

**SOIL MANAGEMENT PLAN
IDAHO POLE COMPANY SITE
BOZEMAN, MONTANA**

Prepared for:

Idaho Pole Company
P.O. Box 1496
1640 Marc Street
Tacoma, WA 98421-2939

And

BNSF Railway Company
825 Great Northern Blvd., Suite 105
Helena, 59601-3340

Prepared by:

Hydrometrics, Inc.
5602 Hesper Road
Billings, MT 59106

March 2011

APR 20 2011

TABLE OF CONTENTS

MONTANA OFFICE

LIST OF FIGURES.....

1.0 INTRODUCTION1-1

 1.1 PROPERTY DESCRIPTION1-1

 1.2 INSTITUTIONAL CONTROLS1-3

 1.3 PROPERTY HISTORY1-6

 1.4 INVESTIGATIONS AND REGULATORY HISTORY1-6

 1.5 CHEMICALS OF CONCERN1-9

2.0 FUTURE DEVELOPMENT.....2-1

LIST OF FIGURES

FIGURE 1-1. SITE LOCATION1-2

FIGURE 1-2. TREATED SOILS AREA1-4

FIGURE 1-3. CONTROLLED GROUND WATER AREA1-5

LIST OF ATTACHMENTS

- ATTACHMENT 1 EXISTING ZONING AND PLANNED FUTURE LAND USE
- ATTACHMENT 2 INSTITUTIONAL CONTROLS

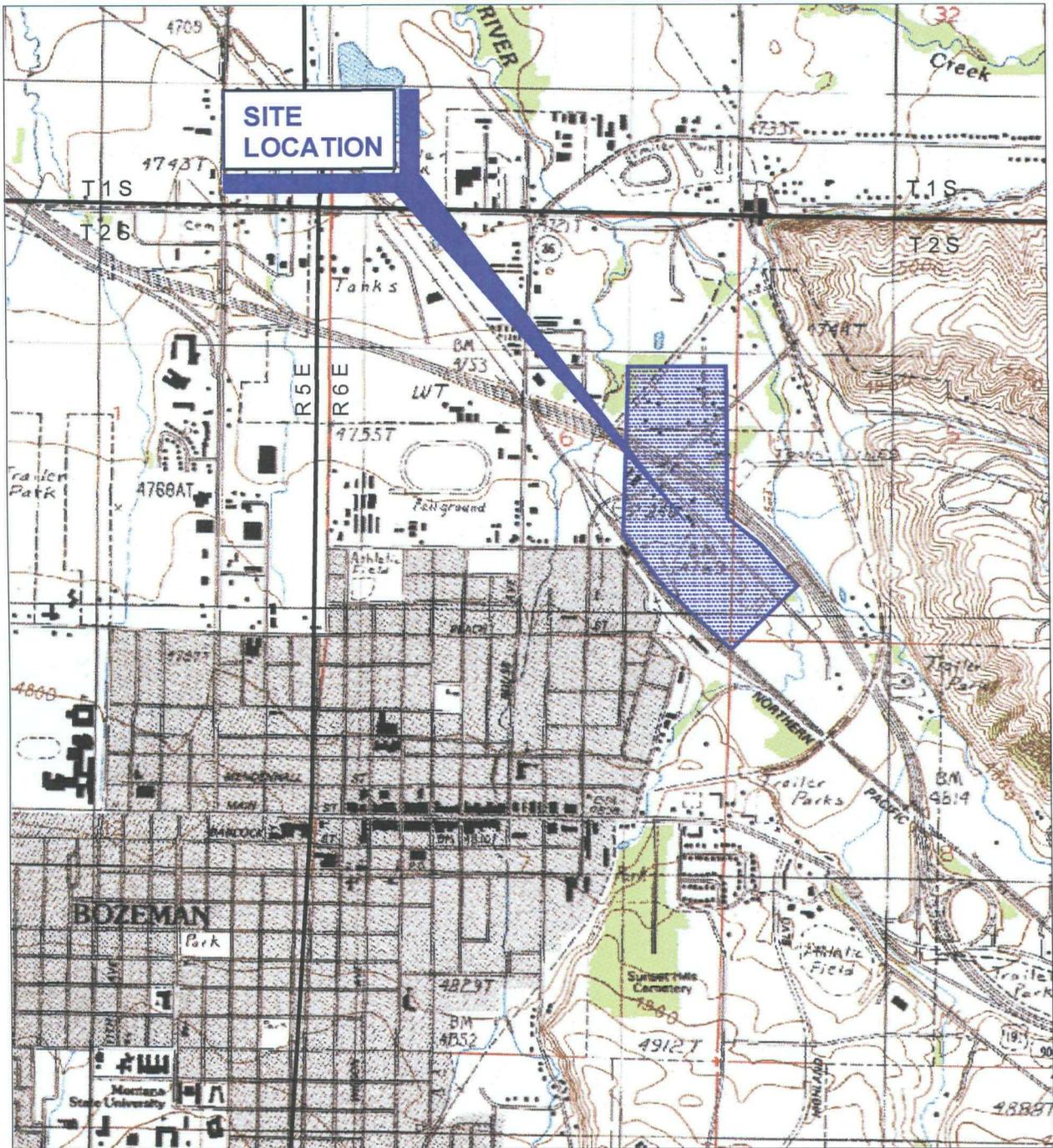
SOIL MANAGEMENT PLAN
IDAHO POLE COMPANY SITE
BOZEMAN, MONTANA

1.0 INTRODUCTION

1.1 PROPERTY DESCRIPTION

The Idaho Pole Company (IPC) Superfund Site (Property) is located near the northern limits of Bozeman, Montana, in the east half of Section 6 and the west half of Section 5, Township 2S, Range 6E of Gallatin County. The Property occupies approximately 65 acres (see Figure 1-1) owned by IPC. A small section of I-90 transects the Property. The area to the south of I-90 consists of 41.4 acres. This property is bound by Montana Rail Link (MRL) tracks to the south; an old MRL rail spur and the Montana Ready Mix and Crane Service Company to the east; Interstate 90 (I-90) to the north; residential property, "L" Street and commercial property (Empire Building Materials) to the west. The Property is bisected by Cedar Street that runs East to West across the Property. The existing zoning for the portion of the Property south of I-90 is manufacturing, and the planned future land use for the portion of the Property south of I-90 is industrial. Figures illustrating existing zoning and planned future land use, obtained from the City of Bozeman GIS Department, are included in Attachment 1. Significant remaining features of the Property include offices, ground water extraction and injection galleries, monitoring wells, a water treatment building, and areas where waste was left in place.

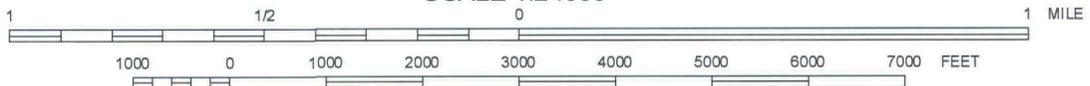
The Property to the north of I-90 consists of 32.8 acres. This area contains property owned by Idaho Pole Company and Northwestern Energy. It is bound by Bohart Lane and I-90 to the south, Rocky Creek to the east, and residential property to the north and west. "L" Street runs along the western edge of the property, bisecting the northwestern corner of the property. The existing zoning for the area north of I-90 is a mixture of manufacturing and residential. The planned future land use is industrial and residential (see Attachment 1).



UNITED STATES GEOLOGIC SURVEY
 BOZEMAN QUADRANGLE
 BOZEMAN, MONTANA

1987
 7.5 MINUTE SERIES (TOPOGRAPHIC)

SCALE 1:24000



SOIL MANAGEMENT PLAN
 IDAHO POLE COMPANY SITE
 BOZEMAN, MONTANA

SITE LOCATION MAP

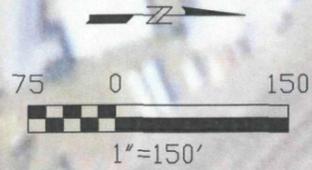
FIGURE

1-1

1.2 INSTITUTIONAL CONTROLS

This Soil Management Plan (SMP) applies to an approximately 4.1 acre portion of the Property south of I-90 where approximately 24,000 cubic yards of treated soil has been left in place with dioxin concentrations above levels that allow for unrestricted use and unlimited exposure. The treated soil has been placed as backfill on the Property, as depicted on Figure 1-2. Treated soil was placed above historic high ground water levels and was covered with a minimum of twelve inches of fill material to prevent direct contact risk. In addition to the treated soils area (TSA), this SMP applies to all saturated soil within the Controlled Ground Water Area (CGA), as depicted in Figure 1-3. A CGA was issued by the Montana Division of Natural Resources (Decision 41H-114172) in 2001 pursuant to Section 85-2-506 and 508, Montana Code Annotated (MCA) as amended (Attachment 2). The CGA restricts use of ground water beneath the Property for any purpose, except as provided in the Remedial Action or as otherwise authorized by the Environmental Protection Agency (EPA) and the Montana Department of Environmental Quality (DEQ).

