 40 C.F.R. Parts 260 through 264, Part 266, Part 268, Part 270, Part 273 and Part 124. Nothing in this Permit shall limit EPA's authority to undertake, or require any person to undertake, response action or corrective action under any law, including, but not limited to, Section 104 or 106 of CERCLA, 42 U.S.C. §§ 9604 and 9606, and Section 7003 of RCRA, 42 U.S.C. § 6973. Nor shall any permit condition relieve the Permittee of any obligations under any law, including, but not limited to, Section 103 of CERCLA, 42 U.S.C. § 9603 to report releases of hazardous wastes, constituents, or substances to, at, or from the Facility.

SPECIFIC FACILITY CONDITIONS

A. CORRECTIVE ACTION REMEDY IMPLEMENTATION

1. Based on the SB and the Administrative Record, the final remedy for the Facility was developed and is described in the Final Decision and Response to Comments (FDRTC), **Attachment A**. The requirements of this EPA Permit provide for the operation and maintenance of the remedy described in the FDRTC.
2. The goal of the remedy for Facility-wide corrective action is to ensure the overall protection of human health and the environment. The final remedy for the Facility consists of compliance with an Environmental Covenant (Covenant) that restricts land use and provides for the continued maintenance of the roof and concrete floor of Warehouse 3 to prevent contaminant migration.

The details of the Facility-wide corrective action are itemized below and detailed in the Environmental Covenant included as **Attachment B**. The Permittee, and each subsequent owner of the Facility, and its tenants, agents, employees and other persons under its control is subject to the following activity and use limitations:

- a. the Property shall only be used for non-residential purposes;
- b. withdrawal of groundwater for any reason is prohibited;
- c. the Warehouse #3 building, roof and concrete floor overlaying the former UST area shall be maintained;
- d. if excavation of the former UST or B-5 monitoring well area is to occur, an appropriate Health and Safety Plan (HSP) and Soil Management Plan (SMP) shall be developed. A copy of the HSP and SMP shall be submitted to the Department at least thirty (30) days prior to excavation work; and
- e. no building within 100 feet of the monitoring well B-5 shall be used as an

occupied structure as taken within the context of the PADEP Land Recycling Program Technical Guidance Manual- Section IV.A.4. Vapor Intrusion into Buildings from Groundwater and Soil under the Act 2 Statewide Health Standard (habitable building, office, etc.) that would create a complete exposure pathway for vapor intrusion.

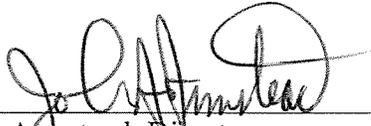
B. ACCESS FOR CORRECTIVE ACTION OVERSIGHT

The EPA and its authorized representatives shall have access to the Facility at all reasonable times for the purpose of monitoring compliance with the provisions of this Permit.

E. EFFECTIVE DATE

This EPA Permit is effective as of September 20, 2014, and shall remain in effect through September 30, 2024, unless revoked and reissued (per 40 C.F.R. § 270.41), terminated (in accordance with 40 C.F.R. § 270.43), or continued (in accordance with 40 C.F.R. § 270.51(a)).

F. SIGNATURE



Date: 9.30.14

John A. Armstead, Director
Land and Chemicals Division
U.S. Environmental Protection Agency, Region III

The following Attachments are incorporated, in their entirety, by reference into this Permit. These incorporated attachments contain enforceable conditions of this Permit.

Attachment A: Final Decision and Response to Comments
Attachment B: Environmental Covenant

ATTACHMENT A

**FINAL DECISION AND
RESPONSE TO COMMENTS**



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION III

FINAL DECISION AND RESPONSE TO COMMENTS

NEXEO SOLUTIONS, LLC
FREEDOM, PENNSYLVANIA
EPA ID NO. PAD000797548

I. FINAL DECISION – Land and groundwater use restrictions, maintenance of roof and concrete floor of Warehouse 3, and compliance with Environmental Covenant

The United States Environmental Protection Agency (EPA) has determined that land and groundwater use restrictions, maintenance of roof and concrete floor of Warehouse 3, and compliance with PADEP-approved Environmental Covenant will be the Final Remedy for the Nexeo Solutions, LLC (Nexeo) facility located at 150 West 4th Avenue, Freedom, Pennsylvania 15042 (Facility or Property). This determination is based on EPA's findings as detailed in the Statement of Basis (SB). The SB is hereby incorporated into this Final Decision by reference and made a part hereof as Exhibit A.

Because some contamination will remain in the soil at the Facility above levels appropriate for residential uses, Nexeo and all future owners will need to maintain the Warehouse 3 roof and concrete floor and prevent residential use of the Facility. In addition, because some contamination will remain in the perched water zone at the Facility above levels appropriate for residential and industrial uses, Nexeo and all future owners are restricted from using water from the perched water zone for any purpose. An Environmental Covenant pursuant to the Pennsylvania Uniform Environmental Covenants Act, Act No. 68 of 2007, 27 Pa. C.S. §§ 6501 – 6517, (UECA) was approved by PADEP and recorded on the deed to the Facility property on February 21, 2013 to enforce these requirements. The Final Remedy requirements are:

- the Property shall only be used for non-residential purposes;
- withdrawal of groundwater for any reason is prohibited;
- the Warehouse #3 building, roof and concrete floor overlaying the former UST area shall be maintained;
- if excavation of the former UST or B-5 monitoring well area is to occur, an appropriate Health and Safety Plan (HSP) and Soil Management Plan (SMP) shall be developed. A copy of the HSP and SMP shall be submitted to the Department at least thirty (30) days prior to excavation work; and
- no building within 100 feet of the monitoring well B-5 shall be used as an occupied structure as taken within the context of the PADEP Land Recycling Program Technical Guidance Manual- Section IV.A.4. Vapor Intrusion into Buildings from Groundwater and Soil under the Act 2 Statewide Health Standard (habitable building, office, etc.) that would create a complete exposure pathway for vapor intrusion.

