

UNOFFICIAL COPY

PREPARED BY:

Name: John Robbins
Shell Oil Products US

Address: 14360 South La Grange Rd.
Orland Park, IL 60462



Doc#: 1130744089 Fee: \$112.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 11/03/2011 04:16 PM Pg: 1 of 39

RETURN TO:

Name: John Robbins
Shell Oil Products US

Address: 1511 North Convent, 700-293
Bourbonnais, Illinois 60914

(THE ABOVE SPACE FOR RECORDER'S OFFICE)

LEAKING UNDERGROUND STORAGE TANK ENVIRONMENTAL NOTICE

THE OWNER AND/OR OPERATOR OF THE LEAKING UNDERGROUND STORAGE TANK SYSTEM(S) ASSOCIATED WITH THE RELEASE REFERENCED BELOW, WITHIN 45 DAYS OF RECEIVING THE NO FURTHER REMEDIATION LETTER CONTAINING THIS NOTICE, MUST SUBMIT THIS NOTICE AND THE REMAINDER OF THE NO FURTHER REMEDIATION LETTER TO THE OFFICE OF THE RECORDER OR REGISTRAR OF TITLES OF COOK COUNTY IN WHICH THE SITE DESCRIBED BELOW IS LOCATED.

Illinois EPA Number: 0312315033

Leaking UST Incident No.: 890852

Shell Oil Products US, the owner and/or operator of the leaking underground storage tank system(s) associated with the above-referenced incident, whose address is 1511 North Convent, 700-293, Bourbonnais, Illinois 60914, has performed investigative and/or remedial activities for the site identified as follows:

1. Legal Description or Reference to a Plat Showing the Boundaries: LOT 12 AND THAT PART OF LOT 15 IN THE SUBDIVISION OF LOTS 1,2,3 AND 4 OF COTTAGE HOME SUBDIVISION OF THE EAST ½ OF THE NORTH EAST ¼ OF SECTION 9, TOWNSHIP 35 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN (EXCEPT THEREFROM PARTS TAKEN FOR WIDENING OF 143RD STREET AND KEAN AVENUE), LYING SOUTH OF THE SOUTH LINE OF LOT 19 IN EAST ORLAND, BEING A SUBDIVISION OF THE EAST ½ OF THE NORTH EAST ¼ OF SECTION 9, TOWNSHIP 36 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, EXTENDED EASTERLY TO THE EAST LINE OF LOT 15 AFORESAID, EXCEPTING THEREFROM THE NORTH 200 FEET OF PART OF

THE SIGNATURES OF THE PARTIES EXECUTING THIS DOCUMENT ARE COPIES AND ARE NOT ORIGINAL SIGNATURES.

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SAID LOT 15 LYING SOUTH OF THE SOUTH LINE OF SAID LOT 19 AS
EXTENDED TO THE EAST LINE OF SAID LOT 15, IN COOK COUNTY, ILLINOIS.