Within the TSA, no excavation deeper than 12 inches shall take place, except as provided in the Remedial Action and described in the December 23, 2002 *Remedial Action Completion Report Idaho Pole Company Superfund Site Soil Remediation Phase* or as otherwise authorized by EPA and DEQ. A protective cover of at least 12 inches of clean soil shall be maintained over the TSA. A 12 inch gravel layer, gravel and asphalt overlay, or other cover that prevents erosion and which maintains the integrity of the remedy can be substituted for clean soil. In the event that soils within the TSA must be disturbed at or below 12 inches, approval must be obtained by the EPA and the DEQ and a soils and groundwater management plan specific to the activities must be approved by EPA and DEQ. Within the CGA, no excavation shall be allowed where that excavation reaches saturated soil or ground water, except where requirements of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), as amended, 42 U.S.C. §9601, *et seq.*; Comprehensive Environmental Cleanup and Responsibility Act (CECRA), as amended, Title 75, Chapter 10, Part 7 MCA, including Section 75-10-727 MCA, and Title 85, Chapter 2, Part 5 MCA, including Sections 85-2-506 and 508, MCA; and the Occupational Safety and



LEGEND	
	BOUNDARY OF TREATED LTU SOIL
	SOIL MANAGEMENT AREA

PROPOSED ENVIRONMENTAL COVENANT BOUNDARY

POINT ID	EASTING	NORTHING
1	1,579,020.77	528,277.92
2	1,579,082.01	528,196.76
3	1,579,185.98	528,336.49
4	1,579,223.07	528,421.69
5	1,579,188.60	528,480.84
6	1,579,100.64	528,205.82
7	1,579,209.85	528,233.85
8	1,579,270.10	528,167.14
9	1,579,330.00	528,230.68
10	1,579,406.33	528,346.74
11	1,579,403.53	528,417.64
12	1,579,351.27	528,523.73
13	1,579,281.04	528,550.27
14	1,579,254.18	528,409.29
15	1,579,404.83	528,497.27
16	1,579,480.38	528,474.55
17	1,579,514.63	528,577.92
18	1,579,440.97	528,606.62
19	1,579,373.58	528,551.92
20	1,579,405.13	528,586.27
21	1,579,427.37	528,617.85
22	1,579,399.51	528,674.03
23	1,579,342.27	528,671.00
24	1,579,322.20	528,628.37
25	1,579,360.98	528,600.70
26	1,579,348.40	528,583.37
27	1,579,336.02	528,518.38
28	1,579,348.53	528,546.71
29	1,579,318.30	528,609.94
30	1,579,303.12	528,598.64
31	1,579,552.91	528,766.87
32	1,579,616.09	528,817.68
33	1,579,636.47	528,886.31
34	1,579,419.63	529,063.08
35	1,579,393.67	529,036.18
36	1,579,431.57	528,953.51
37	1,579,524.07	528,906.11
38	1,579,465.37	528,889.50
39	1,579,437.31	528,845.10
40	1,579,479.66	528,776.40

TREATED SOIL AREA

POINT ID	EASTING	NORTHING
A	1,579,009.22	528,276.25
B	1,579,370.36	528,797.96
C	1,579,556.23	528,606.93
D	1,579,499.51	528,478.59
E	1,579,286.09	528,147.16
F	1,579,183.15	528,218.19
G	1,579,080.16	528,182.24
H	1,579,392.37	528,827.95
I	1,579,446.40	528,909.90
J	1,579,386.47	529,031.90
K	1,579,431.50	529,125.85
L	1,579,697.35	528,942.78
M	1,579,569.25	528,641.91

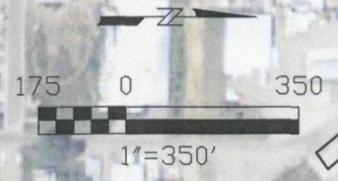


IDAHO POLE COMPANY
BOZEMAN, MONTANA
5029-200

TREATED SOIL AREA

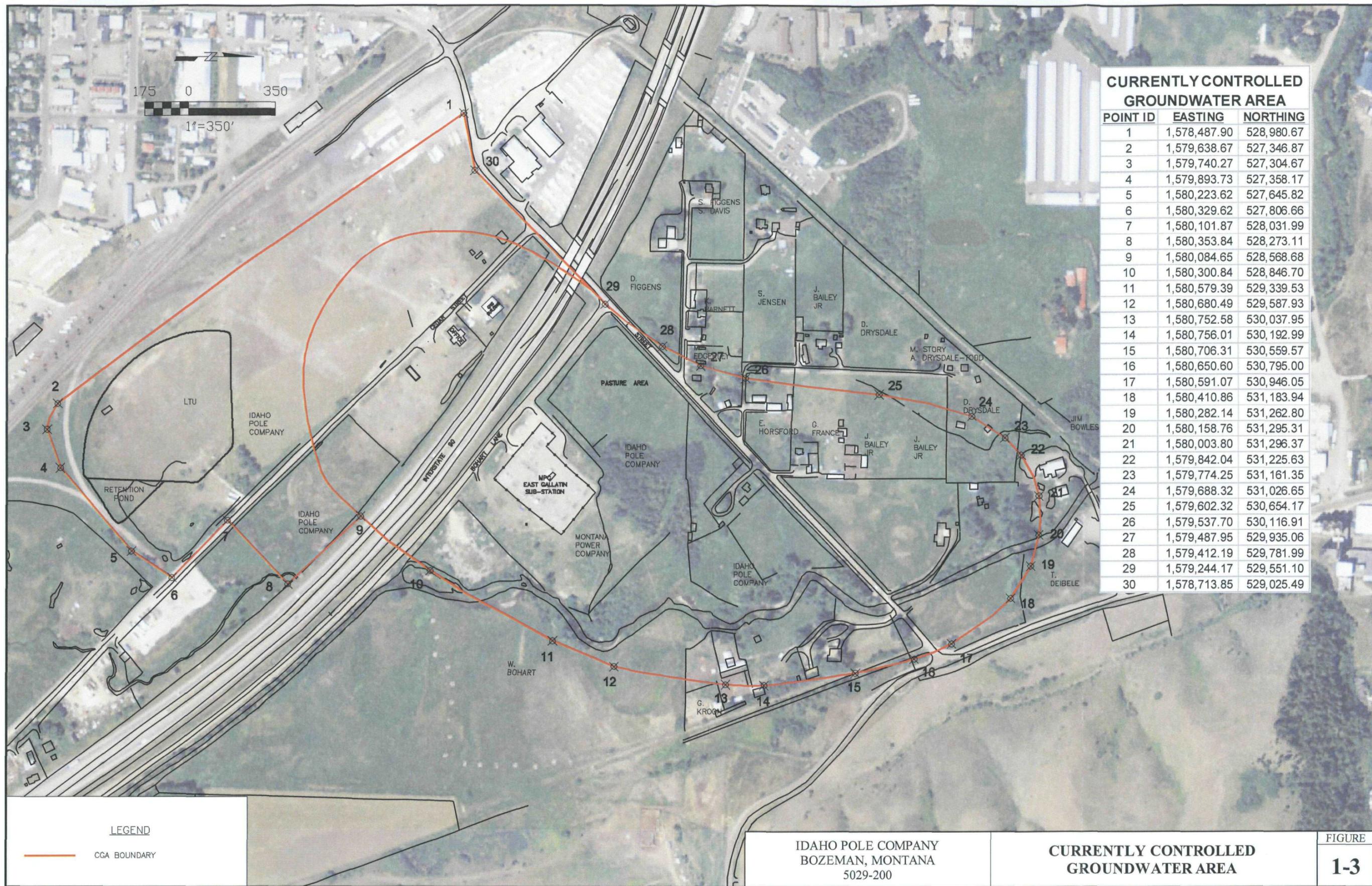
FIGURE

1-2



**CURRENTLY CONTROLLED
GROUNDWATER AREA**

POINT ID	EASTING	NORTHING
1	1,578,487.90	528,980.67
2	1,579,638.67	527,346.87
3	1,579,740.27	527,304.67
4	1,579,893.73	527,358.17
5	1,580,223.62	527,645.82
6	1,580,329.62	527,806.66
7	1,580,101.87	528,031.99
8	1,580,353.84	528,273.11
9	1,580,084.65	528,568.68
10	1,580,300.84	528,846.70
11	1,580,579.39	529,339.53
12	1,580,680.49	529,587.93
13	1,580,752.58	530,037.95
14	1,580,756.01	530,192.99
15	1,580,706.31	530,559.57
16	1,580,650.60	530,795.00
17	1,580,591.07	530,946.05
18	1,580,410.86	531,183.94
19	1,580,282.14	531,262.80
20	1,580,158.76	531,295.31
21	1,580,003.80	531,296.37
22	1,579,842.04	531,225.63
23	1,579,774.25	531,161.35
24	1,579,688.32	531,026.65
25	1,579,602.32	530,654.17
26	1,579,537.70	530,116.91
27	1,579,487.95	529,935.06
28	1,579,412.19	529,781.99
29	1,579,244.17	529,551.10
30	1,578,713.85	529,025.49



LEGEND

— CGA BOUNDARY

IDAHO POLE COMPANY
BOZEMAN, MONTANA
5029-200

**CURRENTLY CONTROLLED
GROUNDWATER AREA**

FIGURE
1-3

Health Administration (OSHA), including Title 29 of the Code of Federal Regulations (CFR) Part 1910.120 *et seq.* are met. Authorization must also be obtained from the EPA and DEQ and a soils and groundwater management plan specific to the activities must be approved by EPA and DEQ.

This SMP identifies general precautions and procedures to protect human health and the environment from hazardous substances at the Site. However, a more detailed soils and/or groundwater management plan must be approved by EPA and DEQ prior to beginning activities at the site that would disturb materials deeper than 12 inches within the TSA or involving saturated soil or groundwater within the CGA.