II. PUBLIC COMMENT PERIOD

On August 14, 2014, EPA issued the SB which summarized the information gathered during environmental investigations at the Facility and described EPA's proposed remedy. Consistent with public participation provisions under the Resource Conservation and Recovery Act (RCRA), EPA requested comments from the public on the proposed decision as described in the SB concurrently with a draft Corrective Action permit. The commencement of a 45-day public comment period was announced in *The*

Beaver County Times newspaper on August 14, 2014 and on the EPA Region III website. The public comment period ended on September 29, 2014.

III. RESPONSE TO COMMENTS

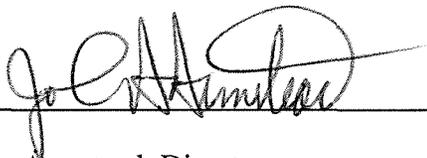
EPA received no comments on the SB. Consequently, the Final Remedy is unchanged from the proposal.

IV. AUTHORITY

EPA is issuing this Final Decision under the authority of the Solid Waste Disposal Act, as amended by RCRA, and the Hazardous and Solid Waste Amendments (HSWA) of 1984, 42 U.S.C. Sections 6901 to 6992k.

V. DECLARATION

Based on the Administrative Record compiled for the Corrective Action at the Nexeo Solutions, LLC Facility, EPA has determined that the Final Remedy selected in this Final Decision and Response to Comments is protective of human health and the environment.



John A. Armstead, Director
Land and Chemicals Division
U.S EPA Region III



Date

Exhibit A



STATEMENT OF BASIS

REGION III
ID # PAD
000797548

NEXEO SOLUTIONS, LLC
Freedom, Pennsylvania
August, 2014

Facility/Unit Type: Permitted Hazardous Waste Treatment, Storage, Disposal (TSD) Facility

Contaminants of Concern: Volatile Organic Compounds (VOCs)

Media: Soil

I. INTRODUCTION

The United States Environmental Protection Agency (EPA) has prepared this Statement of Basis (SB) to solicit public comment on its proposed remedy for the Nexeo Solutions, LLC (Nexeo) facility located at 150 West 4th Avenue, Freedom, Pennsylvania 15042 (Facility), which is subject to EPA's Corrective Action program under the Solid Waste Disposal Act, as amended, commonly referred to as the Resource Conservation and Recovery Act (RCRA), 42 U.S.C. Sections 6901 *et seq.*

Concurrently with this SB, EPA is soliciting comments on a draft Corrective Action Permit (Permit). Pursuant to 40 C.F.R. § 124.7, EPA has prepared this SB to describe the background and basis for the draft Permit and proposed remedy. The components of EPA's proposed final remedy as described in this SB are incorporated in the draft Permit, and will be enforceable thereunder once the Permit is finalized and EPA issues a Final Decision.

EPA is providing a 45-day public comment period on this SB and draft Permit and may modify its proposed remedy based on comments received during this period. EPA will announce its selection of a final remedy for the Facility in a Final Decision and Response to Comments (Final Decision) after the comment period has ended.

Information on the Corrective Action program, a fact sheet, and the Government Performance and Results Act Environmental Indicator Determinations for the Facility can be found by navigating <http://www.epa.gov/reg3wcmd/correctiveaction.htm>.

The Administrative Record (AR) for the Facility contains all documents on which EPA's proposed remedy and draft Permit are based. See Section VIII for information on how you may review the AR.

II. FACILITY BACKGROUND

The Facility has been owned and operated by Nexeo since 2011. The Facility was formerly owned by Ashland Chemical Freedom COHWO, which was part of Ashland Inc. (Ashland). Ashland performed all of the investigation and remediation work described and relied upon, as detailed in this SB.

The Facility property consists of approximately 1.8 acres and is zoned industrial. The Facility is surrounded by residential zoning and properties.

The Facility consists of four buildings: Warehouses 1, 2, and 3 and an office building. The Facility receives containerized shipments of industrial and specialty chemicals and solvents for distribution. The wastes are currently stored within Warehouse 2 in three permitted hazardous waste container storage areas until shipment for disposal.

III. SUMMARY OF ENVIRONMENTAL HISTORY

The Facility was granted an Act 2 release of liability from PADEP on March 6, 1997 for the UST investigations and remediation inside Warehouse 3.

For all environmental investigations, soil concentrations were screened against EPA Regional Screening Levels (RSLs) for residential soil, industrial soil and protection of groundwater (SSLs). Also, subsurface water concentrations were screened against EPA's Subsurface Vapor Intrusion Guidance groundwater screening levels for protection of indoor air. EPA did not screen the subsurface water concentration against the National Primary Drinking Water Standard Maximum Contaminant Levels because, as described later, there is not a current or potential source of drinking water.

The conditions that exist at the Facility as of the sampling data submitted in the 1996 Act 2 Final Report are as follows: acetone [4,700 mg/kg], methyl ethyl ketone [3,100 mg/kg], methanol [2,300 mg/kg], toluene [360 mg/kg], 1,1,1-trichloroethane [32 mg/kg], and xylenes [320 mg/kg] exceed EPA SSLs for protection of groundwater. Additionally, ethylbenzene [73 mg/kg], methylene chloride [23 mg/kg], tetrachloroethene (PCE) [20 mg/kg], and trichloroethene (TCE) [26 mg/kg] exceed both EPA Residential Soil RSL's and SSLs for protection of groundwater. Finally, 1,2-dichloroethene (1,2-DCE) [1,400 ug/L] and PCE [2,500 ug/L] exceed EPA's Subsurface Vapor Intrusion Guidance groundwater screening levels. The following table details the Facility areas where exceedances occur.

