

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:

Facility property line/boundary and coordinates are presented on Figure 1.

Activities on and uses of the above-described Facility that may result in excessive human exposure to site-related contaminants, which are part of the EPA-approved Final Remedy related to this covenant, are prohibited. Therefore, the following activities and uses of the Facility property to be implemented are as follows:

1. The Facility property shall only be used for non-residential purposes. Non-residential uses include commercial, industrial, manufacturing or any other activity to further development, manufacturing or distribution of goods and services; intermediate and final business activities; research and development; warehousing, shipping, transport, remanufacturing; raw material storage; commercial machinery/equipment storage; repair and maintenance and solid waste management. Non-residential uses do not include schools, day care centers, nursing homes or other residential-style facilities or recreational areas;
2. Controlled access (security gates) and fencing must be used and maintained to restrict Facility-wide access from trespassers; and
3. Facility groundwater shall not be used for any purpose other than industrial purposes and the maintenance and monitoring activities required by United States Environmental Protection Agency (EPA), unless prior written approval is obtained from West Virginia Department of Environmental Protection (WVDEP) and EPA.

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

Ergon-West Virginia, Inc.
9995 Ohio River Blvd.
Newell, WV 26050
(304) 387-4343

The following entities are the holders of this covenant:

Ergon-West Virginia, Inc.
9995 Ohio River Blvd.
Newell, WV 26050

&



Filed for Record in Hancock County, WV
George Foley, County Clerk 202100000475
OR 876 Pgs 2056 - 2062 02/02/2021 11:49 AM
DEED Pages: 7
FEE: \$28.00 CTY TAX:\$0.00 ST TAX:\$0.00

Pennzoil Quaker State Company dba SOPUS Products
700 Milam Street
Houston, TX 77002

The site description and information regarding the environmental conditions and investigation results at this facility are as follows:

The facility, currently known as Ergon-West Virginia, Inc., is a petroleum refinery approximately 70 acres in size and is located in Hancock County, near Newell, West Virginia. The refinery commenced operations in April 1972. The refinery was called the Congo Refinery when it was owned by Quaker State Company between 1972 and 1997. In February 1994, the United States Environmental Protection Agency (USEPA) Region 3 issued Administrative Order number RCRA-III-074-CA to Quaker State Company for the Congo Refinery at Newell, WV. Quaker State Company sold the property to Ergon-West Virginia, Inc. on July 19, 1997, but retained the obligation to perform corrective action under the Administrative Order. Pennzoil merged with Quaker State Company in 1999 to form Pennzoil-Quaker State Company (PQS). Royal Dutch/Shell Group acquired PQS in 2002 and began doing business as Shell Oil Products U.S. (SOPUS) Products in 2003.

The refinery's main current operations include refining of crude oil and distribution of petroleum products by Ergon-West Virginia, Inc. Shell Lubricants operates a lubricants blending and packaging plant on a leased parcel at the refinery. Future use of the site is expected to remain industrial. Numerous buildings exist at the facility, each with a specific use. The current operation has administration/staff buildings and several distinct buildings with equipment used for the processing and storage of petroleum products. A laboratory, warehouses, and a maintenance shop also exist on the property. On the Shell Lubricants-leased property, a large building is used for administration and the packaging, blending, and storage of oil products. Groundwater at the site is not currently used for potable purposes, although groundwater is used for industrial (non-potable) purposes at the refinery.

Petroleum hydrocarbon constituents have been detected in soil and groundwater at certain locations at the site and are the subject of the Administrative Order. Petroleum separate phase liquid (SPL) has been observed in some site monitoring wells. Interim remedial measures previously conducted at the site included SPL recovery using recovery wells and groundwater monitoring.

A site-specific Human Health Risk Assessment (HHRA) was conducted to evaluate risks and hazards for potentially complete exposure pathways based on current and future onsite land use and nature of the constituents detected in soil, groundwater, and soil gas. All detected constituents were included in the HHRA risk-based screening to determine the applicable Constituents of Interest (COI). The COI were identified for each medium based on a comparison of the analytical data to USEPA Regional Screening Levels (RSLs). The COI for industrial direct contact with soil consist of benzene, ethylbenzene,

OFFICIAL RECEIPT



George Foley
County Clerk
Hancock County, West Virginia

02/02/2021 11:49:35 AM

RETURN TO:
KATHERYN D EMERY

Receipt #: 073508
Paid By: KATHERYN D EMERY
Collected By: swuebbles

Transaction #: 864655
Payment Comment: JONATHON EISEL
Collected Date: 02/02/2021 11:49:34 AM

