HIGHWAY AUTHORITY AGREEMENT

This Agreement is entered into this 3 day of February, 2015 pursuant to 35 Ill. Adm. Code 742.1020 by and between the Premcor Refining Group, Inc. (Premcor) and City of Peoria ("Highway Authority"), collectively known as the "Parties."

WHEREAS, Premcor was the operator of one or more leaking underground storage tanks presently or formerly located at 2424 West (formerly 4805 North) War Memorial Drive, Peoria, Peoria County, Illinois ("the Site");

WHEREAS, as a result of one or more releases of contaminants from the above referenced underground storage tanks ("the Release"), soil and groundwater contamination at the Site exceeds the Tier 1 residential remediation objectives of 35 Ill. Adm. Code 742;

WHEREAS, the soil and groundwater contamination exceeding Tier 1 residential remediation objectives extends or may extend into the Highway Authority's right-of-way;

WHEREAS, the former Operator, Premcor, is conducting corrective action in response to the Release(s);

WHEREAS, the Parties desire to prevent groundwater beneath the Highway Authority's right-of-way that exceeds Tier 1 remediation objectives from use as a supply of potable or domestic water and to limit access to soil within the right-of-way that exceeds Tier 1 residential remediation objectives so that human health and the environment are protected during and after any access;

NOW, THEREFORE, the Parties agree as follows:

- 1. The recitals set forth above are incorporated by reference as if fully set forth herein.
- 2. The Illinois Emergency Management Agency has assigned incident numbers 890437, 910437, 20010411, 20020052, and 20110135 to the Release(s).
- 3. Attached as Exhibit A is a scaled map prepared by the former Operator that shows the Site and surrounding area and delineates the current and estimated future extent of soil contamination above the applicable Tier 1 residential remediation objectives as a result of the Release. The map in Exhibit A also shows the area of the Highway Authority's right-of-way that is governed by this agreement ("Right-of-Way"). Because these maps are not surveyed plats, the Right-of-Way boundary is an approximation of the actual Right-of-Way lines.
- 4. Attached as Exhibit B is a table prepared by the former Operator that lists each contaminant of concern that exceeds its Tier 1 residential remediation objective, its Tier 1 residential remediation objective and its concentrations within the zone where Tier 1 residential remediation objectives are exceeded. The locations of the concentrations listed in Exhibit B are identified on the map in Exhibit A.
- 5. The Highway Authority stipulates it has jurisdiction over the Right-of-Way that gives it sole control over the use of the groundwater and access to the soil located within or beneath the Right-of-Way.

- 6. The Highway Authority agrees to prohibit within the Right-of-Way all potable and domestic uses of groundwater exceeding Tier 1 residential remediation objectives per Ordinance No. 16,734 Amending Chapter 31, Schedule A, of the Code of the City of Peoria.
- 7. Premcor will pay all costs incurred by Highway Authority in the management and disposal of petroleum contaminated soil and groundwater found within the Highway Authority's right-of-way.
- 8. The Highway Authority further agrees to limit access by itself and others to soil within the Right-of-Way exceeding Tier 1 residential remediation objectives. Access shall be allowed only if human health (including worker safety) and the environment are protected during and after any access. The Highway Authority may construct, reconstruct, improve, repair, maintain and operate a highway upon the Right-of-Way, or allow others to do the same by permit. In addition, the Highway Authority and others using or working in the Right-of-Way under permit have the right to remove soil or groundwater from the Right-of-Way and dispose of the same in accordance with applicable environmental laws and regulations. The Highway Authority agrees to issue all permits for work in the Right-of-Way, and make all existing permits for work in the Right-of-Way, subject to the following or a substantially similar condition:

As a condition of this permit for work in the Site's Right-of-Way, the permittee (any person to whom a permit is granted) shall request the office issuing this permit to identify sites in the Right-of-Way where a Highway Authority Agreement governs access to soil that exceeds the Tier 1 residential remediation objectives of 35 Ill. Adm. Code 742. The permittee shall take all measures necessary to protect human health (including worker safety) and the environment during and after any access to such soil.

- 9. This agreement shall be referenced in the Agency's no further remediation determination issued for the Release(s).
- 10. The Agency shall be notified of any transfer of jurisdiction over the Right-of-Way at least 30 days prior to the date the transfer takes effect. This agreement shall be null and void upon the transfer unless the transferee agrees to be bound by this agreement as if the transferee were an original party to this agreement. The transferee's agreement to be bound by the terms of this agreement shall be memorialized at the time of transfer in a writing ("Rider") that references this Highway Authority Agreement and is signed by the Highway Authority, or subsequent transferor, and the transferee.
- 11. This agreement shall become effective on the date the Agency issues a no further remediation determination for the Release(s). It shall remain effective until the Right-of-Way is demonstrated to be suitable for unrestricted use and the Agency issues a new no further remediation determination to reflect there is no longer a need for this agreement or until the agreement is otherwise terminated or voided.
- 12. In addition to any other remedies that may be available, the Agency may bring suit to enforce the terms of this agreement or may, in its sole discretion, declare this agreement null and void if any of the Parties or any transferee violates any term of

this agreement. The Parties or transferee shall be notified in writing of any such declaration.