Area of Investigation	Description
Chemical Spill and Response	<ul style="list-style-type: none">On March 3, 1989, approximately 930 gallons of n-butyl acetate were discharged onto the ground. Ashland recovered approximately 65 gallons by pumping it from pools on the ground. Excavation of the affected soil began on March 14, 1989.Groundwater samples collected from one well (B-5) at a depth of three to four feet below grade detected 1,2-DCE [1,400 ug/L], PCE [2,500 ug/L], and toluene [1,200 ug/L]. A deep boring was completed to 66.5 feet and no groundwater was encountered. EPA has concluded that the contamination is contained within a perched water zone located three to four feet below grade and is not impacting deeper zones. Additionally, the perched zone is not a current or potential source of drinking water because of its low yield.The levels of 1,2-DCE and PCE exceed EPA's Subsurface Vapor Intrusion Guidance screening levels. Ashland conducted an air quality survey using a

	<p>photoionization detector to identify Volatile Organic Compounds (VOCs) that may have been present in the area. No concentrations of VOCs above the detection limits were identified. Therefore, under current conditions and land use, EPA does not consider vapor intrusion to be a complete exposure pathway.</p>
<p>Interior Underground Storage Tanks</p>	<ul style="list-style-type: none"> • Ashland operated 10 underground storage tanks (USTs) located below the concrete floor of Warehouse 3. The USTs and product lines were removed in September 1990. • Following removal, Ashland conducted a Tank Removal Investigation. Of the VOCs detected in soils as a result of the Tank Removal Investigation, methylene chloride [4,000 mg/kg] and trichloroethene (TCE) [680 mg/kg] exceeded the Pennsylvania Residential Statewide Health Standards (SHSs) for direct contact and EPA's industrial regional screening levels (IRSLs). • Ashland installed an SVE system to extract soil vapors and treat via flameless oxidation. The system operated from March 1995 to June 1996, removing approximately 333 pounds of VOCs. On June 18, 1996, Ashland implemented a confirmatory sampling investigation. A comparison of the levels of the substances found in residual concentrations from the confirmatory soil sampling identified ethylbenzene, methylene chloride, PCE, and TCE above the EPA residential RSL standards. • The following also exceeded the Non-Residential Soil-to-Groundwater SHSs: acetone, ethylbenzene, methyl ethyl ketone, methanol, methylene chloride, PCE, toluene, 1,1,1-trichloroethane, TCE and xylenes. EPA does not have equivalent non-residential Soil-to-Groundwater standards for comparison. However, the constituents do exceed EPA's SSLs (these standards are designed to predict groundwater impacts from contaminants leaching from soil into a groundwater drinking source). Therefore, Ashland will maintain the building roof and concrete floor to prevent precipitation from contacting the soil to prevent an exposure.

<p style="text-align: center;">Exterior Underground Storage Tanks</p>	<ul style="list-style-type: none"> • A soil investigation of the western portion of the Facility was performed in August 1993. A confirmatory sampling investigation was also conducted on June 18, 1996 to assess areas that exceeded the Residential SHSs. • The results of the June 1996 confirmatory sampling event indicated that no VOCs were detected above the Residential SHSs. Specifically, the VOC constituents (benzene, toluene, ethylbenzene, and xylenes) that could possibly be present in diesel fuel and gasoline were either not detected or detected at concentrations at least three orders of magnitude lower than the SHSs. Unless otherwise noted, these standards are equivalent to EPA standards for the identified constituents of concern.
<p style="text-align: center;">Facility Groundwater</p>	<ul style="list-style-type: none"> • As was described earlier, no groundwater was encountered in a deep boring drilled to 66.5 feet at the Facility. Additionally, the building roof and concrete floor have acted as a migration impediment and will continue to do so into the future. Therefore, groundwater is not known or reasonably suspected to be contaminated above appropriately protective levels (i.e., applicable promulgated standards, as well as other appropriate standards, guidelines, guidance, or criteria) from releases anywhere at, or from, the Facility.

Because some contamination will remain in the soil at the Facility above levels appropriate for residential uses, Nexeo and all future owners will need to maintain the Warehouse 3 roof and concrete floor and prevent residential use of the Facility. In addition, because some contamination will remain in the perched water zone at the Facility above levels appropriate for residential and industrial uses, Nexeo and all future owners are restricted from using water from the perched water zone for any purpose. An Environmental Covenant pursuant to the Pennsylvania Uniform Environmental Covenants Act, Act No. 68 of 2007, 27 Pa. C.S. §§ 6501 – 6517, (UECA) was approved by PADEP and recorded on the deed to the Facility property on February 21, 2103 to enforce these requirements.

There have been no other known, documented, or otherwise suspected releases that have been identified at the Facility that would be subject to Corrective Action. The Facility is an active hazardous waste storage facility operating under a PADEP Permit For Hazardous Waste Storage No. PAD000797548. That permit subjects the Facility to specific closure requirements

for the currently operating hazardous waste container storage areas to address any unknown or possible future releases.

IV. CORRECTIVE ACTION OBJECTIVES

EPA's Corrective Action Objectives for the specific environmental media at the Facility are:

1. Soils

EPA's Corrective Action Objective for soils is to attain RSL's for Residential Protection of Groundwater and PADEP's Non-Residential Soil-to-Groundwater SHSs. EPA has determined that those standards are protective of human health and the environment for contaminants at this Facility provided that Facility maintains the Warehouse 3 roof and concrete floor to prevent contaminant migration.

2. Subsurface Vapor Intrusion via Perched Water Zone

EPA's Corrective Action Objective for subsurface vapor intrusion is to attain EPA's Subsurface Vapor Intrusion Guidance screening levels. EPA has determined that those levels are protective of human health and the environment at this Facility provided that the Facility is not used for residential purposes and buildings remain uninhabited for residential purposes.

V. PROPOSED REMEDY

1. Soils

EPA's proposed remedy for soils is the continued maintenance of the roof and concrete floor of Warehouse 3 and to restrict the facility to non-residential uses. Additionally, if excavation of the former UST or B-5 monitoring well area is to occur, an appropriate Health and Safety Plan and Soil Management Plan shall be developed.

2. Subsurface Vapor Intrusion via Perched Water Zone

EPA's proposed remedy for subsurface vapor intrusion consists of compliance with the PADEP-approved Covenant which requires that buildings within 100 feet of monitoring well B-5 remain uninhabited for residential purposes.

VI. EVALUATION OF PROPOSED REMEDY

This section provides a discussion of the criteria EPA used to evaluate the proposed decision consistent with EPA guidance.