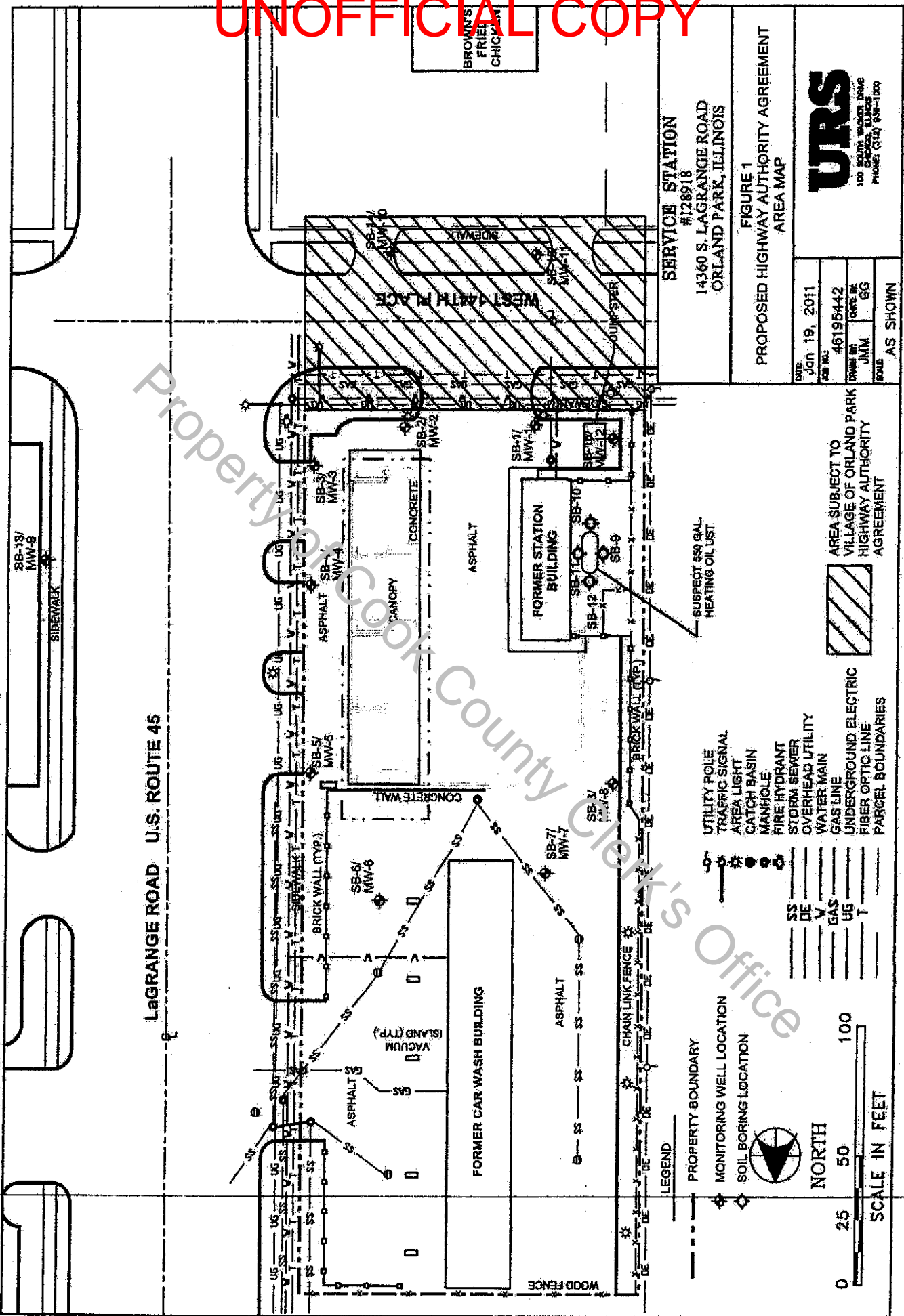
2. Common Address: 14360 South La Grange Rd.
3. Real Estate Tax Index/Parcel Index Number: 27-09-215-029-0000 & 27-08-215-007-0000
4. Site Owner: Shell Oil Products US
5. Land Use Limitation: The groundwater under the site shall not be used as a potable water supply.
6. See the attached No Further Remediation Letter for other terms.

srf

Property of Cook County Clerk's Office

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PLAN 1122 - JANUARY 19, 2011. BY: GRT. REVISION: CTS 1122. CADD: C. BROWN. CHECK: C. BROWN. DATE: JANUARY 19, 2011. PROJECT: PROPOSED HIGHWAY AUTHORITY AGREEMENT FOR THE CONSTRUCTION OF A SERVICE STATION AT THE INTERSECTION OF U.S. ROUTE 45 AND WEST 44TH PLACE, ORLAND PARK, ILLINOIS. DRAWING NO. 46195442. SHEET NO. 3 OF 3. SCALE: AS SHOWN.



