

ENVIRONMENTAL COVENANT

This is an environmental covenant executed pursuant to the Uniform Environmental Covenants Act, West Virginia Code Chapter 22, Article 22B, to restrict the activities on, and uses of, the following described property:

A portion of that certain property described in a deed of record in the office of the clerk of the County Commission of Marshall County (Tax Maps 27 and 28) and Wetzel County (Tax Map 23), and located at 17595 Energy Road, Proctor, West Virginia 26055 (the "Property"); specifically, the site identified as the Industrial Use Boundaries approximately 135 acres of Ohio River alluvial bottomland described on the attached map (Attachments A, B, C and D). It is bordered on the east by West Virginia State Route 2 (with the exception of a portion of Parcel 20 of Tax Map 27, on the north by coordinate S61 22W, on the west by the Ohio River and on the south by coordinate N72 40 16E, less the Air Products & Chemicals site (Parcels 17 and 18 of Tax Map 27) and is not owned by Covestro LLC.

Activities on and uses of the above-described property that may result in excessive human exposure or in the release of a contaminant that was contained as part of the remedial action related to this covenant are prohibited. Those activities and uses include, but are not limited to:

- 1) Uses of the property for any purposes other than nonresidential as defined by the West Virginia Voluntary Remediation and Redevelopment Act (W.Va. Code §22-22-2(q)).
- 2) Extraction of groundwater at the Property for any purpose other than industrial use as non-contact cooling water, use in cleaning of wastewater and RCRA areas, and the operation, maintenance, and monitoring activities required by West Virginia Department of Environmental Protection ("WVDEP") and /or Environmental Protection Agency ("EPA").
- 3) All earth moving activities, including excavation, drilling/penetration and construction in the areas at the Property where any contaminants remain in soils unless such excavation, drilling/penetration and construction is conducted by an individual (in house or contracted) who is experienced and knowledgeable about releases and exposures to contaminants known to exist at the site. This individual will be required to perform the work in accordance with a site-specific Health and Safety and Soil Management Plan approved by WVDEP in August of 2014 or subsequent approved revisions. This plan will detail how excavated soils will be managed during any future subsurface activities. In addition, all soils that are to be disposed of will be sampled and disposed of in accordance with State and Federal regulations. It will also be required to remediate the disturbed area in a manner which assures that an equivalent amount of engineering control of the site is achieved at the conclusion of the work. Attachments C and D shows the

outline and coordinates of SWMU Group A and the final approved remedy included a requirement to leave the waste in place and install an engineered cover.

- 4) Installation of any new water wells on the Property unless prior written consent is obtained from WVDEP / EPA.
- 5) Uses of the Property in a way that will adversely affect or interfere with the integrity and protectiveness of the final remedy.

The owner of record of the Property, and its contact information, is:

Covestro LLC
1 Covestro Circle
Pittsburgh, PA 15205
Attn: General Counsel

The following entity is the holder of this covenant:

Covestro LLC
1 Covestro Circle
Pittsburgh, PA 15205
Attn: General Counsel

The facts regarding the remediation activities at this Property are:

The facility was constructed in 1954 by Mobay Corporation to produce polyester resin and isocyanates. Mobay Corporation changed its name to Miles Inc. in 1992 which subsequently changed its name to Bayer Corporation in 1995. Until 2015, the Facility was part of Bayer Material Science LLC, which was a subsidiary of Bayer Corporation. On January 1, 2015, the ownership of Bayer Material Science LLC was transferred to MS Holding B.V., which is a subsidiary of Covestro AG. On September 1, 2015, Bayer Material Science LLC changed its name to Covestro LLC and has been divested as a separate company.

Groundwater sampling has been conducted at the Property since 1985 and has indicated environmental impacts to the alluvial aquifer from volatile and semi volatile organic compounds (VOCs and SVOCs). The alluvial aquifer beneath the Property has been pumped by three (3) groundwater recovery wells since 1986. In addition, an adjacent industrial facility extracts groundwater periodically from a production well at the northwest corner of the Property. Under pumping conditions, groundwater flow within the alluvial aquifer is radial toward the center of the Facility under the main plant area, with induced river flow becoming the main source of aquifer recharge. In 2013, two additional groundwater extraction wells were added on line near Solid Waste Management Unit (SWMU) Group A to minimize potential impacts from this unit.