Threshold Criteria	Evaluation
1) Protect human health and the environment	Ashland remediated on-site soils to non-residential standards. Since current and anticipated land use is non-residential, land and groundwater use restrictions have been implemented at the Facility to restrict future property uses to ensure that human health and the environment will remain protected. These conditions are enforceable under the Covenant and provide long-term assurance that the exposure assumptions used in developing EPA's proposed remedy are not changed.
2) Achieve media cleanup objectives	EPA's proposed remedy meets the appropriate cleanup objectives based on current and reasonably anticipated land and water resource use. The Facility has achieved the PA Act 2 Direct contact SHSs for soils. These standards meet EPA risk guidelines for human health and the environment for contaminants at the Facility. For some soil contaminants with concentrations exceeding the protection of groundwater standard, EPA's proposed remedy requires the maintenance of the roof and concrete floor in Warehouse 3 and compliance with the PADEP-approved Covenant.
3) Remediating the Source of Releases	At RCRA Corrective Action facilities, EPA seeks to eliminate or reduce further releases of hazardous wastes or hazardous constituents that may pose a threat to human health and the environment. As summarized above and documented in the AR, the Facility met this objective by removing underground storage tanks, implementing Soil Vapor Extraction, excavating contaminated soil, and performing confirmatory sampling. There are no known or suspected remaining large, discrete sources of waste from which constituents would be released to the environment. Therefore, EPA has determined that this criterion has been met.
Balancing Criteria	Evaluation
1) Long-Term Effectiveness	The proposed remedy will maintain protection of human health and the environment over time by controlling exposure to the hazardous constituents remaining at the Facility. EPA's proposed remedy requires the compliance with and maintenance of land use and groundwater use restrictions at the Facility. The land use and groundwater use restrictions have already been implemented through the Covenant recorded in the chain of title of the deed for the Facility. The Covenant

	runs with the land and as such will be enforceable against future land owners.
2) Reduction of Toxicity, Mobility, or Volume of the Hazardous Constituents	The reduction of toxicity and volume of hazardous constituents at the Facility has already been achieved by UST closures and the SVE remediation efforts within Warehouse 3. The reduction of mobility of hazardous constituents at the Facility has been, and will continue to be, achieved by the warehouse roof and concrete floor utilized as an engineering control to prevent migration of contaminants through environmental media at this Facility.
3) Short-Term Effectiveness	EPA's proposed remedy does not involve any additional activities, such as construction or excavation, that would pose short-term risks to workers, residents, and the environment. In addition, the land use and groundwater use restrictions have already been implemented through the Covenant recorded in the chain of title of the deed for the Facility.
4) Implementability	EPA's proposed remedy is readily implementable. The Covenant has already been recorded and the components of EPA's proposed remedy are in place. Therefore, EPA does not anticipate any regulatory constraints in implementing its proposed remedy.
5) Cost	The proposed remedy is cost effective. The Covenant has already been recorded in the chain of title of the deed to the Facility. Therefore, there should be no additional costs associated with the proposed remedy.
6) Community Acceptance	EPA will evaluate Community acceptance of the proposed remedy during the public comment period and will be described in the Final Decision.
7) State/Support Agency Acceptance	PADEP approved the Act 2 Final Report for remedial activities at the Facility on March 6, 1997. EPA will evaluate further State acceptance based on any comments received from PADEP during the public comment period and will be described in the Final Decision.

VII. FINANCIAL ASSURANCE

EPA has evaluated whether financial assurance for corrective action is necessary to implement EPA's proposed remedy at the Facility.

Given that EPA's proposed remedy does not require any further engineering actions to remediate soil, groundwater or indoor air contamination at this time and given that the costs of maintaining institutional controls at the Facility are estimated to be less than \$10,000 per year and, therefore, will be minimal, EPA is proposing that no financial assurance for Corrective Action be required.

VIII. PUBLIC PARTICIPATION

Interested persons are invited to comment on EPA's proposed remedy. The public comment period will last thirty calendar days from the date that notice is published in a local newspaper. Comments may be submitted by mail, fax, e-mail, or phone to Mr. Kevin Bilash at the address listed below.

A public meeting will be held upon request. Requests for a public meeting should be made to Mr. Kevin Bilash at the address listed below. A meeting will not be scheduled unless one is requested.

The Administrative Record contains all the information considered by EPA for the proposed remedy at this Facility. The Administrative Record is available at the following location[s]:

U.S. EPA Region III
1650 Arch Street
Philadelphia, PA 19103
Contact: Mr. Kevin Bilash (3LC30)
Phone: (215) 814-2796
Fax: (215) 814 - 3113
Email: bilash.kevin@epa.gov

IX. INDEX TO ADMINISTRATIVE RECORD

- Preliminary Assessment, NUS Corporation, July 30, 1991
- Ashland Distribution Company. Division of Ashland, Inc. 2002. Section J: Corrective Action for Solid Waste Management Units. In Renewal Application for a Hazardous Waste Storage Permit. Rev: May 13, 2002; June 18, 2003; December 31, 2003.
- Environmental Strategies Corporation. 1996. Act 2 Final Report. Pittsburgh, Pennsylvania. December 13, 1996
- Environmental Covenant, Nexeo Solutions, LLC, December 5, 2012

Date: 8-12-14

Catherine A. Fikent for

John A. Armstead, Director
Land and Chemicals Division
US EPA, Region III

ATTACHMENT B
ENVIRONMENTAL COVENANT

9

Environmental Covenant

After recording, return to:
Chicago Title Insurance Company
Two Gateway Center, 19th Floor
603 Stanwix Street
Pittsburgh, PA 15222
135000DVT

When recorded, return to:
Nexeo Solutions, LLC.
9303 New Trails Drive
Suite 400
The Woodlands, TX 77381

REC'D DEPT. OF ENVIRONMENTAL PROTECTION
NOV 30 11:05

The County Parcel Identification No. of the Property: 27-001-0700.000

GRANTOR: Nexeo Solutions, LLC

PROPERTY ADDRESS: 150 Fourth Avenue, Freedom, PA 15042

ENVIRONMENTAL COVENANT

DATED November 27, 2012

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 (Department).

1. **Property affected.** The property affected (Property) by this Environmental Covenant is located in Freedom Borough, Beaver County, Pennsylvania.

The postal street address of the Property is: 150 Fourth Avenue, Freedom, PA 15042.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: N 40 41.575 and W 80 15.640.

The Property has been known by the following names: Ashland Chemical Company, Ashland Oil & Refining Company, Ashland Distribution Services Organization Facility.

