

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: 2014-002923  
Instrument Type: COVENANT

Receipt Date: 7/03/2014  
Receipt Time: 11:17:52  
Receipt No.: 201968

Book#: 2014 Page#: 2923

Receipt Distribution

Fee/Tax Description	Payment Amount
COVENANT	37.00
COVENANT - WRIT	.50
J.C.S. / A.T.J.	23.50
CO IMPROVEMENT FND	2.00
REC. IMPRVMT FUND	3.00
<hr/>	
Check# 17625	\$66.00
Total Received.....	\$66.00

Paid By Remarks: WILSON THOMPSON CISEK  
ROUSEVILLE BOROUGH

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

Environmental Covenant

When recorded, return to:  
Borough of Rouseville, 64 Main Street, Rouseville, PA 16344

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**GRANTOR:** Borough of Rouseville  
**PROPERTY ADDRESS:** 60 Main Street, Rouseville, PA

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**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 (Department).

1. **Property affected.**

The property affected (Property) by this Environmental Covenant is located in the Borough of Rouseville, Venango County.

The postal street address of the Property: 60 Main Street, Rouseville, PA.

The County Parcel Map Identification No. of the Property is: 25-03-01

The Property is more particularly described in Venango County Record Book 413 page 201.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: 41 degrees - 28 minutes - 5.23 seconds (north) and 79 degrees - 41 minutes - 27.61 seconds (west).

The property has been known by the following name: Rouseville Refinery Plant 1.

The Primary Facility (PF) No. of the Rouseville Refinery Plant 1 is: 612975.

The Tank Facility ID No. of the Rouseville Refinery Plant 1 is: 61-91604.

A complete description of the Property is attached to this Environmental Covenant as Exhibit A. A map of the Property is attached to this Environmental Covenant as Exhibit B.

2. **Property Owner / GRANTOR.**

Rouseville Borough is the Owner of the Property. The mailing address of the Owner is:  
60 Main Street, Rouseville, PA 16344

3. **Holder / GRANTEE.**

The following is the "holder," as that term is defined in 27 Pa. C.S. § 6501, of this Environmental Covenant: the Pennzoil-Quaker State Company (PQS), 910 Louisiana OSP

687, Houston, TX 77002.

4. Description of Contamination & Remedy.

Releases of regulated substances during the operation of the former Rouseville Refinery Plant 1 have resulted in environmental contamination. The location and the horizontal and vertical extent of environmental contamination at the Rouseville Refinery Plant 1, including the Property, and at other properties adjacent or near the Rouseville Refinery Plant 1, have been assessed and are described in the following environmental investigation reports (collectively, the "Reports") titled as follows:

Name of Report	Date	Author
Plant 1, Area I, Final Assessment Report	October 4, 1988	G&M Spill and Tank Management, Inc. for PQS
Plant 1, Areas II and III, Final Assessment Report	April 27, 1989, modified July 26, 1989	G&M Spill and Tank Management, Inc. for PQS
Site Characterization Report for AST 612 and 613 at Plant 1	May 3, 2002	ToITest, Inc. for Calumet
Closure Report for 62 ASTs at Plant 1	October 24, 2003	Orbital Engineering, Inc. for Calumet
Site Characterization Report/ Remedial Investigation Report	July 12, 2005	ToITest, Inc. for PQS
Site Characterization Report/ Remedial Investigation Report and Risk Assessment Report	March 20, 2006	ToITest, Inc. for PQS

The Reports are incorporated herein by reference and are maintained as public documents by the Department at the Northwest Regional Office in Meadville, Pennsylvania in accordance with the Department's standard document retention practices. The areas of the Rouseville Refinery Plant 1, including the Property and other properties adjacent to the Rouseville Refinery Plant 1, where regulated substances have been released or are present in soil or groundwater is hereafter referenced to as the "Site."

The Reports contain the analytical results of samples taken of the soil and groundwater at the Site, including the sampling and analysis for Volatile Organic Compounds ("VOCs"), Semi-Volatile Organic Compounds ("SVOCs"), and metals in on-site monitoring wells, the determination of the direction of groundwater flow, and the sampling and analysis for VOCs, SVOCs, and metals in the soil. The Reports describe all contamination known by the Parties to exist at the Site ("Identified Contamination") as of the date of this Environmental Covenant.