1.3 PROPERTY HISTORY

The IPC facility in Bozeman, Montana began preserving wood products using creosote in 1945. In 1952, the use of creosote was discontinued and was replaced with pentachlorophenol (PCP) in carrier oil as the wood treating preservative. Wood treating equipment included butt and full length treating vats and a drying area where treated poles were stored prior to shipment. In 1975, a pressurized heated retort was added for treating poles. The full length vats were removed in the early 1980s. The pole treating operations were terminated on September 15, 1997. The remaining treating facility structures, with the exception of the main office building, were consequently demolished beginning in May 1999.

1.4 INVESTIGATIONS AND REGULATORY HISTORY

In 1978, the Montana Department of Fish, Wildlife and Parks (MDFWP) notified the Montana Department of Health and Environmental Services (MDHES) of a suspected release of oily wood treating fluid from the IPC plant. MDHES found evidence of a release in ditches near the Site. On September 29, 1978 a compliance order was issued notifying IPC of statutory violations and directed the company to stop uncontrolled releases and to clean up spilled treating fluid. In response, IPC installed and operated an interceptor drain with a sump and an interceptor trench adjacent to I-90. Absorbent pads were also used in the culverts and ditches to intercept and collect oily wood treating fluid.

In 1984, IPC conducted a remedial investigation to identify the sources and extent of the contamination at the Site. Monitoring wells were installed to collect groundwater samples. Soil samples and surface water samples were also collected. MDHES determined that the investigation was not sufficient to identify contaminant sources and to characterize the nature and extent of contamination.

The U.S. Environmental Protection Agency (USEPA) proposed the Site for the National Priorities List (NPL) of Superfund sites in 1984. The listing was final in 1986. In 1989, MDHES assumed the lead agency role and began a remedial investigation and feasibility study (RI/FS) following a USEPA approved work plan and guidance.

In September 1992, USEPA Region VIII prepared the Record of Decision (ROD) for the Site. The ROD identified the contaminants of concern (COCs) and discussed the conceptual design for a groundwater remedy system (GRS) and soil remedy at the Site. The USEPA issued a joint Unilateral Administrative Order (UAO) to IPC and BNSF (EPA Docket No. CERCLA VII-93-26) in 1993. In May 1996, USEPA released an Explanation of Significant Differences (ESD) describing the significant deviations between the remedy that was to be implemented and the conceptual design discussed in the ROD. The major components of the selected remedy from the ROD (as modified by the May 1996 ESD) included:

- Soil Component
 - Excavation and land treatment of contaminated soil in an on-site land treatment unit (LTU).
 - Operation of the LTU to treat the surface soil to approximately one foot in depth and soil removal when the cleanup levels for PCP and polycyclic aromatic hydrocarbons (PAHs) are met.
 - Use of treated soil as fill material on the site.

- Isolation of soil containing contaminants that exceed the ROD levels from groundwater, covering at the surface to prevent direct contact, and institutional controls for future land use.
- Ambient water flushing of soil underlying the treating plant and I-90 to recover hazardous substances.
- Groundwater Component
 - Groundwater cleanup using extraction and granulated activated carbon treatment system with return of water to the aquifer to enhance in-situ biological degradation and to control potential migration of contaminants.
 - Treatment of contaminated residential wells exceeding maximum contaminant levels or risk-based concentrations of the COCs at the distribution point in addition to institutional controls preventing new access to contaminated groundwater.
 - Continued residential and groundwater monitoring to determine movement of contaminants and compliance with remedial action requirements.
 - Institutional controls on future uses.

The remedy identified in the ROD and supplemented by the ESD was implemented between July 1995 and January 1997. The construction of the LTU and retention pond, excavation of soils, derocking and transportation of excavated soils to the LTU, and installation of an interceptor trench was completed between July and November 1995. Construction of the GRS began in August 1996 and was completed in January 1997. The GRS began treating groundwater on February 5, 1997. The system pumps contaminated groundwater to a holding tank, filters the water through particulate filters, removes contaminants via two granulated activated carbon (GAC) vessels, and then injects the nutrient enriched treated water back into the aquifer.

In November 1998, USEPA released another ESD describing additional work necessary at the Site since IPC had ceased wood-treating operations in September 1997. The 1998 ESD

required that the facility structures, including buildings, tanks, concrete pads, piping and vaults, be demolished and impacted soils underlying the structures be excavated and treated in the LTU.

Demolition activities were initiated in May 1999 and completed by August 1999. Contaminated soils from beneath the demolished structures were placed in the LTU for treatment. Prior to excavated soil placement, treated LTU soil that met treatment goals for PCP and PAH was removed from the upper lift of the LTU and backfilled in the Barkfill and Pressure Plant areas. The treated soils were covered with a minimum of 12 inches of clean material.

By September 2000, both upper and lower lifts of LTU soils met the ROD cleanup levels for PCP and PAHs, but were above cleanup levels for dioxins. An LTU Closure Work Plan was submitted to the USEPA and approved in July 2002. USEPA approved placement of treated LTU soils on-site, upgradient of the pressure plant injection gallery. The backfilled treated LTU soils were placed above historic high groundwater levels and were covered with 12 to 15 inches of clean material. The LTU and retention pond were closed and dismantled. Restoration of the Site was completed by November 2002.

The USEPA concluded in a letter dated March 4, 2003 that the soils component of the remedial action had been fully performed in accordance with the Administrative Order for Remedial Design/Remedial Action (RD/RA) for the IPC Site.

No construction activities have been conducted since the closure of the LTU. Operation of the GRS system and groundwater monitoring is still ongoing.

1.5 CHEMICALS OF CONCERN

COCs in the soils within the TSA at the Site include chemicals that exceed cleanup levels specified in the ROD, specifically polychlorinated dibenzo-p-dioxins (PCDDs) and polychlorinated dibenzofurans (PCDFs). These compounds adhere tightly to soil particles

and do not migrate readily or leach into groundwater or surface water. They have very low vapor pressures and do not readily evaporate or volatilize to the atmosphere.

The primary COC in the groundwater within the CGA is PCP. Several PAHs may also be present in the groundwater. As such, these compounds may be present in the soils that contact groundwater within the CGA.

2.0 FUTURE DEVELOPMENT

This section summarizes general protocols for future construction and/or development of the area outlined in Figures 1-2 and 1-3. It is not anticipated that contamination will be encountered during future development of the Property due to limitations outlined in the Notice of Institutional Control (NOIC) included in Attachment 2. Development in the TSA is limited to paved parking areas and greenways that require excavation depths of less than 12 inches. All other uses of this area are prohibited (including utilities) without specific approval from the property owner, EPA, and DEQ. Excavations within the CGA are limited to depths above ground water saturated soil. In the event that soils within the specified areas must be disturbed, and approval has been granted by EPA and DEQ, the following list provides guidance as to the general health and safety precautions that must be in place to protect human health and the environment.

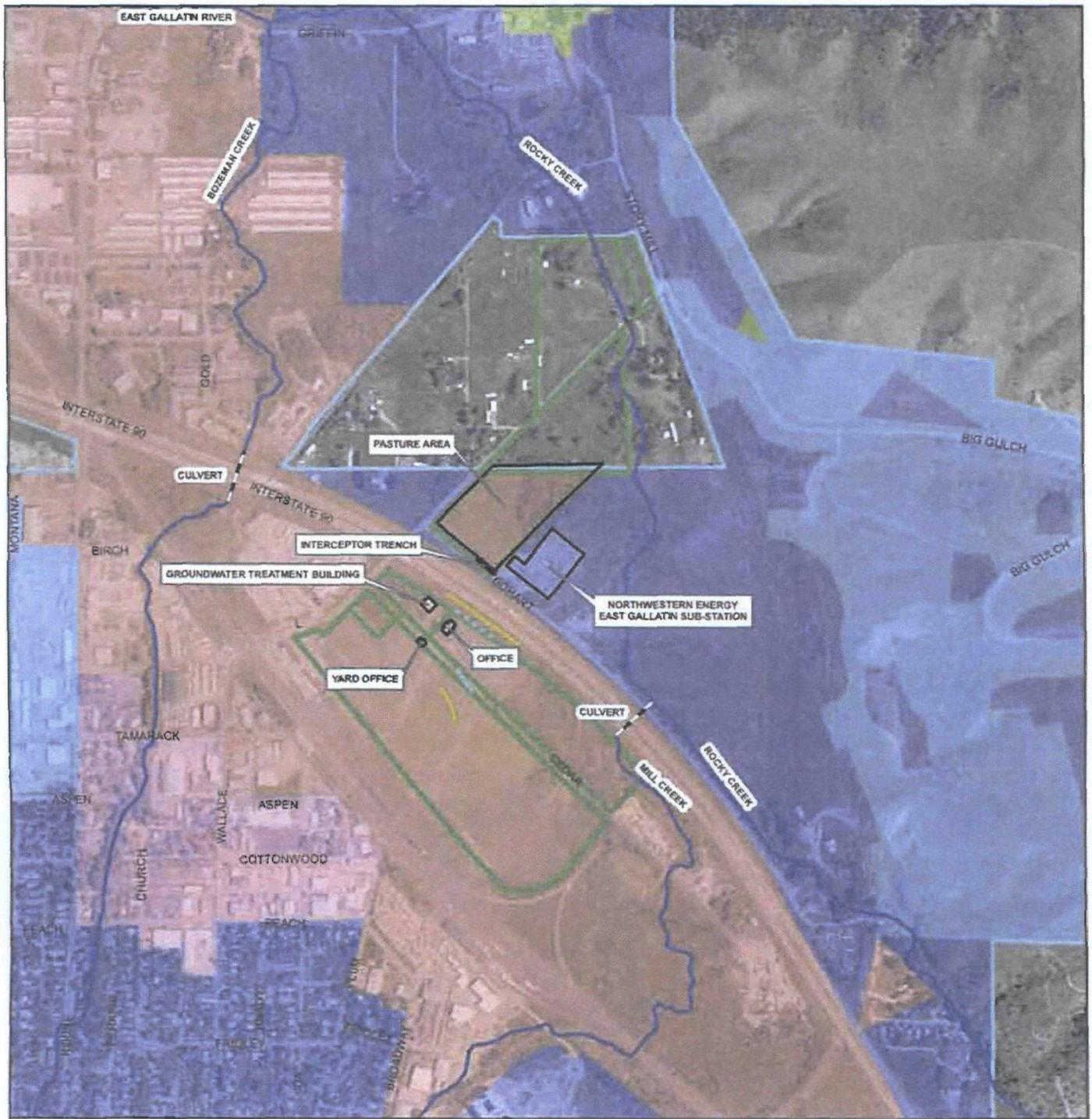
- A plan must be approved by EPA and DEQ outlining the general description of the activity, the location, the project schedule, and the approximate volumes of contaminated soil that will require management. Following completion of the project, a report will be required by EPA and DEQ detailing the activities that resulted in management of contaminated soil, locations of the activities, quantities of contaminated soil managed, results of soil sampling and analysis, and volumes and locations of soil managed off site and associated bills of lading and/or hazardous waste manifests.
- Workers must be appropriately trained for their specific job activities. Training may include, but is not limited to, that specified in 29 CFR 1910.120 and/or training required by EPA and DEQ.
- A site-specific health and safety plan must be established which identifies, evaluates, and controls safety and health hazards at the site and provides for emergency response. Each worker must be familiar with the plan.