The Department Land Recycling ID for the Property is 5-4-809-2300. The Property is also a U.S. Environmental Protection Agency Corrective Action facility identified by ID# PAD000797548.

A complete description of the Property is attached to this Environmental Covenant as Exhibit A. A map of the Property, with the tank locations and former product stored is attached to this Environmental Covenant as Exhibit B. A survey map of the actual area restricted by engineered controls is attached at Exhibit C.



CHICAGO TITLE/DN

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2. **Property Owner / GRANTOR / GRANTEE.** Nexeo Solutions, LLC (Nexeo) is the owner of the Property and the GRANTOR and GRANTEE of this Environmental Covenant.

3. The mailing addresses of the owner is:

Nexeo Solutions, LLC.
9303 New Trails Drive
Suite 400
The Woodlands, TX 77381

4. **Description of Contamination & Remedy.** The Nexeo facility is approximately 1.8 acres in size and consists of four buildings; Warehouses 1, 2, 3, and an office building. The facility receives containerized shipments of industrial and specialty chemicals and solvents, provides a service for the removal and disposition of hazardous wastes and transports customer's containerized wastes to an approved waste management site.

The locations and chemicals formerly contained within each of the underground storage tanks (USTs) are shown on Exhibit B. Each of the tanks had a capacity of 3000 gallons. In 1990, the ten (10) USTs were removed. Post excavation soil sampling indicated methylene chloride at 4,000 mg/kg and trichloroethene at 680 mg/kg exceeded the Statewide Health Standard of 2,400 mg/kg and 440 mg/kg respectively. In addition to the 10 former USTs, soil samples were taken near a former gasoline UST and a former diesel UST. No exceedances of volatile organic chemicals (VOCs) and petroleum products were noted in those areas. In November 1990, a soil vapor extraction system was installed to remediate the VOCs that remained bound with the soils. After 16 months of operation, approximately 330 lbs of VOCs were removed from the former UST cavity area.

The Department approved a Confirmatory Soil Sampling Investigation Work Plan on June 10, 1996. None of the confirmatory soil samples detected VOCs, specifically methylene chloride and trichloroethene, at concentrations above the Act 2 residential soil ingestion and inhalation standards. However, concentrations of selected contaminants exceeded the Act 2 soil to groundwater pathway medium specific concentration ("MSC") below Warehouse #3. The soil to groundwater pathway is considered incomplete only if the building, roof and concrete floor of Warehouse #3 remain in place.

Ashland Chemical Company received relief of liability for the constituents characterized in the Property soils under the former underground storage tank area under Warehouse #3.

On March 3, 1989, approximately 930 gallons of n-butyl acetate were released to the ground in the location of the aboveground storage tank used for storing n-butyl acetate near the southern side of Warehouse # 3. The storage tank was cleaned and removed from the site and the affected soil was excavated. During a follow-up

investigation, 8 soil borings were advanced in the area surrounding the former tank pad. Perched water was encountered in three of the borings at depths ranging from 2.9 to 4 feet below grade and a monitoring well was completed in each of these borings. Water samples collected from the B-5 well detected 1,2-dichloroethene 1,400 ug/L, tetrachloroethene (PCE) 2,500 ug/L, and toluene 1,200 ug/L at levels above the Statewide Health Standards for Organic Regulated Substances in Groundwater. Due to the elevated levels and shallow nature of this contamination, vapor intrusion is considered a potential exposure pathway. The activity & use limitations described below will remedy this concern.

The administrative file for remedial action undertaken at the Property, including additional information regarding the location and nature of contamination on the Property, is located at the Department's Southwest Regional Office, 400 Waterfront Drive, Pittsburgh PA 15222, under the Land Recycling ID 5-4-809-2300.

5. **Activity & Use Limitations.** The Property is subject to the following activity and use limitations, which the then current owner of the Property, and its tenants, agents, employees and other persons under its control, shall abide by:

- the Property shall only be used for non-residential purposes;
- withdrawal of groundwater for any reason is prohibited;
- the Warehouse #3 building, roof and concrete floor overlaying the former UST area shall be maintained;
- if excavation of the former UST or B-5 monitoring well area is to occur, an appropriate Health and Safety Plan (HSP) and Soil Management Plan (SMP) shall be developed. A copy of the HSP and SMP shall be submitted to the Department at least thirty (30) days prior to excavation work; and
- no building within 100 feet of the monitoring well B-5 shall be used as an occupied structure as taken within the context of the PADEP Land Recycling Program Technical Guidance Manual-Section IV.A.4. Vapor Intrusion into Buildings from Groundwater and Soil under the Act 2 Statewide Health Standard (habitable building, office, etc.) that would create a complete exposure pathway for vapor intrusion.

6. **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.

7. **Compliance Reporting.** After written request by the Department or by the end of every second January following the Department's approval of this Environmental Covenant, the then current owner of the Property shall submit, to the Department, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. In addition, within 1 month after any of the following events, the then current owner of the Property shall submit, to the

Department, written documentation of: any noncompliance with the activity and use limitations in this Environmental Covenant; transfer of the Property; changes in use of the Property; or filing of applications for building permits for the Property and any proposals for any site work, if the building or proposed site work will affect the contamination on the Property subject to this Environmental Covenant.

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

9. **Recording & Proof & Notification.** Within 30 days after the date of the Department's approval of this Environmental Covenant, Nexeo shall file this Environmental Covenant with the Beaver County Recorder of Deeds and send a file-stamped copy of this Environmental Covenant to the Department within 60 days of recording. Within that time period, Nexeo shall also send a file-stamped copy to each of the following: Beaver County Planning Office and Freedom Borough.

10. **Termination or Modification.** This Environmental Covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa. C.S. § 6509.

11. **Department's address.** Communications with the Department regarding this Environmental Covenant shall be sent to: Department of Environmental Protection, Southwest Regional Office, Environmental Cleanup Program Manager, 400 Waterfront Drive, Pittsburgh, PA 15222-4745.

12. **Severability.** The paragraphs of this Environmental Covenant shall be severable and should any part hereof be declared invalid or unenforceable, the remainder shall continue in full force and effect between the parties.