With respect to Property soils, all contaminated soil is below the surface and contained within the Property. There is no direct exposure of industrial workers to subsurface soil under current land use. Direct exposure of construction/excavation workers is and must be controlled by a Soil Management Plan.

The groundwater pumping employed at the Property has been a primary tool in effectively and reliably protecting public health and the environment. Minimum pumping rates of 130 to 180 gpm (total of all wells) have proven effective in containing the groundwater plume on-site.

In addition to the foregoing use restrictions/prohibitions, the following obligations and requirements shall also be met:

- 1) The facility shall comply with the Groundwater Monitoring Plan approved by WVDEP in August of 2014 or subsequent approved revisions. The contaminated groundwater capture and treatment program will be maintained until such time that the facility can demonstrate that the concentration of constituents in the groundwater are below Maximum Contaminant Levels (MCLs) or WVDEP acceptable limits.
- 2) The facility will maintain its groundwater monitoring program to demonstrate that the inward gradient is maintained and that the contaminant mass is being reduced.
- 3) The facility will amend this covenant should a final remedy be approved for any remaining SWMUs that involve leaving waste in place.

The owner(s) of the Property shall provide written notice to the holder, the Secretary of the West Virginia Department of Environmental Protection (WVDEP), and the United States Environmental Protection Agency, Region III (EPA Region III) within ten (10) days following transfer of a specified interest in the property subject to this covenant, changes in use of the property, application for building permits regarding the property, or proposals for any significant site work affecting the contamination on the property

The owner(s) shall conduct inspections of the property to monitor compliance with this covenant at least one time per year and shall submit two (2) signed copies of the inspection monitoring report to the WVDEP, DWWM headquarters in Charleston, WV, and EPA Region III within thirty (30) days of the inspection.

This covenant shall not be amended, modified, or terminated except by written instrument executed in accordance with W.Va. Code §22-22B-9 or §22-22B-10, by and between the owner(s) at the time of the proposed amendment, modification, or termination; the Secretary of WVDEP; EPA Region III; and the holder of this covenant. Additionally, the then current owner(s) of the property shall provide the Secretary of WVDEP and EPA Region III written

notice of the pendency of any proceeding or any proceeding that could lead to a foreclosure, as referred to in W.Va. Code §22-22B-9(a)(4), within seven (7) days of the owner's receiving notice of the pendency of such proceedings. Within five (5) days of executing an amendment, modification, or termination of this environmental covenant, the owner shall record such amendment, modification, or termination with the Clerk of the County Commission, and within five (5) days thereafter, the owner shall provide a true copy of the recorded amendment, modification, or termination to the Secretary of WVDEP.

The administrative record for the environmental response project reflected in this covenant is maintained in the United States Environmental Protection Agency, 1650 Arch Street, Philadelphia, PA 19103-2029 and is entitled:

Covestro LLC (formerly Bayer Material Science, LLC)
EPA ID #WVD056866312

WVDEP and EPA Region III are granted full right of access to the property for the purpose of implementation or enforcement of this covenant.

Pursuant to W.Va. Code §22-22B-11(a), a civil action for injunctive or other equitable relief for violating this covenant may be maintained by EPA.

All restrictions and other requirements described in this covenant shall run with the land and shall be binding upon all holders and the current owner and their grantees, lessees, authorized agents, employees, or persons acting under their direction or control.

WITNESS WHEREOF, the following holder has executed this covenant on the dates indicated.

Covestro LLC

Printed Name: Craig A. Graybill

Title: Vice-President and General Plant Manager

Craig A. Graybill
Signature

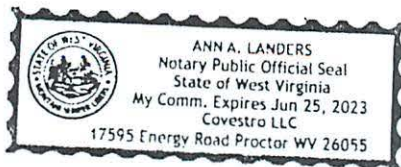
27 March 2019
Date

I, Ann A. Landers, a Notary Public in and for the County of Marshall, State of West Virginia, do hereby certify that the holder(s) whose name is signed above, this day executed this document in my presence or this day acknowledged same to be true act and deed of said holder(s).

Given under my hand this the 27th day of March, 2019.

My commission expires June 25, 2023.