On April 28, 1990, the Department and Pennzoil Products Company (PPC), a predecessor of PQS, executed a consent order and agreement, which, among other requirements, required PPC to construct a groundwater remediation system at the Site, and to address contamination at another property known as Rouseville Refinery Plant 2 ("April 1990 Agreement"). The Findings of Fact contained in the April 1990 Agreement are incorporated by reference herein. Pursuant to Paragraph 17 of the April 1990 Agreement, the April 1990 Agreement terminated on April 28, 1995, but the Findings of Fact remain in effect.

In accordance with the April 1990 Agreement, PPC began operating a total fluid recovery system at the Rouseville Refinery Plant 1. The recovery system consisted of approximately 87 recovery wells, and was installed to mitigate the migration of Separate Phase Liquids into Oil Creek and Cherry Run. The recovery system was designed to discharge recovered Separate Phase Liquids and groundwater to the Rouseville Refinery Plant 1 wastewater treatment system.

In 2003, Calumet Lubricants Co., Limited Partnership limited operation of the Rouseville Refinery Plant 1 wastewater treatment system to primarily processing storm water. As a result, the PQS constructed a new groundwater/production treatment system in January 2004.

On June 8, 2006, a Consent Order and Agreement ("Agreement") was entered by and among the Commonwealth of Pennsylvania, Department of Environmental Protection ("Department"), PQS, Calumet Lubricants Co., Limited Partnership, Calumet Pennsylvania, LLC, and the Borough of Rouseville.

An initial RAP for this Site was submitted on December 26, 2006, and was approved by the Department on March 29, 2007. In the course of implementing the RAP, changing site conditions, circumstances as well as new remedial methodologies and technologies became available which necessitated revisions to the original RAP. On June 12, 2008, an Amended RAP was submitted. These modifications included the use of a vacuum enhanced skimming (VES) system north of Cherry Run; the use of active skimming (via a mobile skimming unit) instead of discrete enhanced fluid recovery (EFR) events at select monitoring wells; and a revision of the final remedy for the resin area to accommodate the beneficial use of GOC Property Holdings, LLC redevelopment plans for this area. Based on the Department comments, RAP Amendment 1, Addendum 1, was submitted to the Department on August 15, 2008, and was subsequently approved by the Department on October 1, 2008.

On August 31, 2010, the Department approved a new RAP (dated April 2010) that detailed the shutdown of the total fluids recovery system, implementation of a targeted excavation program, installation of a permanent cap in the resin area and installation of a phytoremediation barrier. On July 30, 2011, the Department approved a Supplemental RAP and Proposed Final Remedies document, dated March 2011. The Supplemental RAP detailed the implementation of final remedies in RU 4.1, the area North of RU 1.1 and the Cherry Run railroad bridge area. PQS has implemented the remedial actions set forth in these documents as related to the Property.

On October 1, 2012, the Department received PQS' submittal of a revised Risk Assessment Report (RAR) and Final Report (FR) for the former PQS Plant 1 Refinery (Site #61-91604) located at 2 Main Street (State Route 8) Rouseville Pennsylvania. The Department approved the RAR and FR in a letter dated December 26, 2012.

~~The FR presented results and findings of the remedial activities conducted and demonstrated attainment of the Site Specific Standard (SSS) for all media. The demonstration of attainment addressed the potential exposure pathways for current and future indoor and outdoor workers, construction / excavation workers, and recreational visitors. The FR also demonstrated that separate phase liquid (SPL) was recovered to the maximum extent practicable at the Site and that the installation and use of existing Engineering Controls (physical barriers) will serve to prevent any remaining SPL from causing sheens on surface water at or near the property. Although SPL remains in certain areas of the Site, SPL was not observed at the Property during Site Characterization or remedial activities. As the demonstration of attainment for the Site relied on Engineering and Institutional Controls established to maintain the SSS, the FR also presented a Post-Remediation Care Plan (PRCP). The PRCP was presented in Section 10 of the FR. Although Engineering Controls exist for the Site, no Engineering Controls exist at the Property.~~

As part of the FR, PQS submitted a request to waive the requirement for an Environmental Covenant on two right-of-ways owned by PennDot and Norfolk Southern Corporation. The Department granted the waiver for the right-of-ways provided the source Property Environmental Covenant includes a provision requiring periodic monitoring and reporting, as described in Paragraph 7, to confirm all relevant activity and use limitations described in the PRCP for the right-of-ways are being maintained. The Property borders only the PennDot right-of-way; therefore, monitoring is applicable to the PennDot right-of-way only.