- This agreement shall be null and void if a court of competent jurisdiction strikes 13. down any part or provision of the agreement.
- This agreement supersedes any prior written or oral agreements or understandings 14. between the Parties on the subject matter addressed herein. It may be altered, modified or amended only upon the written consent and agreement of the Parties.
- 15. Any notices or other correspondence regarding this agreement shall be sent to the Parties at following addresses:

Thomas A. Henninger, Unit Manager Leaking Underground Storage Tank Section Division of Remediation Management Bureau of Land Illinois Environmental Protection Agency P.O. Box 19276 Springfield, IL 62974-9276

Tim Mauntel **Environmental Remediation Specialist** The Premcor Refining Group Inc. 201 E. Hawthorne Street Hartford, IL 62048

Mike Rogers, P.E. Director of Public Works 3505 N Dries Lane Peoria IL 61604-1210

IN WITNESS WHEREOF, the Parties have caused this agreement to be signed by their duly authorized representatives.

CITY OF PEORIA

Date: 1-27-15

FORMER OPERATOR

Donald B. List Corp. Counsel City Penia

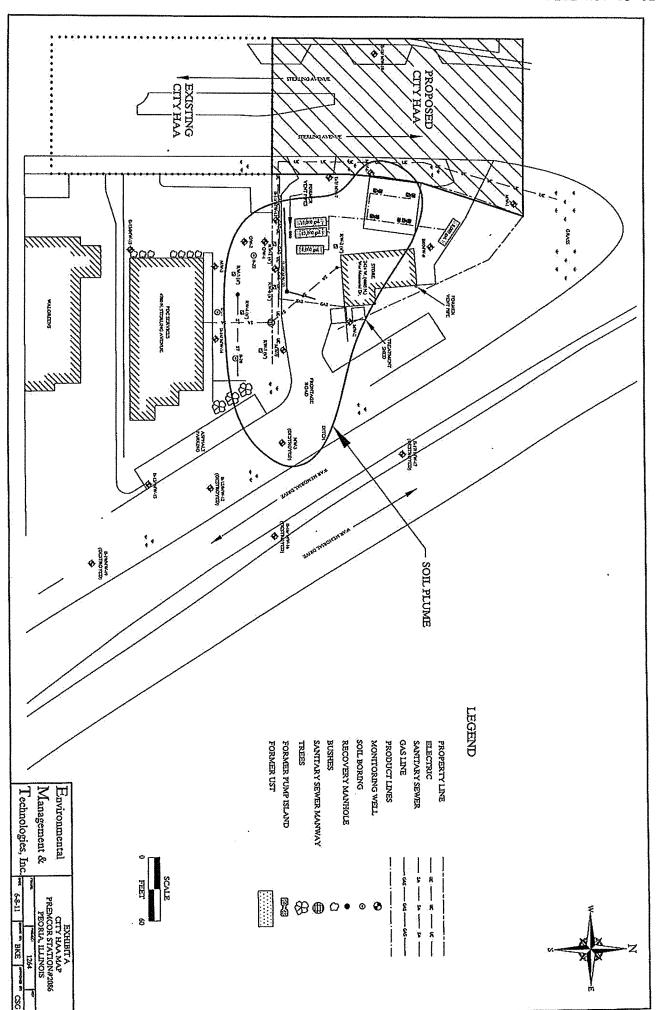


Exhibit B
Table 1. Soil Analytical Results
35 IAC Part 742 TIER 1 ROs

Client: The Premeor Refining Group, Inc.	ning Group, Is	3						35 IAC 1	35 IAC Part 742 TIER 1 ROs	ROS					!	· Wood in	:		:
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Anthracene	610,000	7	610,000	,	2,300		12,000	59,000	BDL	TOB	BDL	JOB	JUB	BDL	BDL	308	30	30g	BDL
Phenanthrene	,	ļ.	,	,		,	2	,	BDL	3DL	BDL	BDL	BDL	BDL	BDL	BDL	Ta8	BDL	BDL
Fluoranthene	82,000	2	82,000	,	3,100	*	4.300	21,000	BDL	BDL	BDL	BDL	Jaa	3GB	BDL	108	BDL	BDL	708
Pyrene	61,000	2.	61,000	,	2,300		4,200	21,000	BDL	BDL	BDL	BDL	BDL	3DE	BDL	BDL	BDL	70g	198
Chrysene	780	,	17,000	,	0.88		166	88	BDL	BDL	BDL	BDL	Jag	TOB	BDL	BDL	BDL	BDL	BDL
Benzo(a)Anthracene	8	2.	170	,	0.9	,	13	8	BDL	BDL	BDL	BDL	3DL	BDI.	BDL	BDL	BDL	3DL	BDL
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Bcnzo(g.h.l)pcrylene	-	ļ	,	-	*	,	,		BDL	BDL	BDL	BDL	BDL	BDL	BDL	3DL	BDL	BDL	BDL

