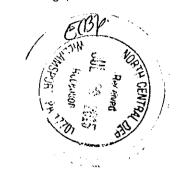
Olde Farm Office Centre Post Office Box 419 Hollidaysburg, PA 16648

814-695-7500 • (Fax) 814-695-7505



Office Locations:

Hollidaysburg, PA Bedford, PA Pittsburgh, PA



July 24, 2015

Mr. Ted Loy Environmental Cleanup Program Manager Pennsylvania Department of Environmental Protection Environmental Cleanup Program 208 West Third Street, Suite 101 Williamsport, PA 17701

Dear Mr. Loy:

P. JOSEPH LEHMAN, Inc., Consulting Engineers (Lehman) is pleased to submit proof of recordation for the Environmental Covenant in relation to the remediation of soil and groundwater beneath North Yard portion of the former Cerro Metal Products facility located in Bellefonte, Pennsylvania. Lehman will ensure that all parties receive a final executed copy of the covenant.

Don't hesitate to call me if there are any questions. The office telephone number is 814-695-7500. Thanks.

Sincerely,

1/25 TUIL

Steven J. Treschow, P.G., CPG

Senior Geologist/Geologic Services Director

Enclosure

SJT/srm

Centre County Recorder Of Deeds

414 Holmes Street Suite 1 Bellefonte, PA 16823 814-355-6801



R02165/0891 17 pages

Instrument # 1114

Header Page

This Page is not part of the official record, and can be discarded after Recording.

Return To:

P JOSEPH LEHMAN INC PO BOX 419 HOLLIDAYSBURG PA 16648



ENVIRONMENTAL CLEANUP AND BROWNFIELDS PROGRAM

July 13, 2015

Mr. Steven J. Treschow, P.G. P. Joseph Lehman, Inc. PO Box 419 Hollidaysburg, PA 16648

R 02165-0891 NAVITUS LLC

NAVITUS LLC

07-21-2015

17 pgs

Jul 21, 2015

Re: Approval of Environmental Covenant Former Cerro Metals Products - North Yard eFACTS PF # 722112 Remediation or Activity ID# 39034 2022 Axemann Road, Bellefonte, PA Spring Township, Centre County

Dear Mr. Treschow:

The Department of Environmental Protection (department) has reviewed the June 10, 2015, Environmental Covenant (EC). The EC was prepared and submitted to the department in accordance with Title 25, Chapter 253 of the PA Code, Administration of the Uniform Environmental Covenants Act (UECA). UECA and accompanying regulations provide a standardized process for creating, documenting and assuring the enforceability of activity and use limitations on contaminated properties involving most engineering and institutional controls used to achieve Act 2 standards.

The department has approved the EC. The signed EC is enclosed. As stated in paragraph 9 of the EC, the EC is to be recorded within 30 days of this letter. In addition, notifications of recordation are to be sent to the department and the other entities named in paragraph 9 within 90 days of this letter.

If you have questions regarding this correspondence, please contact Cheryl Sinclair at 570.327.3418.

Sincerely.

Ted E. Loy, P

Environmental Ptogram Manager

Environmental Lleanup and Brownfields Program

cc: Spring Township Regional File

When recorded, return to: Navitus, LLC 1965 Waddle Road State College, PA 16801

The County Parcel Identification Nos. of the Properties are: 13-003-010-0000 and 13-003-022-0000.

GRANTOR: Navitus, LLC

PROPERTY ADDRESS: 2022 Axemann Road, Bellefonte, PA 16823

ENVIRONMENTAL COVENANT

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

1. <u>Property affected</u>. The properties affected (collectively referred to as the Property) by this Environmental Covenant is located in Spring Township, Centre County.

The latitude and longitude of the center of the Property affected by this Environmental Covenant is: Latitude 40°54'13.08"N and Longitude 77°46'40.32"W.

The Property has been known by the following name(s): Alpha Metal Company, Titan Metal Company, Consolidated Coppermines Corporation, Cerro Copper & Brass Company, Cerro Metal Products, Bolton Metal Products, and currently Titan Energy Park.