## 5. Activity & Use Limitations.

### 5.1 Activity and Use Limitations Applicable to Owner

The Property is subject to the following activity and use limitations, which the Owner and each subsequent Owner of the Property shall abide by:

- a) Use of the Property is limited to nonresidential;
- b) No person shall withdraw or make use of any groundwater underneath the Property for any purpose;
- c) The construction of basements or other underground storage on the Property is prohibited, except for water-tight structures that are used to house industrial equipment provided any such structure includes a soil, water and vapor barrier, (as documented in the Work Plan referenced in paragraph 5.1, d) below, or additional sampling and/or vapor intrusion modeling is submitted to the Department demonstrating to the satisfaction of the Department that the occupation of the underground

structure will not result in an unacceptable vapor intrusion risk;

d) Proper soil management will be maintained in accordance with Paragraph 5.c. of the 2006 Consent Order Agreement and the following:

- ~~i.~~ The Owner and any other persons using the Property in the future (a "Reuser") shall avoid disturbing subsurface soils at the Property (defined as soils two feet or greater below "original grade" (i.e., ground level as of the date Owner acquired the Property and prior to any excavation and/or addition of fill material)), except as may be necessary to install improvements at the Property. If any such disturbance is proposed by the Owner or a Reuser, that person shall submit a Work Plan to the Department and PQS no less than 15 working days before any soil disturbance begins at the Property. PQS shall provide any comment on the Work Plan in writing to the Department within 15 working days of receiving the Work Plan. No disturbance of subsurface soils shall take place until the Work Plan is approved by the Department. The Work Plan shall describe how excavation work will proceed. Soil disturbance activities will be conducted in accordance with applicable OSHA exposure requirements, including air monitoring, for site workers and construction employees. Air monitoring procedures shall include consideration for potential petroleum volatile organic compounds (VOC's), methane, hydrogen sulfide and other combustible gases.
- ii. For areas where Identified Contamination exists, the Work Plan shall also provide for the management, characterization, and/or disposal of disturbed soils, if necessary, by the Owner or a Reuser in accordance with the Regulations. Excavation in such areas below "original grade" (defined as soils two feet or greater below "original grade" ), (i.e., ground level as of the date Rouseville Borough acquired the Property and prior to any excavation and/or addition of fill material) shall also require a written health and safety plan be submitted to the Department that addresses all known contaminants.
- iii. The Work Plan shall also address any proposed modifications of any remedial actions being conducted by PQS to accommodate the excavations or improvements, identify the party responsible for implementation of the modification, and state whether or not the PQS agrees to the modification; and
- iv. The excavations or improvements shall not disrupt the Department-approved remedial actions of PQS at the Property, and PQS shall not be responsible for the cost of the

modification of any remedial action to accommodate Owner or the Reuser's excavations or improvements, without PQS' prior written consent.

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.

By the ensuing October 15 following full execution of this covenant, PQS shall submit, to the Department and any Holder listed in Paragraph 3, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. PQS will perform an annual inspection of the Property to confirm that the activity and use limitations are being abided by, and to confirm whether or not potable wells have been installed in the state Route 8.

Furthermore, the Grantor or its successor interest will notify the Department and any Holder 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.

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 access of the Property in connection with implementation or enforcement of this Environmental Covenant.

9. Recordation & Proof & Notification.

Within 30 days after the date of the Department's approval, the Owner(s) shall file this Environmental Covenant with the Recorder of Deeds for each County in which the Property is located, and send a file-stamped copy of this Environmental Covenant to the Department within 60 days of recordation. Within that time period, the Owner(s) also shall send a file-stamped copy to each of the following: each Municipality and County in which the Property is located; any Holder identified in this Environmental Covenant; each person holding a recorded interest in the Property; each person in possession of the Property; and (other persons as required by the Department).

10. Termination or Modification.

- a. This environmental covenant may only be terminated or modified in accordance with Section 9 of UECA, 27 Pa. C.S. § 6509, except that the PRCP,

incorporated herein by reference, and presented in the Department approved Final Report may be modified with the written approval of the Department.