ACKNOWLEDGMENTS by Owner and Holder, in the following form:

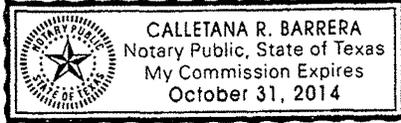
Date: 11/27/2012
Nexeo Solutions, LLC, Grantor, Grantee
By: Michael B. Farnell, Jr
Name: Michael B. Farnell, Jr
Title: EVP and Chief Legal Officer

Date: 12/5/12
APPROVED, by Commonwealth of Pennsylvania,
Department of Environmental Protection
By: David E. Eberle
Name: David E. Eberle
Title: Environmental Cleanup Manager

STATE OF TEXAS)
)
COUNTY OF MONTGOMERY) SS:

On this 27 day of NOVEMBER, 2012, before me, the undersigned officer, personally appeared Michael B. Farnell, Jr who acknowledged himself 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.



Calletana R Barrera
Notary Public

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

On this 5th day of December, 2012, before me, the undersigned officer, personally appeared David E. Eberle, who acknowledged himself to be the Environmental Cleanup Manager of the Commonwealth of Pennsylvania, Department of Environmental Protection, Southwest Regional Office, 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.

Flora E. Wilson
Notary Public

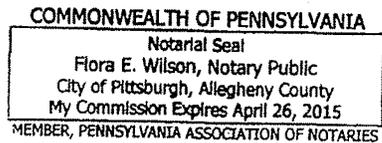


Exhibit A

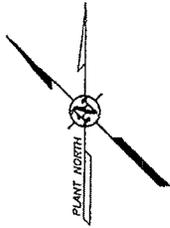
Property Description

All that certain parcel of land situate in the Third Ward of the Borough of Freedom, County of Beaver and Commonwealth of Pennsylvania, bounded and described as follows:

On the North by Fourth Avenue, formerly Harold Street; on the East by land of the Freedom Oil Company, formerly Freedom Oil Works Company; on the South by land of the Freedom Oil Company, formerly Freedom Oil Works Company and on the West by First Street, formerly Stewart Street and the East line of First Street if extended Southwardly to land of Freedom Oil Company aforesaid.

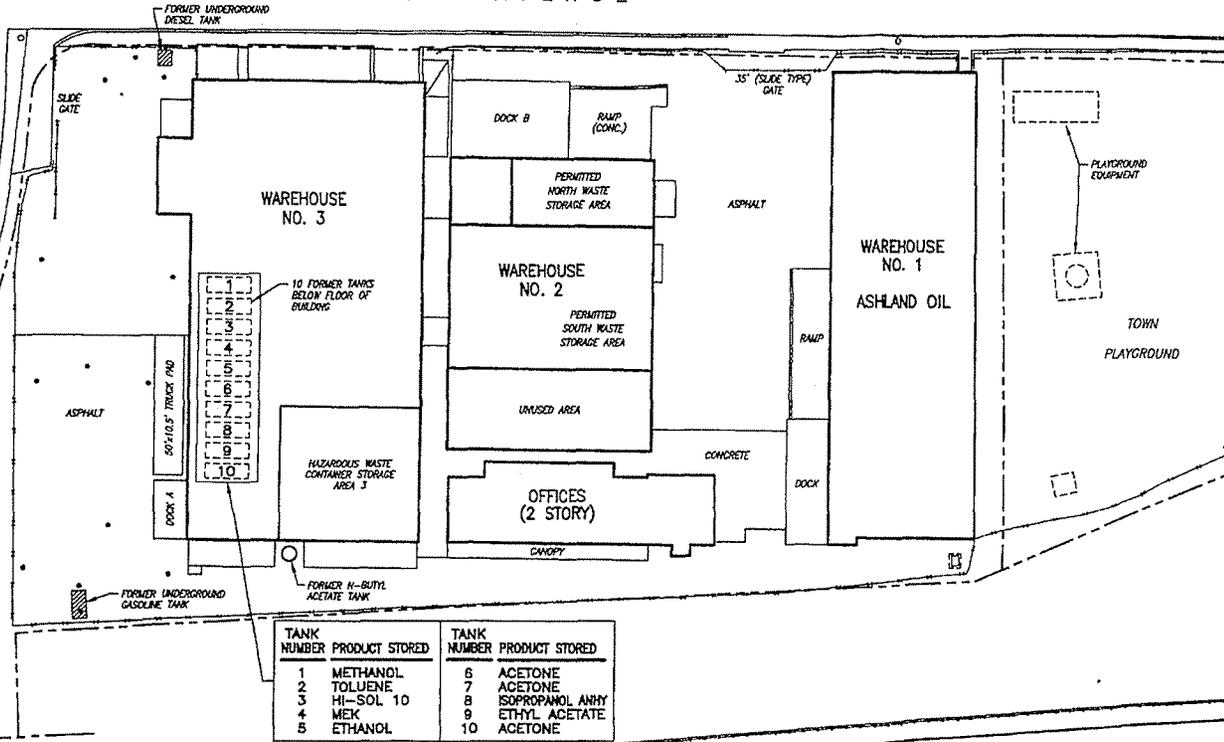
Being designated as Tax Parcel No. 27-001-0700.000

Exhibit B



4th AVENUE

CONSTITUTION WAY



WAREHOUSE NO. 3

10 FORMER TANKS BELOW FLOOR OF BUILDING

HAZARDOUS WASTE CONTAINER STORAGE AREA 3

WAREHOUSE NO. 2

PERMITTED SOUTH WASTE STORAGE AREA

WAREHOUSE NO. 1

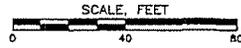
ASHLAND OIL

OFFICES (2 STORY)

TANK NUMBER	PRODUCT STORED	TANK NUMBER	PRODUCT STORED
1	METHANOL	6	ACETONE
2	TOLUENE	7	ACETONE
3	HI-SOL 10	8	ISOPROPANOL ANHY
4	MEK	9	ETHYL ACETATE
5	ETHANOL	10	ACETONE

ROUTE 65 (WEST BOUND LANE)
(EAST BOUND LANE)

REFERENCE:
ASHLAND CHEMICAL COMPANY DRAWING TITLED,
"STORMWATER CATCH BASIN LOCATIONS,"
DATED 8/27/91, DWG. NO. 7908-ZD-002,
REV. 2 DATED 4-20-92. SCALE: 1" = 20'.