The DEP Primary Facility ID for the North Yard is #722112 and the Remedial ID #39034.

A complete description of the restricted area of the Property is attached to this Environmental Covenant as Exhibit A. A map of the Property (County Parcels 13-003-010-0000 and 13-003-022-0000) which contains the restricted portion is attached to this Environmental Covenant as Exhibit B. Please note that only a portion of the Property is being restricted. A detailed map of the area subject to this covenant (the restricted portion) is also attached as Exhibit C.

2. Property Owner / GRANTOR / GRANTEE.

Navitus, LLC is the owner of the Property and the GRANTOR. CMPC Transition, LLC is the GRANTEE of this Environmental Covenant.

The mailing address of the owner is: 1965 Waddle Road, State College, PA 16801.

3. Holder(s) / GRANTEE(S).

The following is/are the GRANTEE(s) and a "holder," as that term is defined in 27 Pa. C.S. § 6502, of this Environmental Covenant: CMPC Transition, LLC, 181 West Madison Street, 26th Floor, Chicago, Illinois 60602-4510.

4. <u>Description of Contamination & Remedy.</u>

As required by 27 Pa. C.S. § 6504(a)(3) and (a)(7) and as allowed by 27 Pa. C.S. § 6504(b)(6), a brief description of the contamination and remediation of the property is as follows:

The site manufacturing history dates back to 1915 when the Bellefonte facility began operation as Alpha Metal Co. Shortly thereafter, the name was changed to Titan Metal Company and in 1925, the company was re-organized and the name changed to Titan Metal Manufacturing Company (Titan). Ownership of Titan passed to Consolidated Coppermines Corporation in 1947, then to Cerro Corporation in 1959 and in 1962 was renamed Cerro Copper & Brass Company. In 1972, Cerro Copper & Brass Company was split into two divisions and the Cerro Metal Products Division of Cerro Corporation was headquartered in Bellefonte, PA. In 1976, Cerro Corporation merged with the Marmon Group, LLC and the Bellefonte, PA based company was subsequently renamed the Cerro Metal Products Company. In February of 2007, the ownership of the Cerro including the Bellefonte, PA manufacturing facility site was sold by Marmon to Bolton Metals of Aldrich Walsall, West Midlands, England and was renamed as Bolton Metal On February 1, 2008, Bolton announced the closure of the Products Company. Bellefonte brass rod manufacturing operation as well as the sale of its business and equipment to Chase Brass & Copper Co. Inc. located in Montpelier, OH. The site remained inactive and was decommissioned until February of 2012, when a partnership named Navitus, LLC purchased the property and has begun the revitalization of the facility. The facility has since been renamed to Titan Energy Park.

Historic operations at the site have included forging, machining, melting, casting, pickling, drawing, and the finishing of metals, specifically copper and brass. Cerro historically handled and stored various lubricants, oils, degreasers, sulfuric acid and hydrogen peroxide for operations conducted on site. The manufacturing operations flowed in a southern to northern direction through the site buildings. Raw and scrap metals, which have included copper, zinc, lead, brass, and other alloying metals, were delivered to the South Yard before being deposited into Plant 4 where they were housed

in the southern most section of Plant 4 to prevent contact with precipitation. The raw and scrap metals were melted in Plant 4 and turned into ingots. The ingots were extruded into various shapes and lengths within the middle section to northern section of Plant 4. In the past, the materials from Plant 4 were sent to Plant 1 for forging and finishing of the brass into different shapes and sizes. Plant 1 was also used as a machine shop to produce the dies for the casting process, pickling vats for the cleaning process of brass rods, a forge department, a tool department, an oil house, a low melt department, a motor repair shop, a maintenance department, an automatics department which housed a degreaser, and above ground storage tanks (AST) which stored fuel oil.