- Appropriate personal protective equipment (PPE) should be worn, including (at a minimum) a hard hat, steel-toed work boots, safety glasses with side shields, and nitrile gloves. If there is a possibility of inhaling soil dust during work activities, the workers should also don a respirator equipped with P100 high efficiency particulate filters.
- Personal hygiene protocols should be established such as having soap and wash water available on site for workers to wash their hands and face prior to breaks and before leaving the property.
- Excavated soils within the TSA or that contact groundwater within the CGA must be contained in appropriate containers (i.e. drums, roll-off boxes, train cars, etc.) and composite samples collected for analysis of contaminants of concern. If concentrations are below those specified by EPA and DEQ, the soil can be reused as fill. If not, the soil must be disposed of off-site within 90 days at an appropriate disposal facility. The receiving facility must be contacted regarding specific soil analyses/waste profiling and permitting procedures that will be necessary for waste acceptance. Shipping manifests documenting disposal must be maintained along with records of the waste characterization and disposal certificates in the permanent records for the property, provided to MDEQ and USEPA, and disclosed to any subsequent property owners.
- Surface water run-on and run-off must be controlled to prevent contaminated soil or water from leaving the work area consistent with National Pollutant Discharge Elimination System (NPDES) requirements for construction projects.
- Dust control measures must be implemented to reduce dust generation and prevent off-site migration of visible dust.

- Construction equipment, vehicles, PPE, and other items that come into contact with contaminated soils in the TSA or saturated soils within the CGA must be cleaned and washed before leaving the site to prevent migration of contamination to public streets. The wash water must be contained and either treated on-site or sampled and properly disposed of.
- Access to the site during disturbance of soils at or below 12 inches in the designated area must be restricted to authorized workers and agency personnel and entryways must be monitored.

The above list is intended as guidance and is not intended to be all-inclusive.

Attachment 1
Existing Zoning and Planned Future Land Use



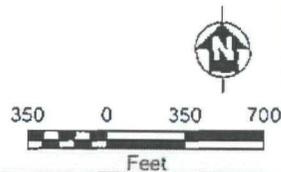
LEGEND

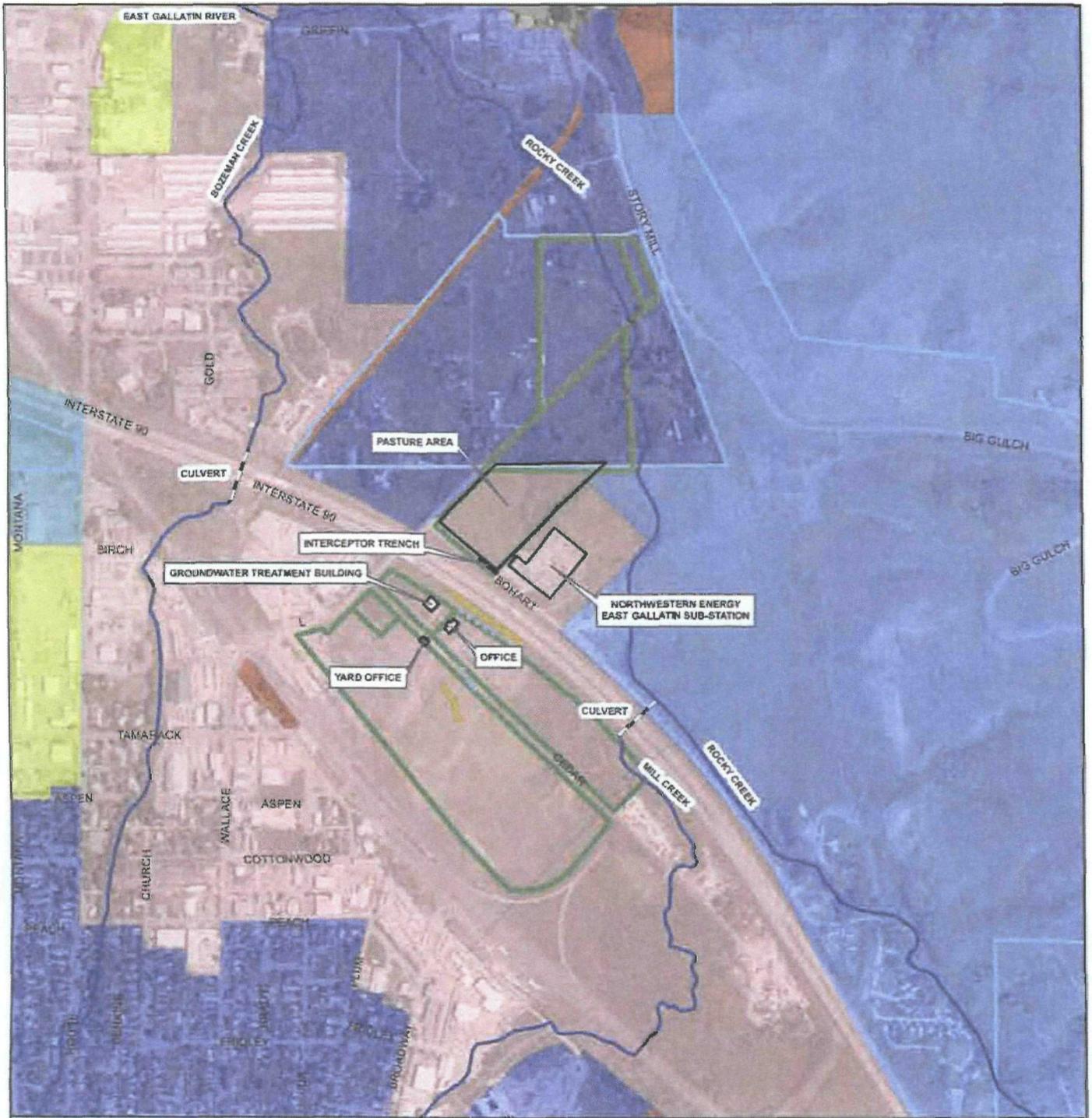
-  PARCEL - IDAHO POLE COMPANY (Source: NRIS-Gallatin County Cadastral, July 2009)
-  BOZEMAN CITY LIMITS (Source: City of Bozeman GIS Department, 2004)
-  EXTRACTION WELL (Source: Figure 1 from 5-Year Review, 2005)
-  INJECTION WELL (Source: Figure 1 from 5-Year Review, 2005)
- EXISTING ZONING (Source: City of Bozeman GIS Department, 2004)
 -  BUSINESS
 -  HISTORIC MIXED USE
 -  MANUFACTURING
 -  PUBLIC LANDS
 -  RESIDENTIAL



Idaho Pole
Bozeman, Montana

SITE MAP - EXISTING ZONING





LEGEND

-  PARCEL - IDAHO POLE COMPANY (Source: NRIS-Gallatin County Cadastral, July 2009)
-  BOZEMAN CITY LIMITS (Source: City of Bozeman GIS Department, 2004)
-  EXTRACTION WELL (Source: Figure 1 from 5-Year Review, 2005)
-  INJECTION WELL (Source: Figure 1 from 5-Year Review, 2005)
- FUTURE LAND USE (Source: City of Bozeman GIS Department, 2009)**
-  COMMUNITY COMMERCIAL MIXED USE
-  INDUSTRIAL
-  PARKS, OPEN SPACE, AND RECREATIONAL LANDS
-  PRESENT RURAL
-  PUBLIC INSTITUTIONS
-  REGIONAL COMMERCIAL AND SERVICES
-  RESIDENTIAL



Idaho Pole
Bozeman, Montana



SITE MAP - FUTURE LAND USE

Attachment 2
Institutional Controls

Notice of Institutional Controls

1. This Notice of Institutional Controls ("Institutional Controls") is made this 9th day of September, 2010, by Idaho Pole Company ("Owner"), pursuant to Section 75-10-727 Montana Code Annotated ("MCA") as amended with the approval of the United States Environmental Protection Agency ("EPA") and Montana Department of Environmental Quality ("DEQ"), third party beneficiaries of these Institutional Controls.