- b. This Environmental Covenant may be amended or terminated as to any portion of the Property that is acquired for use as state highway right-of-way by the Commonwealth provided that: ~~(1) the Department waives the requirements for an~~ environmental covenant and for conversion pursuant to 27 Pa. C.S. §6517 to the same extent that this Environmental Covenant is amended or terminated; (2) the Department determines that termination or modification of this Environmental Covenant will not adversely affect human health or the environment; and (3) the Department provides 30-days advance written notice to the current property Owner, each holder, and, as practicable, each person that originally signed the Environmental Covenant or successors in interest to such persons.
- c. This Environmental Covenant shall terminate upon attainment, in accordance with 35 P.S. §§ 6026. 101 – 6026.908, with an unrestricted use remediation standard for the above-described contamination at the Property. The Department must approve, in writing, of such termination.
- d. Any amendment to or termination of this Environmental Covenant by consent in accordance with this Paragraph requires the following signatures on the instrument amending or terminating this Environmental Covenant: (i) the Holder at the time of such amendment or termination; (ii) the then current Owner of the Property and (iii) the Department.

11. Department's address.

Communications with the Department regarding this Environmental Covenant shall be sent to:

Eric Gustafson  
Environmental Cleanup and Brownfields Program Manager  
230 Chestnut Street  
Meadville, PA 16335

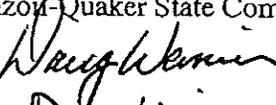
12. Severability.

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(s) and any Holder(s), in the following form:

Date:

Pennzoil-Quaker State Company, "Holder/Grantee"

By: 

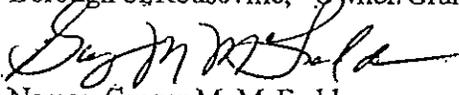
Name: Doug Wimer

Title: Project Manager

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Date: June 11, 2013

Borough of Rouseville, "Owner/Grantor"

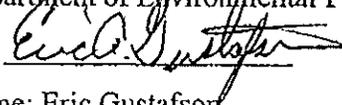


Name: Ginger M. McFadden

Title: Borough Council President

Date: 10/16/2013

APPROVED, by Commonwealth of Pennsylvania,  
Department of Environmental Protection

By: 

Name: Eric Gustafson

Title: Regional Manager,  
Environmental Protection and Brownfields

COMMONWEALTH OF PENNSYLVANIA :  
 : SS,  
COUNTY OF Crawford County :

On this 16<sup>th</sup> day of October, 2013 before me, a Notary Public, the  
undersigned person, Eric A. Gustafson, Regional Manager, Environmental Cleanup and  
Brownfields personally appeared and acknowledged himself to be authorized on behalf of  
himself, to sign the foregoing ENVIRONMENTAL COVENANT, dated OCTOBER 16, 2013.

In WITNESS WHEREOF, I have hereunto set my hand and official seal.

Jane O. Butryn  
Notary Public

My Commission Expires: Aug. 26, 2015

Seal:

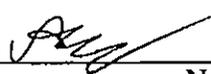
COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
Jane O. Butryn, Notary Public  
City of Meadville, Crawford County  
My Commission Expires Aug. 26, 2015

COMMONWEALTH OF VIRGINIA

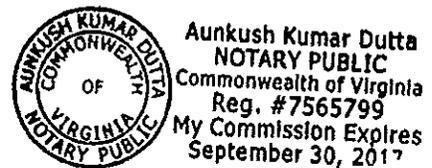
COUNTY OF FAIRFAX            SS.

On this 02 day of October, 2013, before me, a Notary Public, the undersigned officer, personally appeared Douglas Weimer, Senior Program Manager, Shell Oil Products US, 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.

  
Aunkush Kumar Dutta  
Notary Public

Seal:

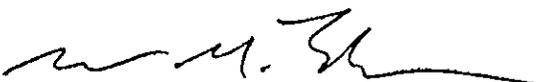


 02/02/2013  
A.K.D.

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF VENANGO SS.