The flow process continued into the North Yard, which consisted of warehouses for storage, a boiler house, a maintenance area for heavy equipment, a former solvent degreaser operation, ASTs storing heating oil, cutting oil, and fuel oil, and secondary containment areas for hazardous materials. A WWTP area lies to the west of the North Yard and the railroad tracks. The WWTP now decommissioned, consisted of an acid waste treatment building, clarifier, equalization basin, sand filter, and storage areas for sludge material from the WWTP.

Historically, Cerro has handled and stored sulfuric acid and hydrogen peroxide for brass pickling operations conducted on site. Also, various lubricants, degreasers, and oils were used and stored at numerous locations within the facility.

Contamination of the North Yard property can be attributed to historic oil leakage from a degreaser, iron and copper slag and ash buried beneath a significant portion of the North Yard, and periodic use and spillage of industrial degreasers in historic manufacturing operations.

The characterization of the North Yard area of the property consisted of soil borings, groundwater monitoring well installation/sampling, soil vapor sampling, indoor air sampling, and surface water gauging/sampling.

The field work for the characterization of soil beneath Plant 1 was initiated on July 21, 2007. A total of twenty-five unbiased soil borings, SB-1U through SB-25U; and fourteen biased soil borings, SB-1B through SB-14B, were advanced in the North Yard. The soil samples were analyzed for Volatile Organic Compounds (VOCs), Semi-Volatile Organic Compounds (SVOCs), Total Petroleum Hydrocarbons (TPH), Poly Chlorinated Biphenyls (PCBs), and metals or some combination if the soil sample was biased, via United States Environmental Protection Agency (USEPA) Methods SW846 8260B, SW846 8270C, SW846 8015 DRO, SW846 8082, and SW846 6010B or 7471A, respectively, and were accompanied by Chain-of-Custody documentation. In all, 181 VOC, 36 SVOC, 177 metals, 20 TCE, and 156 PCB soil samples (includes both biased and unbiased samples) were collected and analyzed in the North Yard area.

The field work for the characterization of groundwater beneath North Yard was initiated on July 21, 2007. A total of thirty-one groundwater monitoring wells and four recovery wells were installed in the North Yard vicinity in order to characterize and remediate

groundwater. The monitoring wells were located in areas where the soil samples reportedly contained elevated concentrations of compounds of concern (COC), areas where former equipment was located, areas downgradient of the former equipment, and between the suspected source area and the likely receptor (Logan Branch). The overburden within the North Yard ranged from five ft-bgs to twenty ft-bgs. Groundwater samples from the monitoring wells were analyzed for VOCs, PCBs, and metals or a variation of these constituents depending on the location and suspected contaminant.

Various interim remedial actions were completed in the North Yard since the site characterization began. The remedial actions are listed below with further detail in the following paragraphs.

- Removal of water and sediment from the sediment traps located in the North Yard area. The sediment was placed into a dewatering box, and the basins were washed down and the material vacuumed out. The sediment was placed within the North Yard secondary containment area, and water that appeared to be impacted by organic compounds was containerized; and,
- The shut down and clean-out of the WWTP.

The remedial system design and Cleanup Plan was approved by the PADEP in correspondence dated June 1, 2011. The pump and treat system was employed to limit the migration and recover TCE and associated breakdown products along with carbon tetrachloride impacted groundwater. A remedial system consisting of two down well groundwater pumps in recovery wells RW-1 (10-inch) and RW-2 (10-inch) extract groundwater from the subsurface. Underground lines were trenched from the recovery wells to a treatment shed located within the North Yard. Once the groundwater was pumped into the shed, it entered a 50-gallon per minute (gpm) rated air stripper. The water was pumped into two 500-gallon granular activated carbon (GAC) units before being discharged to Logan Branch through a temporary discharge authorization (TDA) permit (until a previously submitted National Pollutant Discharge Elimination System (NPDES) was granted for the site). Monthly Discharge Monitoring Reports (DMR) were submitted to the PADEP detailing the progress of remediation at the site. The groundwater extraction system was installed and began operating on July 12, 2011.