2. WHEREAS, Owner is the owner of real property located in the City of Bozeman, County of Gallatin, State of Montana that comprises approximately 65 acres hereinafter referred to as the "Property" (Attachment A) within which lies the Idaho Pole Superfund site ("Site") [EPA ID No MTD006232276] located near the northern limits of Bozeman, Montana, in the east half of Section 6 and the west half of Section 5, Township 2S, Range 6E of Gallatin County as further defined by Site Legal Description (Attachment B); and

3. WHEREAS, in the Record of Decision dated September 28, 1992 as amended (the "ROD"), the Acting Regional Administrator for EPA Region VIII selected a Remedial Action for the Site which allows for waste to be left on Site above levels that allow for unlimited use and unrestricted exposure providing these Institutional Controls are employed to minimize potential for human exposure, limit land/resource use, and/or protect the integrity of the remedy. "Remedial Action" shall mean the Remedial Action described in the Idaho Pole Superfund Site ROD, and amendments thereto; and

4. WHEREAS, EPA and DEQ have determined that, with implementation of this Notice of Institutional Controls (NOIC) on the "Property", all appropriate Remedial Actions under CERCLA, other than five-year reviews and operation and maintenance, have been completed for the surface and unsaturated subsurface soils on all the Property as described as shown on Attachment A, or more particularly described as real property located in the City of Bozeman, County of Gallatin, State of Montana that comprises approximately 65 acres.

5. WHEREAS, EPA and DEQ have determined that contaminated soil excavated from the Property has been successfully treated, and the treated soil has been placed as backfill in several areas consisting of 4.1 acres on the Property, as depicted on the attached Attachment D (the "Treated Soil Areas" or "TSAs"). Treated soil was placed above historic high ground water levels and was covered with a minimum of twelve inches of fill material to prevent direct contact risk. A Controlled Ground water Use Area was issued by the Montana Division of Natural Resources (Decision 41H-114172) in 2001 pursuant to Section 85-2-506 and 508, MCA as amended (Attachment E), that currently restricts use of ground water beneath the Property for any purpose, except as provided in the Remedial Action or as otherwise authorized by EPA and DEQ. No further or ongoing surface and unsaturated subsurface soil operation and maintenance activities are required other than those provided for in this NOIC and maintaining a protective cover over the TSAs.

2369872
Page 1 of 10 09/13/2010 11:09:05 AM Fee: \$90.00
Cassidy Hillis - Gallatin County, MT
RISC

6. WHEREAS, Owner, EPA and DEQ agree that it is necessary to restrict the use of the Property to mitigate the risk posed to the public health, safety, and welfare and the environment by imposing appropriate Institutional Controls on the Property, the purpose of which is to ensure the permanent preservation and maintenance of remedial structures, including the Treated Soil Areas cover, that are required to minimize potential for human exposure and/or protect the integrity of the remedy;

7. WHEREAS, these Institutional Controls shall restrict present and future use of the Property including the Treated Soil Areas and shall run with the land and be binding on all successors in interest to the Property, until the Institutional Controls are removed in whole or in part pursuant to Section 75-10-727 MCA as amended;

8. WHEREAS, Owner, EPA and DEQ agree that Owner shall file this Notice of Institutional Controls promptly in the real property records in the Clerk and Recorder's Office in and for Gallatin County, Montana;

NOW, THEREFORE,

9. Grant: Owner, on behalf of itself, its successors and assigns, in consideration of the terms of agreement among Owner, EPA and DEQ, regarding the Idaho Pole Superfund Site does hereby through this Notice of Institutional Controls declare that the use of the Property shall hereinafter be subject to the following restrictions that shall run with the land and be binding upon all successors-in-interest to the Property until these restrictions are removed in whole or in part pursuant to the terms of this Notice of Institutional Control; the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. § 9601, *et seq.* ("CERCLA"); the Comprehensive Environmental Cleanup and Responsibility Act, as amended, Title 75, Chapter 10, Part 7 MCA ("CECRA"), including Section 75-10-727 MCA, and Title 85, Chapter 2, Part 5 MCA, including Sections 85-2-506 and 508, MCA (pertaining to Controlled Ground Water Areas):

10. Restrictions on Use: The following covenants, conditions and restrictions apply to the use of the Property, run with the land and are binding on the Owner, its successors and assigns:

- a) Restriction on New Construction. No new Construction, other than surface paving, landscaping curbs, light standards, traffic signs and greenways, shall take place on the Treated Soil Areas, except as provided in the Remedial Action or as otherwise authorized by EPA and DEQ.
- b) Restriction on Excavation within the TSAs. No excavation deeper than 12 inches shall take place on the TSAs, except as provided in the Remedial Action and described in the December 23, 2002 "*Remedial Action Completion Report Idaho Pole Company Superfund Site Soil Remediation Phase*" or as otherwise authorized by EPA and DEQ. Owner, its successors and assigns, shall maintain a protective cover of at least 12 inches of clean soil over the TSAs. A 12 inch gravel layer, gravel and

asphalt overlay, or other cover that prevents erosion and which maintains the integrity of the remedy can be substituted for clean soil. In the event that soils within the TSA must be disturbed at or below 12 inches and approval has been granted by EPA and DEQ, Owner must comply with a soils and groundwater management plan that is in EPA's administrative record for the Idaho Pole Superfund Site, or such other soils and groundwater management plan that may be approved by EPA and DEQ. Soils and groundwater management plans should provide guidance on health and safety precautions required to protect human health and the environment.

- c) Restriction on Excavation within Controlled Ground Water Area. In addition to the Restriction on Excavation within the TSAs, above, no excavation shall be allowed on the Property within Controlled Ground Water Area (Decision 41H-114172) where that excavation reaches saturated soil or groundwater, except where the Owner meets the requirements of CERCLA, as amended, 42 U.S.C. § 9601, *et seq.*; CECRA, as amended, Title 75, Chapter 10, Part 7 MCA, including Section 75-10-727 MCA, and Title 85, Chapter 2, Part 5 MCA, including Sections 85-2-506 and 508, MCA (pertaining to Controlled Ground Water Areas) and the Occupational Safety and Health Administration, including 29 C.F.R. 1910.120 *et seq.*; and where the excavation is accomplished in compliance with the Site soils and groundwater management plan or except as otherwise authorized by EPA and DEQ.
- d) Restriction on Use of Ground Water. Ground water within the boundaries described by the Controlled Ground Water Area shall not be used or developed for any purpose, except as provided in the Remedial Action or as otherwise authorized by EPA and DEQ.
- e) Protection of the Integrity of Remedial Action. Use of the Property shall not in any way materially interfere with the operation and/or maintenance of the Remedial Action, including, but not limited to, access to and the operation and maintenance of ground water monitoring wells, injection and extraction wells, any equipment or infrastructure constructed or used for the Remedial Action, or any cap or other covering to prevent contact with residual contamination, except as otherwise authorized by EPA and DEQ.
- f) Access, Cooperation and Information. EPA and DEQ and their authorized representatives shall have access at all reasonable times with prior notice to use the Property for purposes consistent with these Institutional Controls and EPA's ROD as amended. Owner, its successors and assigns shall comply with 42 U.S.C. § 9601(35), which defines the status and responsibilities of a purchaser who takes an interest in the Property by

contract. Nothing herein shall impair any other authority EPA and DEQ may otherwise have to enter and inspect the Property, and to obtain information about the property concerning response actions under CERCLA or CECRA.

11. Filing Notice of Institutional Controls. Owner shall file this Notice of Institutional Controls in the land records of the Clerk and Recorder's Office, Gallatin County, Montana, within thirty (30) days of the date it is executed by the Owner. Owner must provide EPA and DEQ with a certified true copy of said instrument and its recording reference.
12. Reserved Rights of Owner. Owner hereby reserves unto itself, its successors and assigns, all rights and privileges in and to the use of the Property which are not incompatible with the restrictions and rights granted herein.
13. Nothing in this document shall limit or otherwise affect EPA's rights of entry and access or EPA's authority to take response actions under CERCLA, the National Contingency Plan, or other federal law. Nothing in this document shall limit or otherwise affect DEQ's rights of entry and access or DEQ's authority to take remedial actions under CECRA or the State's authority under other applicable state laws.
14. Notice Requirement. Owner on its behalf, and on behalf of its successors and assigns, agrees to include in any instrument conveying any portion of the Property, including, but not limited to, deeds, leases and mortgages, a notice which is in substantially the following form:

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO A NOTICE OF INSTITUTIONAL CONTROLS, DATED 9-9, 2010, RECORDED IN THE PUBLIC LAND RECORDS ON 9-13, 2010, IN BOOK _____, PAGE _____, IN GALLATIN COUNTY. DOCUMENT 2369872

Within sixty (60) days of the date any such instrument or conveyance is executed, Owner must provide EPA and DEQ with a certified true copy of said instrument and, if it has been recorded in the public land records, its recording reference.

15. Enforcement of Institutional Controls. Owner, EPA and/or DEQ shall be entitled to enforce the terms of this instrument by resort to specific performance or other legal process as third party beneficiaries including but not limited to the authority provided by CECRA as amended Section 75-10-701 *et seq.*, MCA and CERCLA as amended 42 U.S.C. § 9601, *et seq.* All remedies available hereunder shall be in addition to any and all other remedies at law or in equity, including CERCLA and CECRA. Any

forbearance, delay or omission to exercise rights under this instrument in the event of a breach of any term of this instrument shall not be deemed to be a waiver of such term or of any subsequent breach of the same or any other term, or of any of the rights under this instrument.