SERVICE STATION
 #128918
 14360 S. LAGRANGE ROAD
 ORLAND PARK, ILLINOIS

FIGURE 1
 PROPOSED HIGHWAY AUTHORITY AGREEMENT
 AREA MAP

DATE	Jan 19, 2011
JOB NO.	46195442
DRAWN BY	JMM
CHECKED BY	GG
SCALE	AS SHOWN

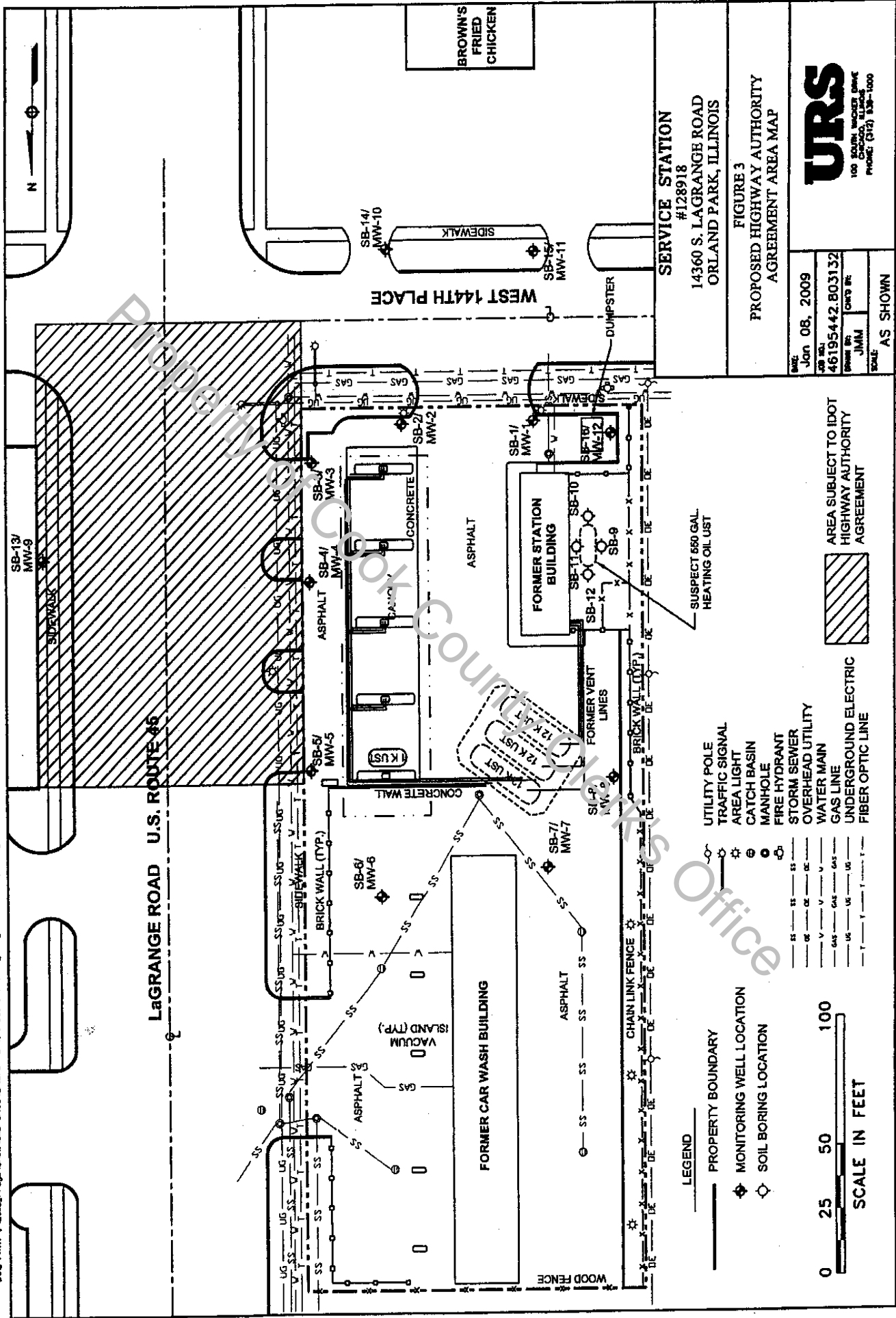


- LEGEND**
- PROPERTY BOUNDARY
 - ◆ MONITORING WELL LOCATION
 - ◇ SOIL BORING LOCATION
 - SS UTILITY POLE
 - DE TRAFFIC SIGNAL
 - V AREA LIGHT
 - CATCH BASIN
 - MANHOLE
 - FIRE HYDRANT
 - STORM SEWER
 - OVERHEAD UTILITY
 - WATER MAIN
 - GAS LINE
 - UNDERGROUND ELECTRIC
 - FIBER OPTIC LINE
 - PARCEL BOUNDARIES
- SCALE IN FEET**
- 0 25 50 100
- NORTH**

AREA SUBJECT TO
 VILLAGE OF ORLAND PARK
 HIGHWAY AUTHORITY
 AGREEMENT

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PLATTEN, January 8, 2009, Ben Kobash, Jeff CTE USER, Color Copier 412, Macintosh, PAPER SPACE TAB Layout!
 BUG PATH 1/2009, Proj:SouthLine Bldg,Orland Park, 11260 S LaGrange/VillageHse Nap-2.dwg



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ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 - (217) 782-2829
 JAMES R. THOMPSON CENTER, 100 WEST RANDOLPH, SUITE 11-300, CHICAGO, ILLINOIS 60601 - (312) 814-6026

PAT QUINN, GOVERNOR

LISA BONNETT, INTERIM DIRECTOR

217/782-6762

CERTIFIED MAIL

7009 3410 0002 3748 1812

SEP 29 2011

Shell Oil Products US
 John Robbins
 1511 North Convent, 700-293
 Bourbonnais, IL 60917

Re: LPC # 0312315233 -- Cook County
 Orland Park/Shell Oil Co.
 14360 South La Grange Rd.
 Leaking UST Incident No. 890852 -- NFR Letter
 Leaking UST Technical File

Dear Mr. Robbins:

The Illinois Environmental Protection Agency (Illinois EPA) has reviewed the Corrective Action Completion Report submitted for the above-referenced incident. This information was dated September 15, 2011 and was received by the Illinois EPA on September 21, 2011. Citations in this letter are from the Environmental Protection Act (Act), as amended by Public Act 92-0554 on June 24, 2002, and Public Act 96-0908 on June 8, 2010, and 35 Illinois Administrative Code (35 Ill. Adm. Code).