There were three totalizers within the remediation shed. A totalizer was located on each influent line from recovery wells RW-1 and RW-2 (10-inch). A third totalizer was located post air stripper/pre-GAC units. The system operated nearly constantly until intentionally being shutdown on March 5, 2013. In total, the system recovered and treated approximately 15,679,156 gallons of contaminated groundwater. The system ran for a period of 2 years before being intentionally shutdown.

Seventeen groundwater gauging and sampling events were completed to determine the extent of contamination in groundwater. The PADEP requires post-remedial monitoring as part of pursuing site closure using SSS via pathway elimination. A post-remedial quarterly gauging and sampling program was initiated on March 22, 2013 and was completed on October 7, 2014. Groundwater gauging and sampling were completed

using the USEPA Region 3 Low-Flow Sampling Procedure. The results of the quarterly gauging and sampling were summarized in quarterly reports which were submitted to the PADEP.

Site closure is being pursued using the site-specific standard (SSS) and the evaluation of potential exposure pathways. A Remedial Investigation Report (RIR), Former Cerro Metal Products Bellefonte Facility, 2022 Axemann Road, PADEP Facility #14-17981, Spring Township, Centre County, Bellefonte, Pennsylvania, March 2010, by Chambers Environmental Group, Inc., was submitted to the PADEP on March 31, 2010. Remedial Investigation Report & Risk Assessment Report- North Area, Former Cerro Metal Products Bellefonte Facility, 2022 Axemann Road, PADEP Facility #14-17981, Spring Township, Centre County, Bellefonte, Pennsylvania, January 2015, by P. Joseph Lehman Engineers, was submitted to the PADEP on January 19, 2015. A Final Report entitled Final Report, Former Cerro Metal Products Bellefonte Facility, 2022 Axemann Road, PF #722133 & Rem. #39039, Spring Township, Centre County, Bellefonte, Pennsylvania, December 2014, by P. Joseph Lehman Engineers, was submitted to the PADEP on March 13, 2015. The Final Report was approved on April 28, 2015. The Final Report summarizes the attainment of SSS for the site COC. In addition, records pertaining to the contamination and remedy are located or available through EPA, Region III, 1650 Arch Street, Philadelphia, PA 19103.

5. Activity and Use Limitations.

The area of the property subject to this Environmental Covenant 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 use of the Property is restricted to non-residential purposes as that term is defined in the Land Recycling and Environmental Remediation Standard Act (Act 2) and its regulations (this restriction excludes schools, nursing homes or other residential-style facilities or recreational areas). Additionally, the Property is subject to the following activity and use limitations, which the then current owner and each subsequent owner of the Property, and its tenants, agents, employees and other persons under its control, shall abide by:

- 1) Groundwater underlying the area restricted by the covenant may not be used as a potable water supply nor for agricultural purposes unless tested and treated accordingly for its intended purposes, as approved by writing by the PADEP; and,
- A soil handling plan that includes notification to the PADEP shall be developed if soil within the area restricted by the covenant will be disturbed, and the handling of all soil must comply with the Management of Fill Policy, Document Number 258-2182-773.
- 3) The ground surface must remain sealed with an impermeable material such as concrete or asphalt.

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 end of every third January following the PADEP's approval of this Environmental Covenant, the then current owner of the Property shall submit, to the PADEP, the USEPA 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. In addition, within 21 days after a) written request by DEP or USEPA, b) transfer of title of the Property or of any part of the Property affected by this Environmental Covenant, c) noncompliance with paragraph 5 (Activity and Use Limitations), d) an application for a permit or other approval for any building or site work that could affect contamination on any part of the Property, the then current owner will send a report to the DEP, the USEPA and any Holder. The report will state whether or not there is compliance with paragraph 5. If there is noncompliance, the report will state the actions that will be taken to assure compliance.