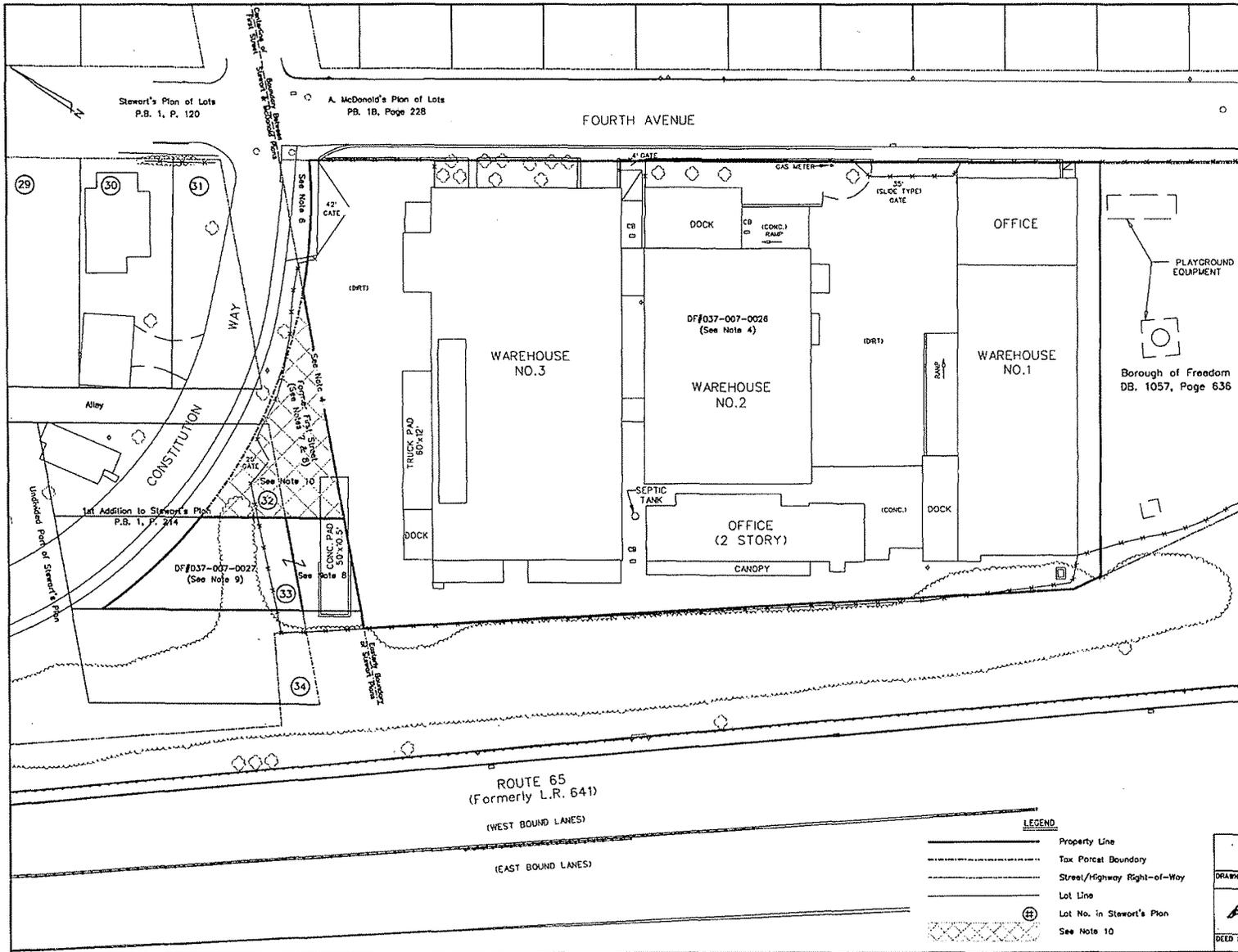
Form #: *RS* 020402
Checked:
Approved:
Drawing Number: 466776-B01

ASHLAND DISTRIBUTION COMPANY FACILITY
FREEDOM, PENNSYLVANIA
PREPARED FOR
ASHLAND INC.
DUBLIN, OHIO

Figure J-1
SITE LAYOUT

ENVIRONMENTAL STRATEGIES CORPORATION
Four Penn Center West, Suite 315
Pittsburgh, Pennsylvania 15278
(412) 767-5100

D:\DT\466-466776\Freedom\466776B01.dwg, 02/05/2002 03:25:51 PM, m.z.



- NOTES
- 1) The notes the format of this drawing is Metrication and the digital file name is W03002.dwg. General as explained below, it was prepared without benefit of a survey.
 - 2) The base map for the improvements on this drawing is Ashland Chemical Drawing No. 1903-02-001 (Rev'd-3/4/03).
 - 3) Except for the ordinary right-of-way line of Constitution Way, all other boundaries herein are shown in accord with recent plans and their location in the improvements are deduced from Survey No. 3-10-1548 by Kipper Besser, Inc., which defines the bulk of the deed for the adjoining property that is owned by the Borough of Freedom. The southerly line of Constitution Way was constructed 25 feet from its apparent location.
 - 4) This property was conveyed to James Sandherr, LLC by the deed recorded on 6/27/11 as Instrument #2305641, and to the extent of a tract of land that was bounded on the North by Fourth Avenue and the West by First Street.
 - 5) Although the notes in the above-cited deed states otherwise, this property is only part of the Parcel No. 27-001-07002000 which has a fixed area of 1,623 acres.
 - 6) This area is excluded from the above-cited deed and was previously leased for the establishment of Constitution Way. Although the details of the leasing are unknown, it apparently occurred sometime between 1923 & 1942, in conjunction with the construction of L.R. 641, now State Route 65.
 - 7) First Street was established as Stewart Avenue by Stewart's Plan of Lots and the Plan of its 1st Addition as recited in Part Book 1, Page 120 and 314, respectively. In obvious anticipation that the other half would come from the adjoining property, only the westerly half of Stewart Avenue was established by the plan of these subdivisions. The easterly half of this street was never extended to the south of Fourth Avenue, as the adjoining property was never platted.
 - 8) As evidenced by its inclusion within the above-cited tax parcel, this part of First Street was apparently closed/ceased after its construction with the other construction of Constitution Way. Upon such closure, the adjoining part of the street would have reverted/accrued to the site in the 1st Addition to Stewart's Plan of Lots.
 - 9) The property that is the subject of deed # 034-027-0027 is still owned by Ashland.
 - 10) Although included within the tax parcel, Ashland has no record that it ever owned that part of the 1st Addition to Stewart's Plan and is located between Lot 33 and the westerly line of Constitution Way.