The Corrective Action Completion Report and associated Licensed Professional Engineer Certification submitted pursuant to Section 57.7(b)(5) of the Act and 35 Ill. Adm. Code 734.135(d) indicate corrective action for the above-referenced site was conducted in accordance with the Corrective Action Plan approved by the Illinois EPA. The Corrective Action Completion Report demonstrates that the requirements of Section 57.7(b) of the Act have been satisfied.

Based upon the certification by Claudine Parra, a Licensed Professional Engineer, and pursuant to Section 57.10 of the Act (415 ILCS 5/57.10), your request for a no further remediation determination is granted under the conditions and terms specified in this letter.

Issuance of this No Further Remediation Letter (Letter), based on the certification of the Licensed Professional Engineer, signifies that: (1) all statutory and regulatory corrective action requirements applicable to the occurrence have been complied with; (2) all corrective action concerning the remediation of the occurrence has been completed; and (3) no further corrective action concerning the occurrence is necessary for the protection of human health, safety, and the

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Page 2

environment. Pursuant to Section 57.10(d) of the Act, this Letter shall apply in favor of the following parties:

1. Shell Oil Co., the owner or operator of the underground storage tank system(s).
2. Any parent corporation or subsidiary of such owner or operator.
3. Any co-owner or co-operator, either by joint tenancy, right-of-survivorship, or any other party sharing a legal relationship with the owner or operator to whom the Letter is issued.
4. Any holder of a beneficial interest of a land trust or inter vivos trust whether revocable or irrevocable.
5. Any mortgagee or trustee of a deed of trust of such owner or operator.
6. Any successor-in-interest of such owner or operator.
7. Any transferee of such owner or operator whether the transfer was by sale, bankruptcy proceeding, partition, dissolution of marriage, settlement or adjudication of any civil action, charitable gift, or bequest.
8. Any heir or devisee of such owner or operator.
9. An owner of a parcel of real property to the extent that this Letter applies to the occurrence on that parcel.

This Letter and all attachments, including but not limited to the Leaking Underground Storage Tank Environmental Notice, must be filed within 45 days of receipt as a single instrument with the Office of the Recorder or Registrar of Titles in the county in which the above-referenced site is located. This Letter shall not be effective until officially recorded by the Office of the Recorder or Registrar of Titles of the applicable county in accordance with Illinois law so it forms a permanent part of the chain of title for the above-referenced property. Within 30 days of this Letter being recorded, an accurate and official copy of this Letter, as recorded, shall be obtained and submitted to the Illinois EPA. For recording purposes, it is recommended that the Leaking Underground Storage Tank Environmental Notice of this Letter be the first page of the instrument filed.

CONDITIONS AND TERMS OF APPROVAL

LEVEL OF REMEDIATION AND LAND USE LIMITATIONS

1. The remediation objectives for the above-referenced site, more particularly described in the Leaking Underground Storage Tank Environmental Notice of this Letter, were

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Page 3

established in accordance with the requirements of the Tiered Approach to Corrective Action Objectives (35 Ill. Adm. Code 742) rules.

2. As a result of the release from the underground storage tank system(s) associated with the above-referenced incident, the above-referenced site, more particularly described in the attached Leaking Underground Storage Tank Environmental Notice of this Letter, shall not be used in a manner inconsistent with the following land use limitation: The groundwater under the site shall not be used as a potable water supply. It has been demonstrated that the groundwater under the site meets Class II (General Resource) groundwater criteria rather than Class I (Potable Resource) groundwater. Groundwater classifications are defined at 35 Ill. Adm. Code 620.Subpart B.
3. The land use limitation specified in this Letter may be revised if:
 - a. Further investigation or remedial action has been conducted that documents the attainment of objectives appropriate for the new land use; and
 - b. A new No Further Remediation Letter is obtained and recorded in accordance with Title XVII of the Act and regulations adopted thereunder.

PREVENTIVE, ENGINEERING, AND INSTITUTIONAL CONTROLS

4. Preventive: The groundwater under the site described in the attached Leaking Underground Storage Tank Environmental Notice of this Letter shall not be used as a potable supply of water. No person shall construct, install, maintain, or utilize a potable water supply well. In accordance with Section 3.65 of the Act, "potable" means generally fit for human consumption in accordance with accepted water supply principles and practices.

Engineering: None.

Institutional: This Letter shall be recorded as a permanent part of the chain of title for the above-referenced site, more particularly described in the attached Leaking Underground Storage Tank Environmental Notice of this Letter.