8. Access by the PADEP and by the USEPA.

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

9. Recording and Notification of Recording.

Within 30 days after the date of the PADEP's approval of this Environmental Covenant, the Grantee 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 PADEP within 90 days of the PADEP's approval of this Environmental Covenant. Within that time period, the Grantee also shall send a file-stamped copy to each of the following: Spring Township, the USEPA, and Navitus, LLC.

10. Termination or Modification.

(a) This Environmental Covenant runs with the land unless terminated or modified in accordance with 27 Pa. C.S. §§ 6509 or 6510, or in accordance with this paragraph.

- (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 PADEP 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 PADEP determines that termination or modification of this Environmental Covenant will not adversely affect human health or the environment; and (3) the PADEP 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 PADEP must approve, in writing, of such termination.
- (d) In accordance with 27 Pa. C.S. § 6510(a)(3)(i), Grantor hereby waives the right to consent to any amendment or termination of the Environmental Covenant by consent; it being intended that any amendment to or termination of this Environmental Covenant by consent in accordance with this Paragraph requires only 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 PADEP.]

11. USEPA.

- (a) <u>Notification</u>. The then current owner shall provide the USEPA written notice of:
 - (1) the pendency of any proceeding that could lead to a foreclosure as referred to in 27 Pa. C.S. § 6509(a)(4), within seven calendar days of the owner's receiving notice of the pendency of such proceeding;
 - (2) any judicial action referred to in 27 Pa. C.S. § 6509(a)(5), within seven calendar days of the owner's receiving notice of such judicial action;
 - (3) any judicial action referred to in 27 Pa. C.S. § 6509(b), within seven calendar days of the owner's receiving notice of such judicial action; and
 - (4) termination or amendment of this Environmental Covenant pursuant to 27 Pa. C.S. § 6510, within seven calendar days of the owner's becoming aware of such termination or amendment.
 - (b) <u>Enforcement</u>. A civil action for injunctive or other equitable relief for violating this Environmental Covenant may be maintained by the USEPA.

12. PADEP's and USEPA's address.

Communications with the PADEP and the USEPA regarding this Environmental Covenant shall be sent to:

Commonwealth of Pennsylvania Department of Environmental Protection Environmental Cleanup and Brownfields Program 208 West Third Street, Suite 101 Williamsport, PA 17701

Land and Chemicals Division (3LC30) U.S. EPA Mid-Atlantic Region III 1650 Arch St., Philadelphia, PA 19103

13. 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:		CMPC Transition, LLC, Grantee By: Name: Title: SECRETARY PLAN PLAN
Date:		Navitus, LLC, Grantor By: Name: LES CATTER Title: MANAGER OF FENDINE
Date:	7/9/2015	APPROVED, by Commonwealth of Pennsylvania Department of Environmental Protection By: Name: Title: Environmental Manager

COMMONWEALTH OF PENNSYLVANIA)		
COUNTY OF CENTRE) SS:		
On this the day of the personally appeared to this Environmental Covenant, and acknowledged that he executed same for the purposes therein contained.			
In witness where	of, I hereunto set my hand and official seal.		
	Notary Public COMMONWEALTH OF PENNSYLVANIA Notarial Seal Notarial Seal		
STATE OF ILLINOIS	Karen A. Blake, Notary Public Patton Twp., Centre County My Commission Expires Oct. 27, 2017 My Commission Expires Oct. 27, 2017		
COOK COUNTY	My Commission expires oct 27 Member, Perhayuvania association of notaries) SS:		
On this day of			
O F F I C I A L S E A L " Sandra LaMonica RY PUBLIC, STATE OF ILLINOIS OMMISSION EXPIRES 11/9/2015	Notary Public		
COMMONWEALTH OF PENNSYLVANIA)		
COUNTY OF LYCOMING) SS:		
On thisday ofJuly, personally appeared Mr. Ted Loy, who a Environmental Cleanup Program Manager Department of Environmental Protection, Nortenvironmental Covenant, and acknowledged therein contained.	of the Commonwealth of Pennsylvania, the this subscribed to this		
In witness where	of, I hereunto set my hand and official seal.		