On this, the 11<sup>th</sup> day of June, 2013, before me, a Notary Public, the undersigned officer, personally appeared Ginger M. McFadden, Rouseville Borough Council President, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing deed, and acknowledged that she, being authorized to do so, executed the same as such Rouseville Borough Council President, for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

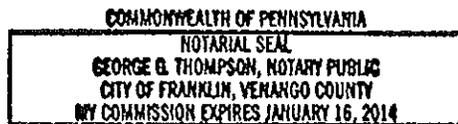


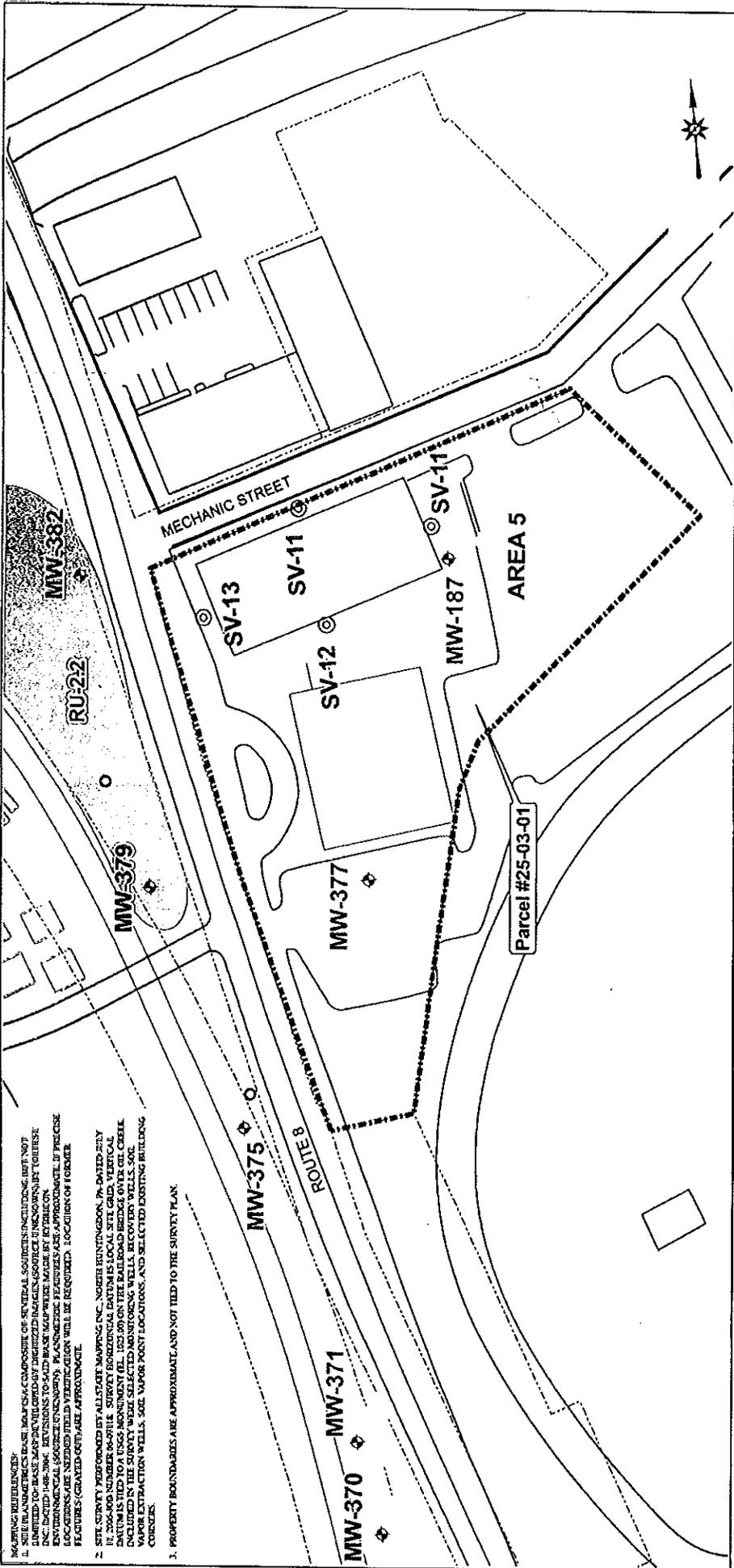
Exhibit A  
Property Description

**BEGINNING** at an iron pin at the northwest corner of the described parcel at the intersection of the south line of Mechanic Street and the east line of Main Street; thence N 71° 30' 00" E 285.94 feet by the south line of Mechanic Street to a point; thence N 49° 24' 00" E 3.22 feet by the south line of Mechanic Street to an iron pin at the west line of relocated Short Street; thence S 40° 36' 00" E 116.00 feet by the west line of relocated Short Street to an iron pin at the north line of Spring Street; thence S 49° 24' 00" W 200.00 feet by the north line of Spring Street to an iron pin on the east line of former Short Street; thence S 27° 38' 50" W 35.53 feet across the south end of former Short Street to an iron pin; thence S 12° 52' 00" W 205.32 feet by the west line of Pisgah Street to an iron pin at the north end of Survey Parcel #9B; thence S 82° 45' 00" W 53.14 feet by Survey Parcel #9B to an iron pin on the east line of Main Street; thence N 13° 22' 00" W 19.38 feet by the east line of Main Street to a point; thence S 76° 38' 00" W 3.00 feet by the same to a point; thence N 13° 22' 00" W 227.00 feet by the same to a point; thence N 10° 12' 00" W 126.74 feet by the same to the place of beginning.

**BEING** Parcel No. 6 and **CONTAINING** 1.717 acres as shown on said survey.

**FURTHER, BEING** part of Venango County Assessment No. 25,003.-001.-000, formerly part of Venango County Assessments No. (now retired) 25-03-01.

Exhibit B  