Ann A. Landers
Notary Public



List of Attachments:

- Attachment A - Covestro Plant Site - Restricted Area - Drawing
- Attachment B - Covestro Plant Site - Restricted Area - List of Coordinates
- Attachment C - Covestro Plant Site - Boundary of Waste Area - Drawing
- Attachment D - Covestro Plant Site - Boundary of Waste Area - List of Coordinates\

West Virginia Department of Environmental Protection

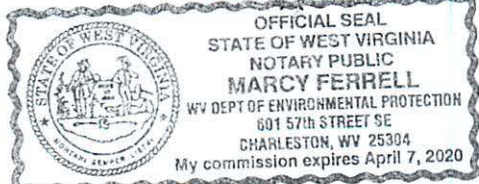
Printed Name: Harold D. Ward

Title: Acting Director, Division of Water and Waste Management

Harold D. Ward Signature 4-2-19 Date

I, Marcy Ferrell, a Notary Public in and for the County of Kanawha, State of West Virginia, do hereby certify that Harold D. Ward, whose name is signed above as the representative of the agency, this day executed this document in my presence or this day acknowledged same to be true act and deed of said holder(s).

Given under my hand this the 2nd day of April, 2019.
My commission expires April 7, 2020.



Marcy Ferrell
Notary Public

The Clerk will return the recorded document to:

Harold D. Ward, Acting Director
WVDEP, DWWM
601 57th Street SE
Charleston, WV 25034

Marshall County
Jan Pest, Clerk
Instrument 1453326
04/24/2019 @ 04:12:53 PM
MISCELLANEOUS
Book 38 @ Page 140
Pages Recorded 10
Recording Cost \$ 17.00

File: S:\C3D-SURVEYORS JOBS\2018\18-0099 Covestro Resrictive Areas\DWG\18-0099-CovestroFinal-03-26-19.dwg
 Plot Date/Time: Mar 26, 2019 - 4:11pm
 Plotted By: vmdawson

PINK 0038 PAPER 11.5



**AREA OF
 ENVIRONMENTAL COVENANT
 131.791 ACRES**

 SWMU_Group_A_Area
 Covestro_Property_Boundary



POTESTA
POTESTA & ASSOCIATES, INC.
 ENGINEERS AND ENVIRONMENTAL CONSULTANTS
 7012 MacCorkle Avenue SE, Charleston, WV 25304
 TEL: (304) 342-1400 FAX: (304) 343-9031
 E-Mail Address: potesta@potesta.com

Project		<i>COVESTRO PLANT SITE</i>	
Scale	1"=600'	Dwg. No.	EXHIBIT-A
Date	12/05/18		

File: S:\C3D-SURVEYORS\JOBS\2018\18-0099 Covestro Resreictive Areas\DWG\18-0099-CovestroFinal-03-26-19.dwg
 Plot Date/Time: Mar 26, 2019 - 4:11pm
 Plotted By: vmdawson