Highway Authority Agreement

The Illinois Department of Transportation agrees, through the use of a Highway Authority Agreement, to allow contaminated groundwater and/or soils to remain beneath its highway right-of-way adjacent to the site located at 14360 South LaGrange Road, Orland Park, Illinois. Specifically, as shown on the attached map, contamination will remain in

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Page 4

the right-of-way for LaGrange Road/U.S. Route 45 as indicated in the Highway Authority Agreement HAA1050. The Highway Authority agrees to: (a) prohibit the use of groundwater under the highway right-of-way that is contaminated above Tier 1 groundwater remediation objectives as a potable or other domestic supply of water, and (b) limit access to soil contamination under the highway right-of-way that is contaminated above residential Tier 1 soil remediation objectives. A copy of the Highway Authority Agreement can be obtained through a written request under the Freedom of Information Act (5 ILCS 140) to the Bureau of Land, FOIA Unit as detailed elsewhere in this letter. Questions regarding the Highway Authority Agreement should be directed to:

Illinois Department of Transportation
Region One Engineer
Attn: District One Environmental Studies Unit
201 West Center Court
Schaumburg, Illinois 60196
(847)705-4401

Highway Authority Agreement

The Village of Orland Park agrees, through the use of a Highway Authority Agreement, to allow contaminated groundwater and/or soils to remain beneath its highway right-of-way adjacent to the site located at 14360 South La Grange Rd., Orland Park, Illinois. Specifically, as shown on the attached map, contamination will remain in the right-of-way for West 144th Place as indicated in the Highway Authority Agreement. The Highway Authority agrees to: (a) prohibit the use of groundwater under the highway right-of-way that is contaminated above Tier 1 groundwater remediation objectives as a potable or other domestic supply of water, and (b) limit access to soil contamination under the highway right-of-way that is contaminated above residential Tier 1 soil remediation objectives. A copy of the Highway Authority Agreement can be obtained through a written request under the Freedom of Information Act (5 ILCS 140) to the Bureau of Land, FOIA Unit as detailed elsewhere in this letter. Questions regarding the Highway Authority Agreement should be directed to:

Village of Orland Park
Attn: Village Manager
14700 Ravinia Ave.
Orland Park, IL 60462
(708) 403-6155

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Page 5

5. Failure to establish, operate, and maintain controls in full compliance with the Act, applicable regulations, and the approved corrective action plan, if applicable, may result in voidance of this Letter.

OTHER TERMS

6. Any contaminated soil or groundwater removed or excavated from, or disturbed at, the above-referenced site, more particularly described in the Leaking Underground Storage Tank Environmental Notice of this Letter, must be handled in accordance with all applicable laws and regulations under 35 Ill. Adm. Code Subtitle G.
7. Further information regarding the above-referenced site can be obtained through a written request under the Freedom of Information Act (5 ILCS 140) to:

Illinois Environmental Protection Agency
Attention: Freedom of Information Act Officer
Bureau of Land - #24
1021 North Grand Avenue East
Post Office Box 19276
Springfield, IL 62794-9276

8. Pursuant to 35 Ill. Adm. Code 734.720, should the Illinois EPA seek to void this Letter, the Illinois EPA shall provide Notice of Voidance to the owner or operator of the leaking underground storage tank system(s) associated with the above-referenced incident and the current title holder of the real estate on which the tanks were located, at their last known addresses. The notice shall specify the cause for the voidance, explain the provisions for appeal, and describe the facts in support of the voidance. Specific acts or omissions that may result in the voidance of this Letter include, but shall not be limited to:
 - a. Any violation of institutional controls or industrial/commercial land use restrictions;
 - b. The failure to operate and maintain preventive or engineering controls, or to comply with any applicable groundwater monitoring plan;
 - c. The disturbance or removal of contamination that has been left in-place in accordance with the Corrective Action Plan or Completion Report;
 - d. The failure to comply with the recording requirements for the Letter;
 - e. Obtaining the Letter by fraud or misrepresentation; or

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Page 6

- f. Subsequent discovery of contaminants, not identified as part of the investigative or remedial activities upon which the issuance of the Letter was based, that pose a threat to human health or the environment.

Submit an accurate and official copy of this Letter, as recorded, to:

Illinois Environmental Protection Agency
Bureau of Land - #24
Leaking Underground Storage Tank Section
1021 North Grand Avenue East
Post Office Box 19276
Springfield, IL 62794-9276

If you have any questions or need further assistance, please contact the Illinois EPA project manager, Suzanne Fernandes, at (217)558-4071.