Instrument Fees:

<u>Document Number</u>	<u>Document Type</u>	<u>Record Date</u>	<u>Total</u>
202100000475	DEED	02/02/2021 11:49:34 AM	\$28.00
OR 0876 2056			

Transaction Fees:

Total Fees: \$28.00

Total Amount Paid: \$40.00

Total Amount Due: \$28.00

Change: \$12.00

Payment Type

Cash

Check Number

Amount Paid

\$40.00

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toluene, xylenes (total), benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, dibenz(a,h)anthracene, naphthalene, arsenic, iron, lead, and manganese. The COI for direct contact with groundwater are benzene, ethylbenzene, methyl ethyl ketone (MEK), methyl tert-butyl ether (MTBE), toluene, and arsenic. For vapor intrusion from soil gas, benzene was identified as a COI for certain areas.

Results of the HHRA revealed an unacceptable potential risk for theoretical potable use of groundwater (ingestion, dermal contact, and inhalation of volatile compounds) by hypothetical future adult and child residents at the site. It was determined that negligible potential for adverse effects to human health exist from exposure to soil or groundwater from the eight exposure areas or to indoor air of existing buildings and for buildings hypothetically present at the exterior soil gas sampling locations. Therefore, a land use/environmental covenant will restrict the property for industrial use only and prohibit the use of groundwater for potable purposes (drinking and routine showering/washing).

The Final Decision and Response to Comments for the Facility was issued by EPA in March 2020. EPA selected the following final remedy for the Facility: (1) Establishment of Technical Impracticability (TI) zones in two areas, with long-term groundwater monitoring (LTM); and (2) land and groundwater use restrictions on the Facility. The TI zones and their coordinates are included on Figure 1. The owner will support the remedy by maintaining the integrity of the groundwater monitoring wells used for LTM by protecting the wells from any activities that could damage, destroy, or otherwise prevent the use of the wells by the holders and allowing Facility access of the holders.”

The owner(s) of the property shall provide written notice to the holders, 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 the use of property, or applications for building permits, or any proposed work inside the TI zones on the property that might adversely impact the remedy.

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.

The communications with WVDEP regarding this environmental covenant may be sent to:

WVDEP, DWWM
601 57th Street SE
Charleston, WV 25034
C/O: RCRA CA Project Manager

WVDEP Project Manager Contact Information:

Phone: (304) 238-1220 ext. 3507

E-mail: Kenan.Cetin@wv.gov

The communications with EPA regarding this environmental covenant may be sent to:
US EPA Region III (3LD10)
1650 Arch Street Philadelphia, PA 19103
215-814-5000

EPA Project Manager Contact information:

Phone: (215) 814-5786

E-mail: Smith.Barbara@epa.gov

E-mail requests may be sent to: R3_RCRAPOSTREM@epa.gov

Subsequent submissions required by this environmental covenant shall be sent to the Region III RCRA Corrective Action digital reporting documents repository mailbox at:
R3_RCRAPOSTREM@epa.gov EPA RCRA Facility ID number must be included in the e-mail subject line.

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 holders 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 (Final Remedy for RCRA Corrective Action for the Former Quaker State/Ergon Refinery (Facility) (EPA ID: WVD 057 634 776) is maintained in the United States Environmental Protection Agency, 1650 Arch Street, Philadelphia, PA 19103-2029 and is entitled:

Ergon-West Virginia, Inc. (Formerly: Quaker State)
EPA ID # WVD057634776

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.

IN WITNESS WHEREOF, the following holders have executed this covenant on the dates indicated.

ERGON-WEST VIRGINIA, INC.

Printed Name: Lance Puckett

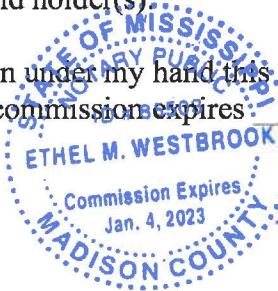
Title: President


Signature

12/7/20
Date

I, Ethel M. Westbrook, a Notary Public in and for the County of Madison, State of MS, do hereby certify that the holder(s) whose names are 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 7th day of December, 2020.
My commission expires 1-4-2023.