Point Table			Point Table			Point Table			Point Table		
Point #	Latitude	Longitude	Point #	Latitude	Longitude	Point #	Latitude	Longitude	Point #	Latitude	Longitude
1	39.72418122	-80.8266797	26	39.72177284	-80.8295223	51	39.73116446	-80.8342752	76	39.72755778	-80.8285105
2	39.72412682	-80.8267987	27	39.72259364	-80.8300764	52	39.73111775	-80.8342382	77	39.72744666	-80.8287382
3	39.72395518	-80.8266675	28	39.72279906	-80.8302397	53	39.73121493	-80.8340800	78	39.72682418	-80.8282403
4	39.72394717	-80.8266819	29	39.72277096	-80.8303018				79	39.72689877	-80.8280828
5	39.72374689	-80.8265013	30	39.72345485	-80.8308834	55	39.73003388	-80.8328971	80	39.72684994	-80.8280440
6	39.72375807	-80.8264704	31	39.72410108	-80.8315332	56	39.73021664	-80.8325017	81	39.72687512	-80.8279909
7	39.72318465	-80.8260235	32	39.72414371	-80.8314976	57	39.73022176	-80.8325054	82	39.72644378	-80.8276481
8	39.72336762	-80.8255953	33	39.72426942	-80.8317012	58	39.73024271	-80.8324574	83	39.72636912	-80.8278035
9	39.72289512	-80.8252356	34	39.72572593	-80.8331716	59	39.73023952	-80.8324536	84	39.72620139	-80.8276689
10	39.72271714	-80.8256504	35	39.72577330	-80.8331016	60	39.73069962	-80.8314820	85	39.72621525	-80.8276374
11	39.72199447	-80.8251036	36	39.72608563	-80.8334329	61	39.73038947	-80.8311015	86	39.72613232	-80.8275615
12	39.72194424	-80.8252430	37	39.72627802	-80.8330818	62	39.73022738	-80.8309141	87	39.72607320	-80.8275798
13	39.72104811	-80.8248164	38	39.72786101	-80.8345091	63	39.73005696	-80.8307396	88	39.72606413	-80.8276616
14	39.72058342	-80.8263284	39	39.72792513	-80.8346170	64	39.72915564	-80.8298716	89	39.72562942	-80.8273220
15	39.71950840	-80.8258239	40	39.72798205	-80.8345679	65	39.72899247	-80.8299128	90	39.72560485	-80.8273688
16	39.71907228	-80.8273776	41	39.72801057	-80.8346345	66	39.72894691	-80.8298753	91	39.72476100	-80.8267029
17	39.71921310	-80.8274818	42	39.72884580	-80.8353988	67	39.72885840	-80.8298458	92	39.72459671	-80.8267036
18	39.71942200	-80.8275956	43	39.73116417	-80.8372101	68	39.72815267	-80.8292869	93	39.72442901	-80.8265726
19	39.71951410	-80.8276607	44	39.73120702	-80.8366301	69	39.72824903	-80.8290813	94	39.72437984	-80.8266780
20	39.71989384	-80.8279264	45	39.73145150	-80.8361081	70	39.72811999	-80.8289589	95	39.72435884	-80.8266619
21	39.72026294	-80.8282160	46	39.73133263	-80.8352937	71	39.72813580	-80.8289260	96	39.72432376	-80.8267386
22	39.72096207	-80.8288595	47	39.73162272	-80.8346870	72	39.72789023	-80.8287011	97	39.72431490	-80.8267318
23	39.72120146	-80.8290682	48	39.73137731	-80.8344973	73	39.72787378	-80.8287301	98	39.72429787	-80.8267691
24	39.72144874	-80.8292608	49	39.73138419	-80.8344817	74	39.72770970	-80.8285810			
25	39.72178026	-80.8295044	50	39.73115336	-80.8342987	75	39.72769061	-80.8286154			



POTESTA & ASSOCIATES, INC.
 ENGINEERS AND ENVIRONMENTAL CONSULTANTS

7012 MacCorkle Avenue SE, Charleston, WV 25304

TEL: (304) 342-1400 FAX: (304) 343-9031

E-Mail Address: potesta@potesta.com

Project

**COVESTRO PLANT SITE
 POINT TABLE**

Scale **NO SCALE**

Dwg. No.