Property Map



**NOTING REFERENCES:**

1. SHEET NUMBERS RANGE FROM A COMPOSITE OF SEVERAL SOURCES INCLUDING, BUT NOT LIMITED TO, BASE MAPS, VARIOUS DIGITIZED IMAGES, SOURCE UNKNOWN, BUT THESE ARE NOT TO BE USED AS A BASIS FOR DESIGN OR CONSTRUCTION. THE SOURCE OF THESE REFERENCES IS NOT KNOWN. REVISIONS TO SHEET NUMBERS WILL BE MADE BY REVISION LOCATIONS ARE NEARBY FIELD VERIFICATION WILL BE REQUIRED. LOCATION OF A FORMER FEATURE IS GRAYED-OUT TABLE APPROXIMATE.
2. SITE SURVEY PERFORMED BY ALLSTATE SURVEYING INC., NORTH HUNTINGDON, PA, DATED JULY 2008. THE SURVEY BOUNDARIES AND THE LOCAL DATUM IS LOCAL 811 GRID. VERTICALLY ADJUSTED TO 1985 MEAN SEA LEVEL. THE SURVEY INCLUDES MONITORING WELLS, RECOVERY WELLS, SOIL VAPOR EXTRACTION WELLS, SOIL VAPOR POINT LOCATIONS, AND SELECTED EXISTING BUILDING CORNERS.
3. PROPERTY BOUNDARIES ARE APPROXIMATE AND NOT TIED TO THE SURVEY PLAN.

FORMER PQS REFINERY PLANT #1 ROUSEVILLE, PENNSYLVANIA FACILITY ID #61-91604	
Borough of Rouseville - Site Map Parcel 25-03-01	
PREPARED BY:	FIGURE 1
 15400 Silverside Center Drive Cranston, MD 20026	



- Legend**
- MONITORING WELL
  - DEEP UNCONSOLIDATED MONITORING WELL
  - RECOVERY WELL
  - RECOVERY SUMP
  - TOTAL FLUIDS RECOVERY WELL
  - RECOVERY WELLS INSTALLED BY USE (NOVEMBER 2008)
  - SOIL VAPOR EXTRACTION WELL
  - SOIL VAPOR POINT LOCATIONS
  - MONITORING WELL DESTROYED OR ABANDONED
  - RECOVERY WELL DESTROYED OR ABANDONED
  - VAULT
  - CRUDE PRODUCTION WELL
  - SURFACE WATER GAUGE
  - PROPERTY LINE
  - APPROXIMATE LIMIT OF FENCED WATER (USE MAR 2008 SURVEY)
  - APPROXIMATE LOCATION OF REMEDIATION SYSTEM PIPING INSTALLED BY USE (2007/2008)
  - SHEET PILE WALL
  - CONCRETE RETAINING WALL
  - RECOVERY TRENCH
  - CHERRY RUN RETAINING WALL
  - SECONDARY CONTAINMENT WALL