Sincerely,



Michael T. Lowder
Unit Manager
Leaking Underground Storage Tank Section
Division of Remediation Management
Bureau of Land

MTL:srf

Attachments: Leaking Underground Storage Tank Environmental Notice
Site Base Map with IDOT HAA Area
Site Base Map with Village of Orland Park HAA Area

- c: Marcos Czako, URS Corporation
BOL File

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Illinois Department of Transportation

Office of Chief Counsel
2300 South Dirksen Parkway / Springfield, Illinois / 62764

April 6, 2011

Shell Oil Products US
Attn: John Robbins, Environmental Program Manager
1511 N. Convent 700-293
Pou bonnais, IL 60914

Re: TACC Agreement: HAA 1050 in Orland Park, IL

Dear Mr. Robbins:

I have enclosed a fully executed original Highway Authority Agreement for the above site.

Please submit the agreement to the Illinois Environmental Protection Agency for their approval.

Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Michael Prater'.

Michael Prater
Assistant Chief Counsel

Enclosure

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HAA 1050

HIGHWAY AUTHORITY AGREEMENT

This Agreement is entered into this 21st day of March, 2011 pursuant to 35 Ill. Adm. Code 742.1020 by and between **Shell Oil Products US** "Owner/Operator" and Illinois Department of Transportation "Highway Authority," collectively known as the "Parties."

WHEREAS, **Shell Oil Products US** is the owner or operator of one or more leaking underground storage tanks presently or formerly located at Shell Service Station 14360 South LaGrange Road, Orland Park, Illinois ("the Site");

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

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

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

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

NOW, THEREFORE, the Parties agree as follows:

1. The recitals set forth above are incorporated by reference as if fully set forth herein.
2. The Illinois Emergency Management Agency has assigned incident number(s) 890852 to the Release(s).
3. Attached as Exhibit A is a scaled map(s) prepared by the Owner/Operator that shows the Site and surrounding area and delineates the current and estimated future extent of soil and groundwater contamination above the applicable Tier 1 residential remediation objectives as a result of the Release(s).
4. Attached as Exhibit B is a table(s) prepared by the Owner/Operator that lists each contaminant of concern that exceeds its Tier 1 residential remediation objective, its Tier 1 residential remediation objective and its concentrations within the zone where Tier 1 residential remediation objectives are exceeded. The locations of the concentrations listed in Exhibit B are identified on the map(s) in Exhibit A.
5. Attached as Exhibit C is a scaled map prepared by the Owner/Operator showing the area of the Highway Authority's right-of-way that is governed by this agreement ("Right-of-Way"). Because Exhibit C is not a surveyed plat, the Right-of-Way boundary may be an approximation of the actual Right-of-Way lines.
6. The Highway Authority stipulates it has jurisdiction over the Right-of-Way that gives it sole control over the use of the groundwater and access to the soil located within or beneath the Right-of-Way.
7. The Highway Authority agrees to prohibit within the Right-of-Way all potable and domestic uses of groundwater exceeding Tier 1 residential remediation objectives.

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HAA 1050

8. The Highway Authority further agrees to limit access by itself and others to soil within the Right-of-Way exceeding Tier 1 residential remediation objectives. Access shall be allowed only if human health (including worker safety) and the environment are protected during and after any access. The Highway Authority may construct, reconstruct, improve, repair, maintain and operate a highway upon the Right-of-Way, or allow others to do the same by permit. In addition, the Highway Authority and others using or working in the Right-of-Way under permit have the right to remove soil or groundwater from the Right-of-Way and dispose of the same in accordance with applicable environmental laws and regulations. The Highway Authority agrees to issue all permits for work in the Right-of-Way, and make all existing permits for work in the Right-of-Way, subject to the following or a substantially similar condition:

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

9. This agreement shall be referenced in the Agency's no further remediation determination issued for the Release(s).
10. The Agency shall be notified of any transfer of jurisdiction over the Right-of-Way at least 30 days prior to the date the transfer takes effect. This agreement shall be null and void upon the transfer unless the transferee agrees to be bound by this agreement as if the transferee were an original party to this agreement. The transferee's agreement to be bound by the terms of this agreement shall be memorialized at the time of transfer in a writing ("Rider") that references this Highway Authority Agreement and is signed by the Highway Authority, or subsequent transferor, and the transferee.
11. This agreement shall become effective as a Highway Authority Agreement on the date the Agency issues a no further remediation determination for the Release(s). It shall remain effective as a Highway Authority Agreement until the Right-of-Way is demonstrated to be suitable for unrestricted use and the Agency issues a new no further remediation determination to reflect there is no longer a need for this agreement, or until the agreement is otherwise terminated or voided.
12. In addition to any other remedies that may be available, the Agency may bring suit to enforce the terms of this agreement or may, in its sole discretion, declare this agreement null and void if any of the Parties or any transferee violates any term of this agreement. The Parties or transferee shall be notified in writing of any such declaration.
13. This agreement shall be null and void as a Highway Authority Agreement if a court of competent jurisdiction strikes down any part or provision of the agreement.
14. This agreement supersedes any prior written or oral agreements or understandings between the Parties on the subject matter addressed herein. It may be altered, modified or amended only upon the written consent and agreement of the Parties.
15. Any notices or other correspondence regarding this agreement shall be sent to the Parties at following addresses:

Manager, Division of Remediation Management
 Bureau of Land
 Illinois Environmental Protection Agency
 P.O. Box 19276
 Springfield, IL 62974-9276

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If to Owner/Operator:

Shell Oil Products US
 Attn: John Robbins
 Environmental Program Manager
 1511 N. Convent 700-293
 Bourbonnais, Illinois 60914

And to:

URS Corporation
 Attn: Galina Georgiew
 100 South Wacker, Suite 500
 Chicago, Illinois 60606

If to Department:

Illinois Department of Transportation
 Region One Engineer
 Attn: District One Environmental Studies Unit
 201 West Center Court
 Schaumburg, Illinois 60196

And to:

Illinois Department of Transportation
 Attn: Assistant Chief Counsel
 2300 S. Dirksen Parkway, Room 313
 Springfield, Illinois 62764

16. This Agreement is not binding upon the Department until it is executed by the undersigned representative of the Department. Prior to execution by the undersigned representative of the Department this Agreement constitutes an offer by Owner/Operator. The duly authorized representatives of Owner/Operator have signed this Agreement and this Agreement is binding upon them, their successors and assigns.
17. The IEPA and Illinois Attorney General "AG" must review and approve this Agreement, and this Agreement shall be referenced in the IEPA's "No Further Remediation" determination in the chain of title for the Site in the county where the Site is located. This Agreement shall be null and void as a Highway Authority Agreement should the IEPA or AG not approve it or should it not be referenced in the "No Further Remediation" determination, provided, however, that this Agreement shall be effective between the Owner/Operator and the Department immediately upon signature by their representatives.
18. The Owner/Operator agrees to defend, indemnify and hold harmless the Department, and other highway authorities, if any, maintaining the highway Right-of-Way by an agreement with the Department, and the Department's agents, contractors or employees for all obligations asserted against or costs incurred by them, including reasonable attorney's fees and court costs, associated with the release of Contaminants from the Site, regardless whether said obligations or costs were caused by the negligence, but not the gross negligence, of them.
19. As an additional consideration, Owner/Operator agrees to reimburse the Department for reasonable costs to protect human health and the environment, including, but not limited to, identifying, investigating, handling, storing and disposing of contaminated soil and/or groundwater in the Right-of-Way as a result of the release of contaminants at this Site. It has been determined that the Department has not incurred any reimbursable costs at the time this Agreement is executed by the undersigned representative of the Department. If future costs are incurred, a cashier's check made payable to "Treasurer, State of Illinois" shall be tendered to the Department of Transportation upon demand by the Department.
20. Violation of the terms of this Agreement by Owner/Operator, or their successors in interest, may be grounds for voidance of this Agreement as a Highway Authority Agreement. Violation of the terms of this Agreement by the Department will not void this Agreement, unless the IEPA has determined that the violation is grounds for voiding this Agreement as a Highway Authority Agreement and the Department has not cured the violation within such time as IEPA has granted to cure the violation.

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HAA 1050

21. This Agreement is in settlement of claims the Department may have arising from the release of Contaminants into the Right-of-Way associated with IEMA incident numbers 890852.
22. Prior to accessing or granting access to the soil as provided in Paragraph 8 herein, the Department will first give Owner/Operator written notice, unless there is an immediate threat to the health or safety to any individual or to the public, that it intends to perform a site investigation in the Right-of-Way and remove or dispose of contaminated soil or groundwater to the extent necessary for its work. Failure to give notice is not a violation of this Agreement. The removal or disposal shall be based upon the site investigation (which may be modified by field conditions during excavation). A copy of the site investigation report will be provided to Owner/Operator. If practicable, as reasonably determined by the Department, the Department may provide Owner/Operator with an opportunity to perform the Site investigation and to remove and dispose of the contaminated soil and/or groundwater necessary for the Department's work in advance of that work.

The Owner/Operator shall reimburse the reasonable costs incurred by the Department to perform the site investigation and to dispose of any contaminated soil or groundwater, provided, however, that if notice to Owner/Operator has not been given and there was no immediate threat to health or safety, reimbursement for those costs shall be limited to \$10,000.00. There is a rebuttable presumption that the Contaminants found in the highway Right-of-Way arose from the release of Contaminants from the Site. Should Owner/Operator not reimburse the reasonable costs under the conditions set forth herein, this Agreement shall be null and void, at the Department's option, upon written notice to Owner/Operator by the Department that those costs have not been reimbursed. Owner/Operator may cure that problem within twenty working days by making payment, or may seek to enjoin that result.