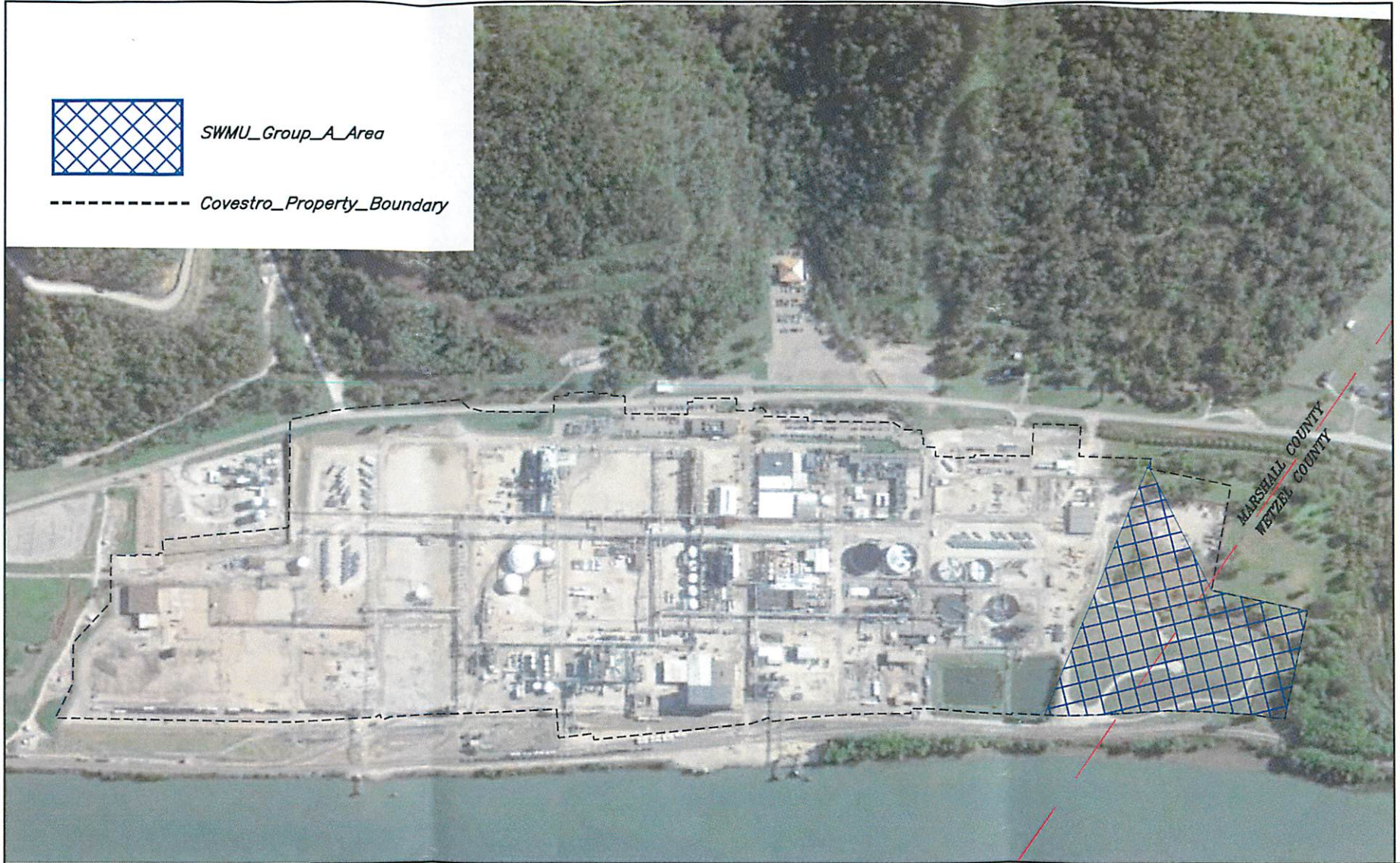
Date **12/05/18**

EXHIBIT-B

PANK 0 0 3 8 DATE 0 1 1 7

File: S:\C3D-SURVEYORS JOBS\2018\18-0099 Covestro Resreictive Areas\DWG\18-0099-CovestroFinal-03-26-19.dwg
Plot Date/Time: Mar 26, 2019 - 4:11pm
Plotted By: vrmawson

BOOK 0-038 PAGE 0118



SWMU_Group_A_Area



Covestro_Property_Boundary



POTESTA & ASSOCIATES, INC.
ENGINEERS AND ENVIRONMENTAL CONSULTANTS

7012 MacCorkle Avenue SE, Charleston, WV 25304
TEL: (304) 342-1400 FAX: (304) 343-9031
E-Mail Address: potesta@potesta.com

Project

COVESTRO PLANT SITE

Scale 1"=600'

Date 12/05/18

Dwg. No.

EXHIBIT-C

Point Table				Point Table			
Point #	Latitude	Longitude	Point #	Latitude	Longitude	Point #	Latitude
11	39.72199447	-80.8251036	19	39.71951410	-80.8276607		
12	39.72194424	-80.8252430	20	39.71989384	-80.8279264		
14	39.72058342	-80.8263284	21	39.72026294	-80.8282160		
15	39.71950840	-80.8258239	22	39.72096207	-80.8288595		
16	39.71907228	-80.8273776	23	39.72120146	-80.8290682		
17	39.71921310	-80.8274818	24	39.72144874	-80.8292608		
18	39.71942200	-80.8275956					

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 27th day of March, 2019, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 24th day of April, 2019 at 4:12 o'clock P M.

TESTE: [Signature] Clerk



POTESTA & ASSOCIATES, INC.
 ENGINEERS AND ENVIRONMENTAL CONSULTANTS

7012 MacCorkle Avenue SE, Charleston, WV 25304
 TEL: (304) 342-1400 FAX: (304) 343-9031
 E-Mail Address: potesta@potesta.com

Project

COVESTRO PLANT SITE

Scale 1" = 600'

Date 12/05/18

Dwg. No.

EXHIBIT-D