16. Notices. Any notice, demand, request, consent, approval or communication that any party desires or is required to give to the others shall be in writing and shall either be served personally or sent by first class mail, postage prepaid, addressed as follows:

Owner: Idaho Pole Company, c/o
Director, Technical and Environmental Affairs
P.O. Box 1496
Tacoma, WA 98401-1496

or

1640 E. Marc Avenue
Tacoma, WA 98421-2939

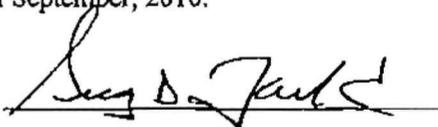
EPA: Director, Montana Operations Office
U.S. Environmental Protection Agency
Baucus Federal Building
10 West 15th Street
Helena, MT 59626

DEQ: Federal Superfund Section Manager, Remediation Division
Montana Department of Environmental Quality
P.O. Box 200901
Helena, MT 59620

17. Controlling Law. The interpretation and performance of this instrument shall be governed by the laws of the United States and the laws of the State of Montana.

These Institutional Controls shall run with the land and be binding on all successors in interest to the Property until the Institutional Controls are removed in accordance with CERCLA; CECRA (including Section 75-10-727 MCA); and Sections 85-2-506 and 508, MCA (pertaining to Controlled Ground Water Areas).

IN WITNESS WHEREOF, Idaho Pole-Company, a Washington corporation, has caused this instrument to be executed this 9th day of September, 2010.

By: 

Greg D. McFarland, solely in his capacity as
Vice President of Idaho Pole Company, and
not his individual capacity

STATE OF Washington)
) ss:
COUNTY OF Pierce)

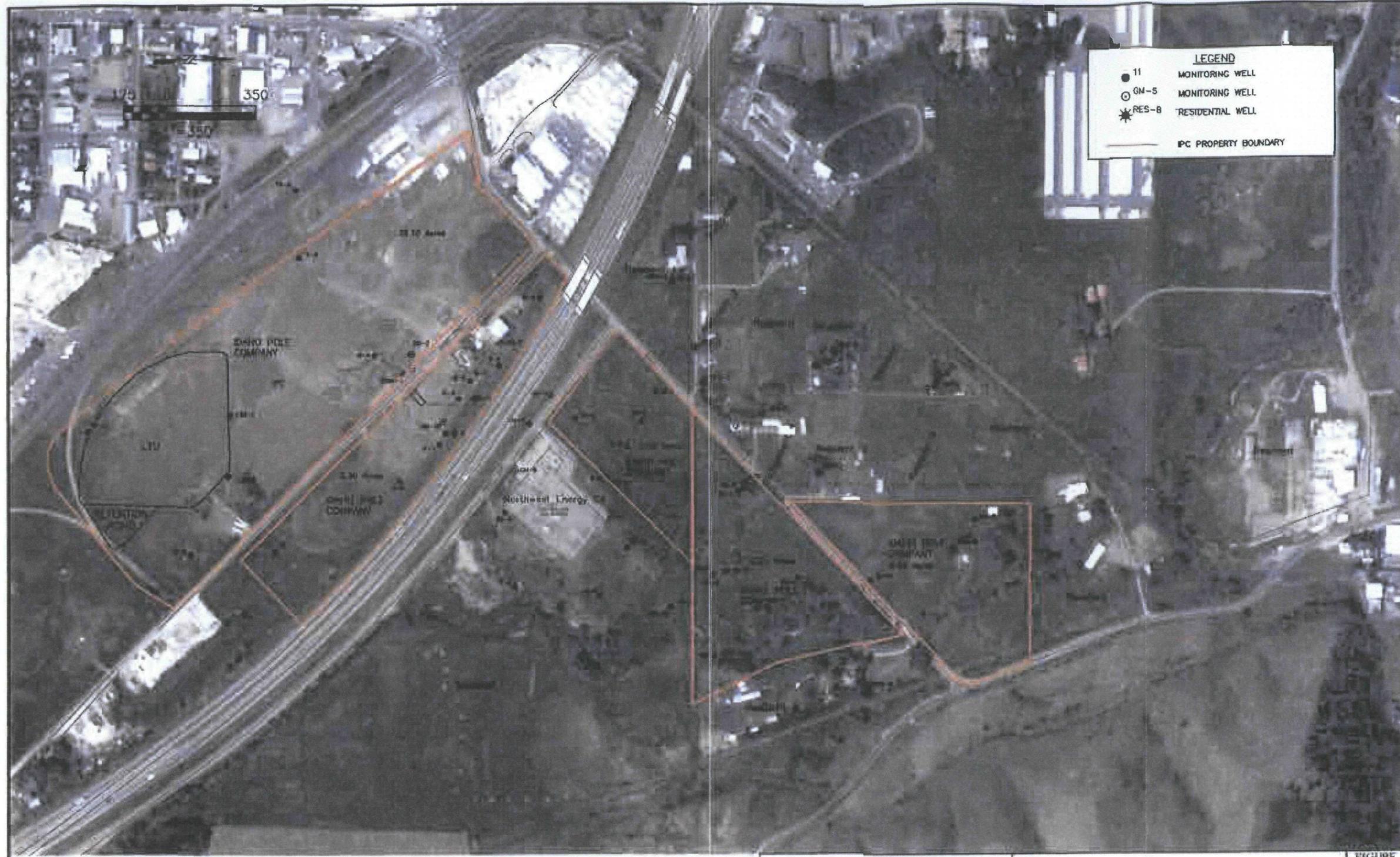
The foregoing instrument was acknowledged before me this 9th day of
September 2010, by Greg D. McFarland on behalf Idaho Pole Company, a
Washington Corporation, and not in his individual capacity, and acknowledged the said
instrument to be the free and voluntary act and deed of said corporation, for the uses and
purposes therein mentioned, and on oath stated that they are authorized to execute said
instrument.

Witness my hand and official seal hereto affixed the day and year written above



Cynthia A. Harris
Notary Public

4806 60th St CEE, Tacoma, WA 98443
Address
My commission expires: 8-17-2013



IDAHO POLE COMPANY
 BOZEMAN, MONTANA
 5029-200

IDAHO POLE PROPERTY BOUNDARY

FIGURE
 1

Attachment B

Site Legal Description

The Idaho Pole site is located near the northern limits of Bozeman, Montana and occupies approximately 65 acres in the east half of Section 6 and the west half of Section 5, Township 25, Range 6E of Gallatin County.

Individual legal lot descriptions are:

Northern Pacific ADD, SO5, TO2 S, RO6 E, All BLK 70PT of Blocks 73 & 83, Plus VAC St & Alleys.

NP-BOZ PT BLK 87 S of Highway SEC 6 25, 6E, COS 21

Northern Pacific ADD, SO6, TO2 S, RO6 E, Lots 1-9 BLK 86 APP 142' x 225'