SUZANWE M. FEDELE
Prothonotory & Clork of Courts
Williamsport, Lycoming County
My Commission Expires Jan. 4, 2016

Notary Public

M. Gredele

Exhibit A
Legal Description of Restricted Area of Property

EXHIBIT A

LEGAL DESRIPTION OF AREA SUBJECT TO ENVIRONMENTAL COVENANT NORTH YARD AREA

BEGINNNING AT A RAILROAD SPIKE at the southeast corner of the covenant area described herein (LAT. N 40'54'18.43796 Lat. W 77'46'41.19997"), said point being further described and located as being N 82 ° 41 '07" W a distance of 13.78 feet from the southwesterly corner of a knee wall of a former tank farm and a distance of 39.67 feet from the southerly building line of an existing building, as extended. Thence through the area known as Plant 1 N 32° 06'26" W a distance of 641.24 feet to a point at the southeast corner of a building; thence across the easterly face of said building and extending N 35 '03'06" W a distance of 41.20 feet to a rebar set in the top of the westerly bank of Logan Branch; thence along said bank the following six courses:

- 1. N 89° 38'28" E a distance of 34.60 feet to a rebar;
- 2. S 66° 05'18" E a distance of 51.32 feet to a rebar;
- 3. S 57° 20'29" E a distance of 56.14 feet to a rebar;
- 4. S 43° 54'27" E a distance of 231.17 feet to a rebar;
- 5. S 31 ° 38'35" E a distance of 117.12 feet to a rebar; and,
- 6. S 20' 49'34" E a distance of 101.66 feet to the northeasterly corner of the aforementioned knee wall.

Thence along said wall the following six courses:

- 1. S 14° 30′ 53″ E a distance of 16.95 feet to a point;
- 2. Along a curve to the right having a chord bearing of S 11° 03'44" E, a radius of 400.37 feet, an arc length of 21.73 feet and a chord distance of 21.73 feet to a point;
- 3. S 09 ° 26'46" E a distance of 77.11 feet to a point;
- 4. along a curve to the right having a chord bearing of S 01 '12'51" E, a radius of 105.35 feet, an arc length of 20.09 feet and a chord distance of 20.06 feet to a point;
- 5. S 06 ° 54'04" W a distance of 36.18 feet to the southeasterly corner of said knee wall; and,
- 6. N 82° 41 '07 W a distance of 39.67 feet across the southerly line of said wall and extended to the point of beginning.

Containing 66421.91 square feet or 1.525 acres.

All as shown on a drawing by Kerry A. Uhler and Associates, Inc. included as Exhibit C.