Ethel M. Westbrook
Notary Public

Pennzoil Quaker State Company dba SOPUS Products

Printed Name: William E. Platt III

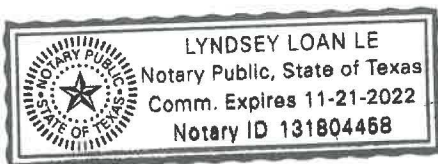
Title: Sr. Mgr.


Signature

12-21-2020
Date

I, Lyndsey Loan Le, a Notary Public in and for the County of Fort Bend, State of TEXAS, do hereby certify that the holder(s) whose names are 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 21st day of December, 2020.
My commission expires 11/21/2022.



Lyndsey Loan Le
Notary Public

West Virginia Department of Environmental Protection

Printed Name: Katheryn D. Emery

Title: Acting Director, Division of Water & Waste Management

Signature

Date

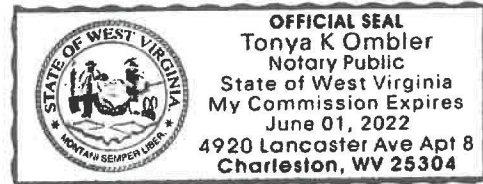
I, Tonya K. Ombler, a Notary Public in and for the County of Kanawha, State of West Virginia, do hereby certify that Katheryn D. Emery, whose name is signed above as the representative of the agency, this day executed this document in my presence or this day acknowledged same to be true act and deed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

Given under my hand this the 8th day of January, 2021.

My commission expires June 1, 2022.

Notary Public

The Clerk will return the recorded document to:
Ms. Katheryn Emery, Acting Director
WVDEP, DWW
601 57th Street SE
Charleston, WV 25034



Facility Boundary Geographic Coordinates, NAD83

Label	Longitude	Latitude
1	-80.63492043	40.61046034
2	-80.63418751	40.61111045
3	-80.63435109	40.61130586
4	-80.63339126	40.61221973
5	-80.63315582	40.61190574
6	-80.63095759	40.61376374
7	-80.6295572	40.61462643
8	-80.62800497	40.61539587
9	-80.6276937	40.61485637
10	-80.62705762	40.61375387
11	-80.62672033	40.6131837
12	-80.62679112	40.61315159
13	-80.62530953	40.61057425
14	-80.62772972	40.60903175
15	-80.62803119	40.60884991
16	-80.6283093	40.60870014
17	-80.62859544	40.60855485
18	-80.62887802	40.60843387
19	-80.62935234	40.6082367
20	-80.62967847	40.60810315
21	-80.63063114	40.60771184
22	-80.63085046	40.60761723
23	-80.63113284	40.60748561
24	-80.63131244	40.60739592
25	-80.63159039	40.60723705
26	-80.6334212	40.60616241
27	-80.63509554	40.60766141
28	-80.63375054	40.60854187
29	-80.63352739	40.60868794
30	-80.63372773	40.60874501
31	-80.63379508	40.6085998
32	-80.63428417	40.60918979
33	-80.63438872	40.60932737
34	-80.63442904	40.60937907
35	-80.63461086	40.60961499
36	-80.63435809	40.60973768
37	-80.63440301	40.60979481
38	-80.63442188	40.60982117
39	-80.63486721	40.61039801

Area of Technical Impracticability Geographic Coordinates, NAD83

Label	Longitude	Latitude
1	-80.63373424	40.60980881
2	-80.63415129	40.61028747
3	-80.63331875	40.61072323
4	-80.6328929	40.61022299
5	-80.62962425	40.60987918
6	-80.63164056	40.61248995
7	-80.62979059	40.61334333
8	-80.62933528	40.61271493
9	-80.6288244	40.61291759
10	-80.6296877	40.61409647
11	-80.62816457	40.61461862
12	-80.62716415	40.61385357
13	-80.62863695	40.61281027
14	-80.62797864	40.611342
15	-80.62824255	40.61048724
16	-80.62942436	40.60986869

Legend
 — Tax Parcel Boundary/Area of Industrial Land Use and Groundwater Use Limitation
 Technical Impracticability Zones

File Q:\Projects\TechSol\GIS\Projects\Shell\Station_171297.MXD
 (Fig 1) Environmental_Covenant_and_TI_Zones_Figure.mxd Date:
 4/21/2020
 GIS: GC Checked: KL

AECOM 12420 Milestone Center Drive
 Germantown, MD 20876



Figure 1
 Environmental Covenant Area and
 TI Zone Area Coordinates
 Former Quaker State/Ergon Refinery
 Newell, West Virginia
 EPA ID # WV0057634776