SO6, TO2 S, RO6 E, PT Tract A SE4 & SW4, 22.1 AC COS 1876

Northern Pacific addition, SO, TO2 S, RO6 E, PT BLK 88 all BLKS 89-90

SO5, TO2 S – RO6 E, Tract J in SW 4NW4 SEC 525 6E 6.5A TR in SE COR SE 4NE4 SECT 6 25 6E

SO5, TO2 S, RO6 E, SW 4NW4 W of Rd & E of River See 5 25 6E 9AC



IDAHO POLE COMPANY
 BOZEMAN, MONTANA
 5029-200

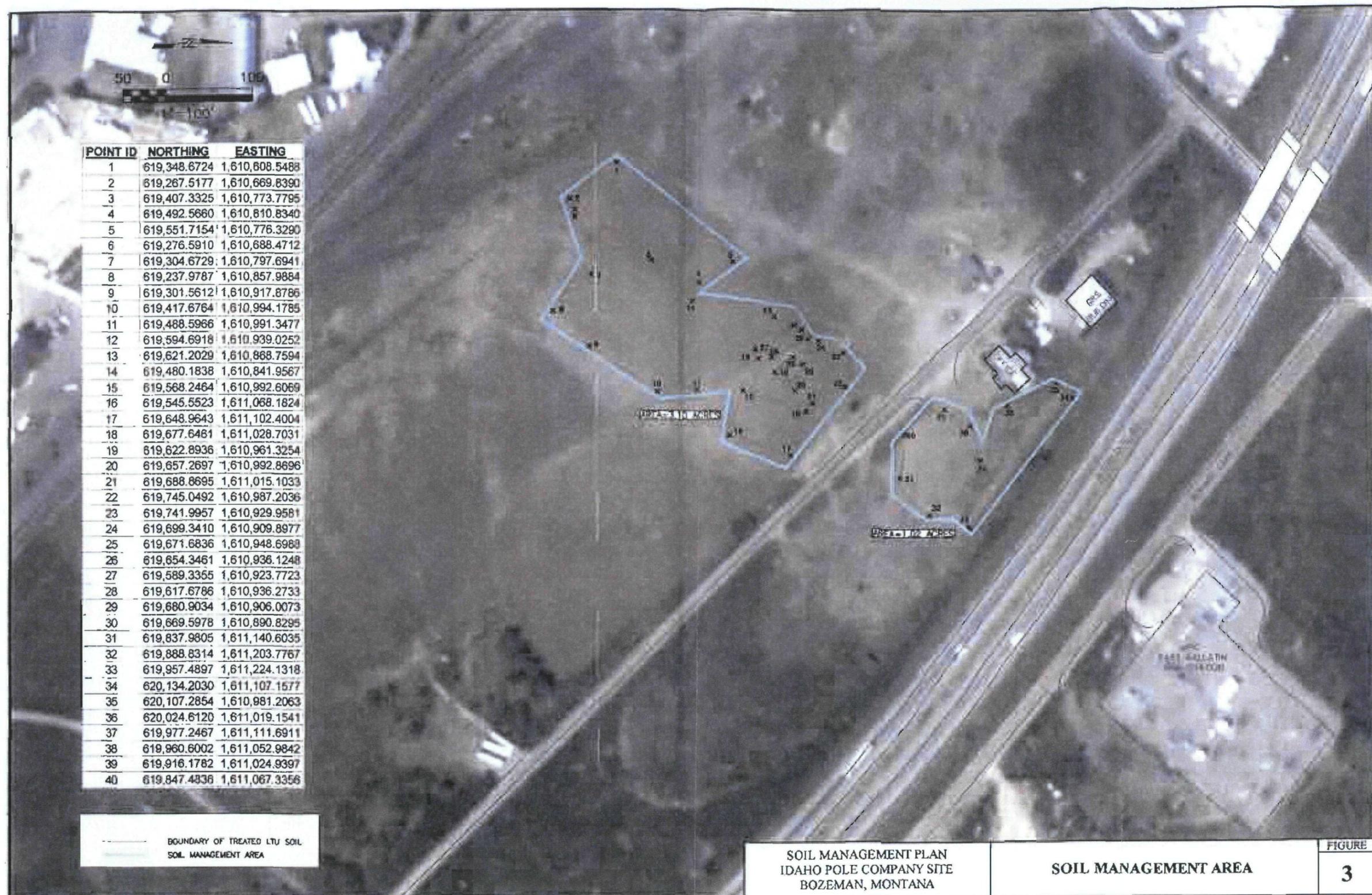
CURRENTLY MODELED AREA FOR CGA

FIGURE
2

POINT ID	NORTHING	EASTING
1	619,348.6724	1,610,808.5488
2	619,267.5177	1,610,669.8390
3	619,407.3325	1,610,773.7795
4	619,492.5660	1,610,810.8340
5	619,551.7154	1,610,776.3290
6	619,276.5910	1,610,688.4712
7	619,304.6729	1,610,797.6941
8	619,237.9787	1,610,857.9884
9	619,301.5612	1,610,917.8786
10	619,417.6764	1,610,994.1785
11	619,488.5966	1,610,991.3477
12	619,594.6918	1,610,939.0252
13	619,621.2029	1,610,888.7594
14	619,480.1838	1,610,841.9567
15	619,568.2464	1,610,992.6069
16	619,545.5523	1,611,068.1824
17	619,648.9643	1,611,102.4004
18	619,677.6461	1,611,028.7031
19	619,622.8936	1,610,961.3254
20	619,657.2697	1,610,992.8696
21	619,688.8695	1,611,015.1033
22	619,745.0492	1,610,987.2036
23	619,741.9957	1,610,929.9581
24	619,699.3410	1,610,909.8977
25	619,671.6836	1,610,948.6988
26	619,654.3461	1,610,936.1248
27	619,589.3355	1,610,923.7723
28	619,617.6786	1,610,936.2733
29	619,680.9034	1,610,906.0073
30	619,669.5978	1,610,890.8295
31	619,837.9805	1,611,140.6035
32	619,888.8314	1,611,203.7767
33	619,957.4897	1,611,224.1318
34	620,134.2030	1,611,107.1577
35	620,107.2854	1,610,981.2063
36	620,024.6120	1,611,019.1541
37	619,977.2467	1,611,111.6911
38	619,960.6002	1,611,052.9842
39	619,916.1782	1,611,024.9397
40	619,847.4336	1,611,067.3356

 BOUNDARY OF TREATED LTU SOIL
 SOIL MANAGEMENT AREA

UPDATE TIME: 11:01 AM
 JBERGIN\HEL\20100713\LAND PROJECTS\MCFAR\DWG\5029\502910B019.DWG



SOIL MANAGEMENT PLAN
 IDAHO POLE COMPANY SITE
 BOZEMAN, MONTANA

SOIL MANAGEMENT AREA

FIGURE
3

Hydrometrics, Inc.
 Consulting Scientists and Engineers



1050078

ENVIRONMENTAL
PROTECTION AGENCY

BEFORE THE DEPARTMENT OF
NATURAL RESOURCES AND CONSERVATION
OF THE STATE OF MONTANA

DEC - 4 2001

IN THE MATTER OF PETITION NO.)	
41H-114172 TO THE DEPARTMENT)	
OF NATURAL RESOURCES AND)	FINAL
CONSERVATION FOR DESIGNATION)	ORDER
OF A CONTROLLED GROUNDWATER)	
AREA IN GALLATIN COUNTY)	

An Amended Proposal for Decision in the above matter was issued March 13, 2001. Copies of the Proposal were mailed to all interested parties. The Amended Proposal recommended designation of the Idaho Pole Company Site as a controlled ground water area.

No objections to the Amended Proposal were received by the Department of Natural Resources and Conservation. Therefore, the Director of the Department of Natural Resources and Conservation, having given the matter full consideration, finds, concludes, and orders as follows:

FINDINGS OF FACT

1. A Petition for Controlled Groundwater Area (Petition) was filed with the Department on September 28, 2000. The Petition was submitted by the Gallatin City-County Board of Health and signed by the Chairperson, Dr. Warren Jones. The Petition alleges water quality within the alluvial aquifer underlying the proposed controlled groundwater area is not suitable for domestic or municipal use insofar as groundwater would be used as a drinking water supply and groundwater withdrawals for industrial or agricultural use from the proposed area may cause contaminant migration.

2. Pentachlorophenol (PCP) is the primary contaminant of concern to human health at the Idaho Pole Company site. The plume of dissolved PCP extends several hundred feet laterally downgradient of the Idaho Pole Company site. (Petition)

3. A Notice to Groundwater Users was published in the *Bozeman Chronicle* on December 6, December 13, and December 20, 2000, setting forth the Petitioner, the alleged cause for the Petition, the legal description of the proposed controlled groundwater area, and the time, place, and purpose of the hearing. Additionally, the Department served notice by first-class mail on approximately 38 individuals

and public agencies which the Department determined might be interested in or affected by the proposed controlled groundwater area. The notice also stated any interested person could appear, either in person or by attorney, file written objections to the granting of the proposal, and be fully heard. (Department file.)

4. The proposed controlled groundwater area is described as follows: the W $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 5 and the SE $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ of Section 6, both in Township 2 South, Range 6 East in Gallatin County, Montana. The proposed controlled area includes all underlying aquifers. (See attached map) (Department file.)

5. The Petitioner proposes total closure for groundwater wells in the proposed controlled groundwater area with exceptions for remediation/monitoring wells and replacement wells for existing appropriations as authorized by the Department.

6. The boundary includes all of the Idaho Pole Company property and a buffer zone extending 320 feet from the contaminate plume. The buffer zone is based on a capture zone analysis using 500 gpm as a conservative maximum amount available from the aquifer.

7. Based on the information in the Petition and the evidence presented at the hearing, the Department finds water underlying the PCP plume as shown on the attached map is not suitable for domestic or municipal use and groundwater withdrawals for industrial or agricultural uses may cause contamination migration.

Based upon the foregoing Findings of Fact, the Hearings Examiner makes the following:

CONCLUSIONS OF LAW

1. The Department has jurisdiction over the parties and over the subject matter herein. Mont. Code Ann. §§ 85-2-113, 85-2-506 (1999).

2. The Department gave proper notice of the hearing and all substantive procedural requirements of law or rule have been fulfilled. See Findings of Fact 1, 2, and 3.

3. There is sufficient evidence to designate a controlled groundwater which includes all aquifers underlying approximately 62 acres described as follows: the W $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 5 and the SE $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ of Section 6, both in Township 2 South, Range 6 East in Gallatin County, Montana. See Findings of Fact 1, 2, 4, 5 and 6.

WHEREFORE, based upon the record, the Director makes the following:

ORDER

A controlled groundwater area is designated for the Idaho Pole Company Site generally described as approximately 62 acres in the east half of Section 6 and the west half of Section 5, both in Township 2 South Range 6 East, Gallatin County and more specifically in the W $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 5 and the SE $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ of Section 6, both in Township 2 South, Range 6 East in Gallatin County, Montana.

1. Wells for new appropriations are prohibited. Replacement wells for existing appropriations will be allowed as authorized by the Department.
2. This controlled groundwater area does not apply to wells for remedial, response, or restoration actions authorized or undertaken by the United States Environmental Protection Agency or the State of Montana.
3. All new monitoring wells drilled within Controlled Groundwater Area, 41H-114172, shall be installed in accordance with the EPA-approved Standard Operating Procedure (SOP GROUNDWATER-3) for monitoring well design and construction.
4. Upon a showing by **clear and convincing evidence** that any part of the controlled groundwater area is not contaminated and will most likely never be contaminated the designation for that area may be lifted.