Exhibit B Map of Property

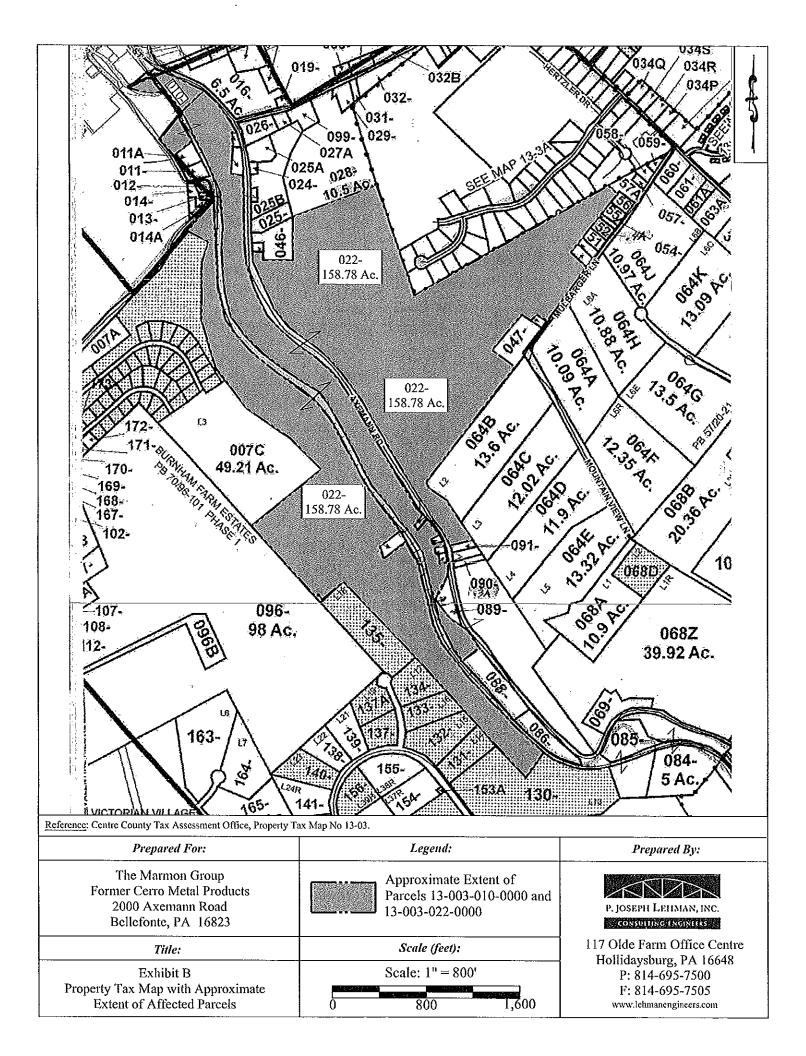
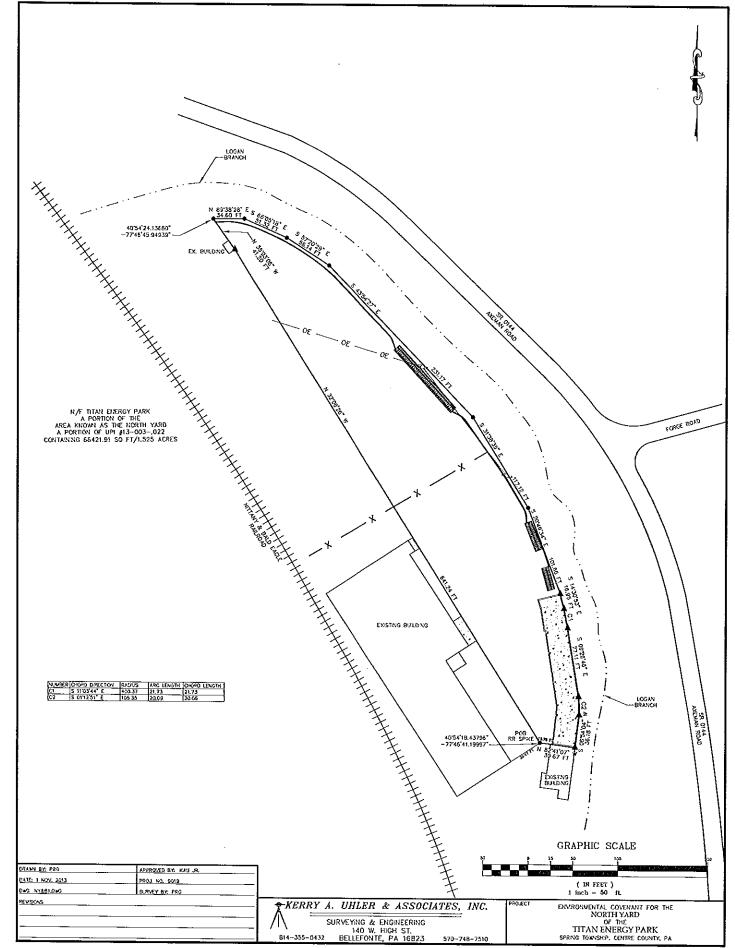


Exhibit C
Detailed Map of the Restricted Area of the Property



HY CHING 4 9355) North Yand & Oudding 1 Drewing WMLB1, ANG, 2/10/7915 0118130 AM