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35 IAC Part 742 TIER 1 ROs

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Exhibit B
Table 1. Soil Analytical Results
35 IAC Part 742 TIER 1 ROs

Benzo(b)fluoranthene	Benzo(a)pyrene	Benzo(a)anthracene	Anthracene	Accnaphthylene	Acenaphthene	PNA's	MTBE	Xylenes (total)	Ethylbenzene	Toluene	Benzene	BTEX					Pyrene	Phenanthrene	Naphthalene	Indeno(1,2	Fluorene	Fluoranthene	Dibenzo(a)	Chrysene	Benzo(k)flu	Benzo(c.h.i	Benzo(b)fluoranthene	Benzo(a)pyrene	Benzo(a)anthracene	Anthracene	Acenaphthylene	Acenaphthene	PNA's	MTBE	Xylenes (total)	Ethylbenzene	Toluene	Benzene	втех				Client: Th Site: 2424
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TOB	JUB	3DL	BDL	108	BDL	AVAIVANT AV	BDL	BDL	BDL	BDL	BDL	170 × 120 m		2/16/2011	ež	1264-74	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	3DL	BDL	BDL	BDL	BDL	BDL	BDL	BDL		BDL	0.0532	0.0135	0.00968	BDL	57		2/15/2011	1264-63	ing ing
BDL	3DL	BDL	BDL	BDL	3DL		BDL	BDL	BDL	BDL	3DE	Contract of the same		2/16/2011	o,	1264-75	BDL	BDL	BDL	BDL	JDB	JDB	BDL	BDL	BDL	BDL	JUB	BDL	BDL	BDL	BDL	Jdg		BDL	BDL	BDI	0.00744	BDL			2/15/2011	1264-64	Consultant: Environmental Management & Technologies, Inc Onsite Sampling
BDL	BDL	BDL	BDL	BDL	BDL		BDL	BDL	BDL	0.0057	BDL			2/16/2011	¢,	1264-76	BDL	BDL	BDL	BDL	8DL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	TOB	708		BDL	0.128	0.0623	0.0806	0.0651			2/15/2011	1264-65	nent & Tech
																	BDL	BDL	6.04	BDL.	30L	BDL	BDL	BDL	BDL	30E	BDL	BDL	3DL	708	708	108		308	215	44.8	48.4	2.63			2/15/2011	1264-66	nologies, Inc

Client: The Premoor Refining Group, Inc.
Site: 2424 W. (formerly 4805 N.) War Memorial Drive Pooria, Illinois

Exhibit B

Table 1. Soil Analytical Results 35 IAC Part 742 TIER 1 ROs

Consultant: Environmental Management & Technologies, Inconsite Sampling

[\varphi	ড	12	THE	শি	नि	Τ Θ	10	Īω	m
Pyrene	henanthrene	aphthalene	ideno(1,2,3-cd)pyrene	luorene	luoranthene	ibenzo(1.h)anthracene	Chrysene	enzo(k)fluoranthene	Benzo(p.h.i)perylene
61,000	,	41,000	s	82,000	\$2,000	8.0	780	78	<u> </u>
ľ		270	,	,	,	,	,		,
61,000		4,100	170	82,000	82,000	17	17,000	1,700	~
,	,	1.8	,	2		,	,	~	ľ
2,300	,	1,600	0.9	3,100	3,100	0.09	88	٥	ľ
,	ł	170	,	ı		~	1	2	ł
4,200	,	12	14	560	4.300	2	160	49	,
21,000	ą	81	69	2,800	21,000	76	800	250	*
BDL	JOB	243	BDL	BDL	BDL	BDL	BDL	BDL	BDL
BDL	BDL	14.6	BDL	BDL),TOB	BDL	BDL	BDL	BDL
BDL	BDL	1.33	TOB	TOB	TOTB	BDL	BDL	BDL	BDL
BDL	BDL	9.25	3DL	BDL	BDL	BDL	BDL	BDL	Jdg
BDL	JGB	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL
BDL	3DL	Tag	BDL	BDL	BDL	BDL	JGB	BDL	BDL
BDL	BDL	BDL	BDL	BDL	BDL	3DE	BDL	BDL	BDL
BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL
BDL	JUB	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL
BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL	BDL

All results in parts per million (mg/kg) unless noted otherwise *Illinois EPA TIER I Soil Remediation Objectives (SROs); 35 IAC 742

BDL = Below Detection Limit, nro = No Remediation Objective, na = Not Analyzed a = Curcinogenic b = Noncarcinogenic