NOTICE FROM THE STATE OF MONTANA NATURAL RESOURCES DAMAGES PROGRAM

1. The granting of this petition for a controlled groundwater area does not constitute an irreversible and irretrievable commitment of the groundwater resource, nor does it serve as a permit for the release of hazardous substances into the groundwater aquifer.
2. The controlled groundwater area and groundwater closure is being issued in recognition of existing contaminated conditions and does not relieve any person from liability for contamination of the groundwater.
3. A grant of a controlled groundwater area is not an indication of a finding that the groundwater aquifer should not be remediated or restored.

APPEALS

The Department's Final Order may be appealed in accordance with the Montana Administrative Procedure Act by filing a petition in the appropriate court within 30 days after service of the Final Order. If a petition for judicial review is filed, the Department will transmit a copy of the tape(s) of the oral proceedings to the district court along with documentary evidence in the file. If a party to the proceeding elects to have a written transcription prepared, that party may purchase the tapes and have a transcript prepared.

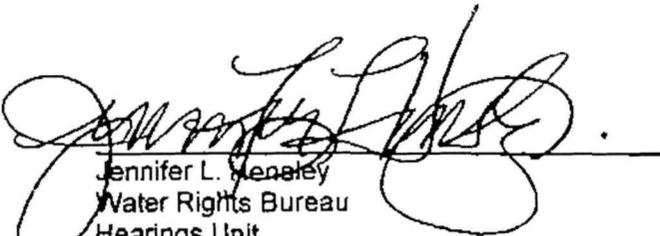
Dated this 22 day of NOVEMBER, 2001.



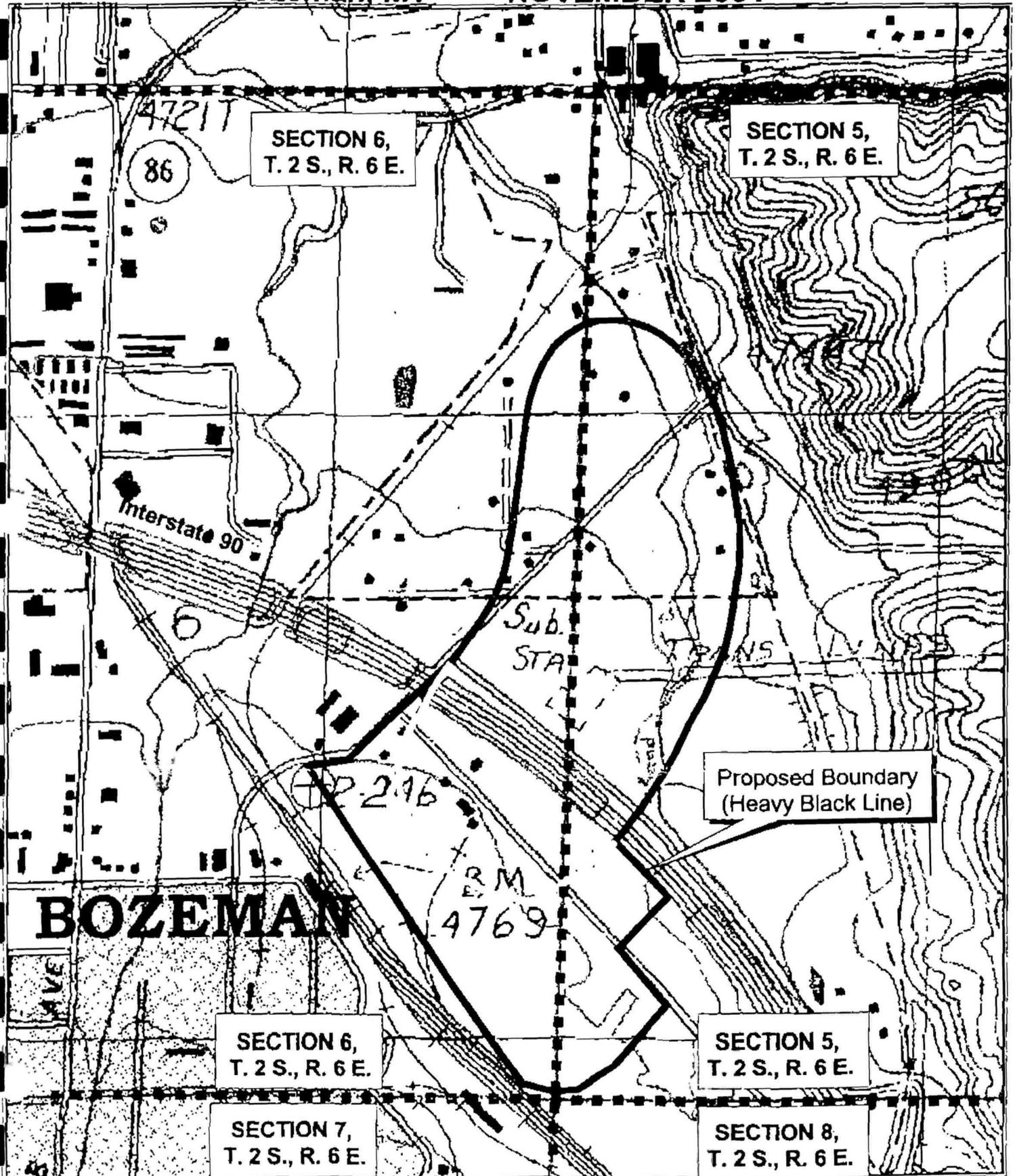
Arthur Clinch, Director
Department of Natural Resources
and Conservation
1625 Eleventh Avenue
Helena, Montana 59620
(406) 444-2074

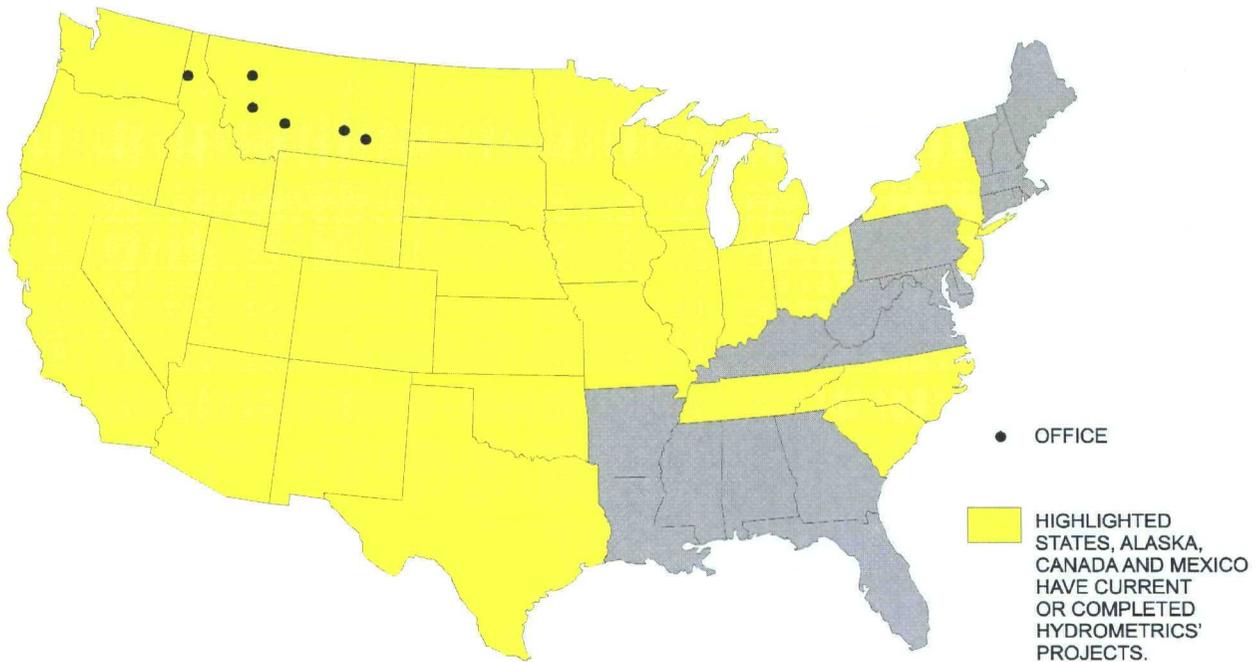
CERTIFICATE OF SERVICE

This certifies that a true and correct copy of the Final Order was served upon all parties on file for this case, listed at the Water Resources Division on this 30th day of November, 2001.


Jennifer L. Hensley
Water Rights Bureau
Hearings Unit
406-444-6615

ATTACHMENT TO FINAL ORDER FOR 41H-114172
Montana Department of Natural Resources and Conservation
Proposed Idaho Pole Company Controlled Groundwater Area,
Bozeman, MT NOVEMBER 2001





HYDROMETRICS, INC. OFFICES

MONTANA

HELENA (Corporate)
3020 Bozeman Avenue
Helena, MT 59601
Phone: (406) 443-4150
FAX: (406) 443-4155

BILLINGS
5602 Hesper Road
Billings, MT 59106
Phone: (406) 656-1172
FAX: (406) 656-8912

COLSTRIP
Phone: (406) 656-8305
Fax: (406) 656-8912

KALISPELL
300 Learn Lane
Kalispell, MT 59901
Phone: (406) 552-4510
Fax: (406) 552-4706

MISSOULA
667 East Beckwith
Missoula, MT 59801
Phone: (406) 721-8243
FAX: (406) 542-2619

WHITEFISH
14 West 2nd Street, Suite 2
Whitefish, MT 59937
Phone: (406) 862-4937
Fax: (406) 862-4938

IDAHO

COEUR D'ALENE
2736 White Pines Drive
Coeur d'Alene, ID 83815
Phone: (208) 660-8548
Fax: (208) 765-5286