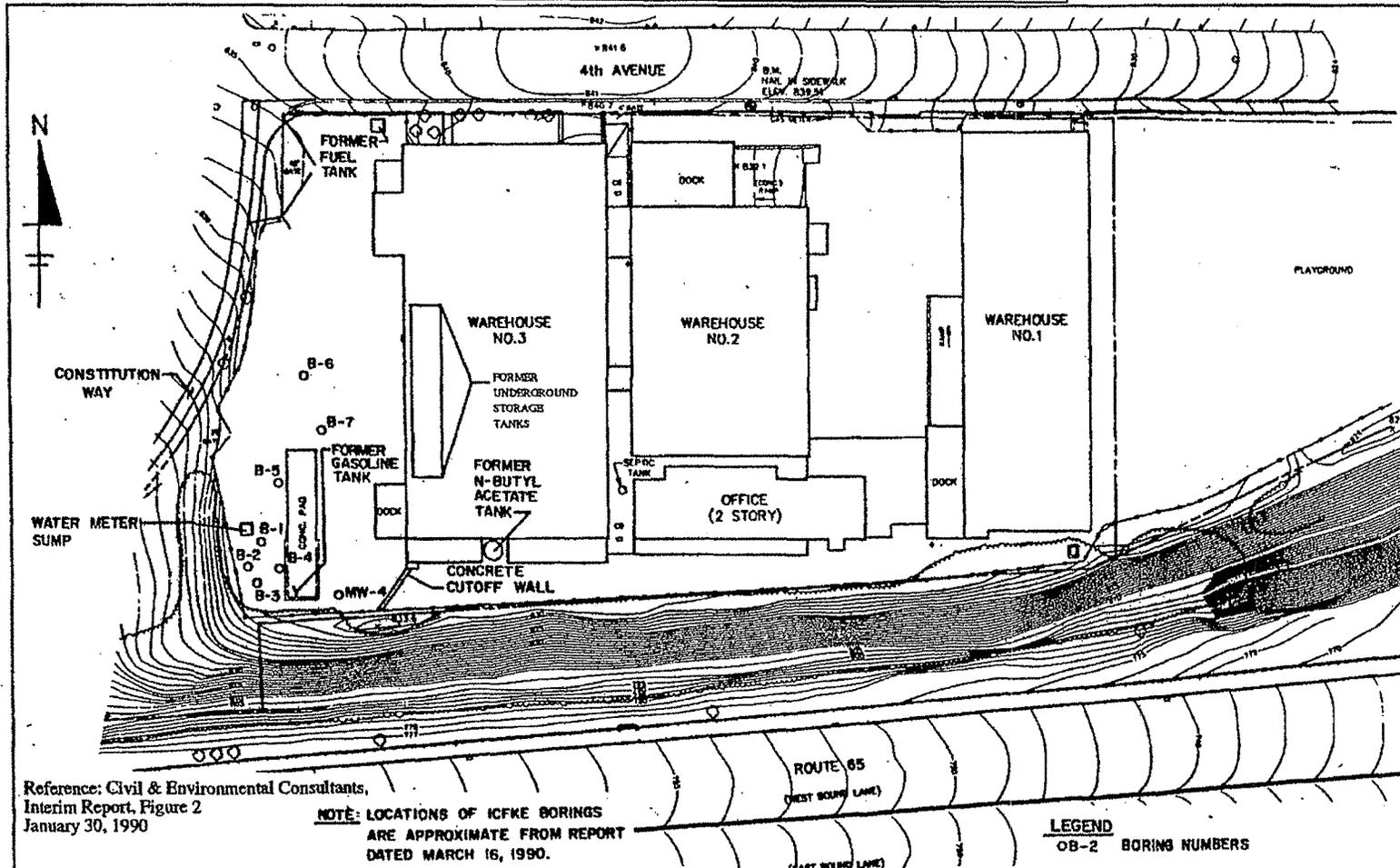
Exhibit C

The entire area is restricted from residential use and use of groundwater. Excavation restrictions apply to the former UST area within Warehouse No. 3 and excavation and occupation restrictions apply to the B-5 monitoring well area (see next page for location).

Former ADC Warehouse Facility
150 W. Fourth Avenue
Freedom, Beaver County, PA

GRAPHIC SCALE 1 INCH = 20 FEET	
DRAWN: 2-09-12	BY: L.R. Woltz
ASHLAND INC. CORPORATE REAL ESTATE LEXINGTON, KENTUCKY	
DEED FILE NO. 034-027-0026 & 0027	DRAWING NO. R.E.- 20263

Exhibit C



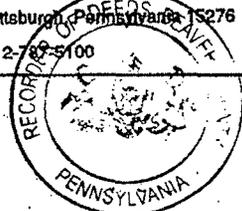
Reference: Civil & Environmental Consultants,
Interim Report, Figure 2
January 30, 1990

NOTE: LOCATIONS OF ICFKE BORINGS
ARE APPROXIMATE FROM REPORT
DATED MARCH 16, 1990.

LEGEND
OB-2 BORING NUMBERS



ENVIRONMENTAL STRATEGIES CORP.
Four Penn Center West, Suite 315
Pittsburgh, Pennsylvania 15276
412-789-5100



I hereby CERTIFY that this
document is recorded in the
Recorder's Office of
Beaver County, Pennsylvania

Janice Jaschke Beall

Figure 6
Soil Boring and Monitoring Well Locations
n-Butyl Acetate Remedial Investigation, 1989
Midland Chemical Company
Freedom, Pennsylvania

This Document Recorded
02/21/2013
02:12:07 PM
Instrument: ENVR

Instr #: 3436007
Receipt #: 2013742924
Rec Fee: \$28.50
Beaver County, Recorder of Deeds