23. The Department's sole responsibility under this Agreement with respect to others using the highway Right-of-Way under permit from the Department is to include the following, or similar language, in the future standard permit provisions and to make an effort to notify its current permit holders of the following:

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

Owner/Operator hereby releases the Department from liability for breach of this Agreement by others under permit and agrees to defend and indemnify the Department against claims that may arise from others under permit causing a breach of this Agreement. Owner/Operator agrees that its personnel, if any, at the Site who are aware of this Agreement will notify anyone they know is excavating in the Right-of-Way about this Agreement.

24. Should the Department breach this Agreement, Owner/Operator's sole remedy is for an action for damages in the Illinois Court of Claims. Any and all claims for damages against the Department, its agents, contractors, employees or its successors in interest arising at any time for a breach of paragraphs 7 and 8 of this Agreement are limited to an aggregate maximum of \$20,000.00. No other breach by the Department, its agents, contractors, employees and its successors in interest of a provision of this Agreement is actionable in either law or equity by Owner/Operator against the Department or them and Owner/Operator hereby releases the Department, its agents, contractors, employees and its successors in interest for any cause of action it may have against them, other than as allowed in this paragraph, arising under this Agreement or environmental laws, regulations or common law governing the contaminated soil or groundwater in the highway Right-of-Way. Should the Department convey, vacate or transfer jurisdiction of that highway Right-of-Way, Owner/Operator

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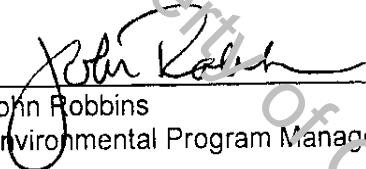
HAA 1050

may pursue an action under this Agreement against the successors in interest, other than a State agency, in a court of law.

25. This Agreement is entered into by the Department in recognition of laws passed by the General Assembly and regulations adopted by the Pollution Control Board which encourage a tiered-approach to remediating environmental contamination. This Agreement is entered into by the Department in the spirit of those laws and under its right and obligations as a highway authority.

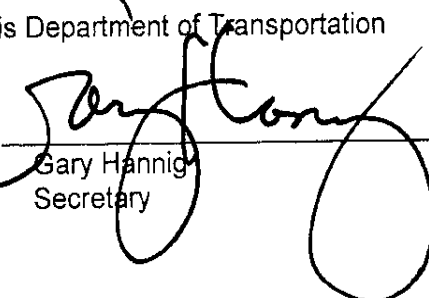
Should any provisions of this Agreement be struck down as beyond the authority of the Department, however, this Agreement shall be null and void.

IN WITNESS WHEREOF, Owner/Operator, **Shell Oil Products US**, has caused this Agreement to be signed by its duly authorized representative.

BY: 
John Robbins
Environmental Program Manager

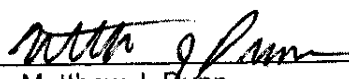
DATE: 5/1/11

IN WITNESS WHEREOF, the Department has caused this Agreement to be signed by its Secretary.

Illinois Department of Transportation
BY: 
Gary Hannig
Secretary

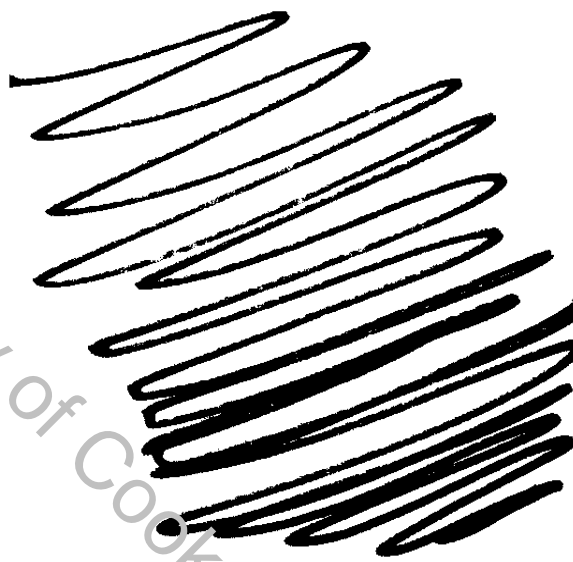
DATE: 3/2/11

This Agreement is approved on behalf of the Office of the Illinois Attorney General.

BY: 
Matthew J. Dunn
Assistant Attorney General
Chief, Division of Environmental/Asbestos Litigation

DATE: 4/4/11

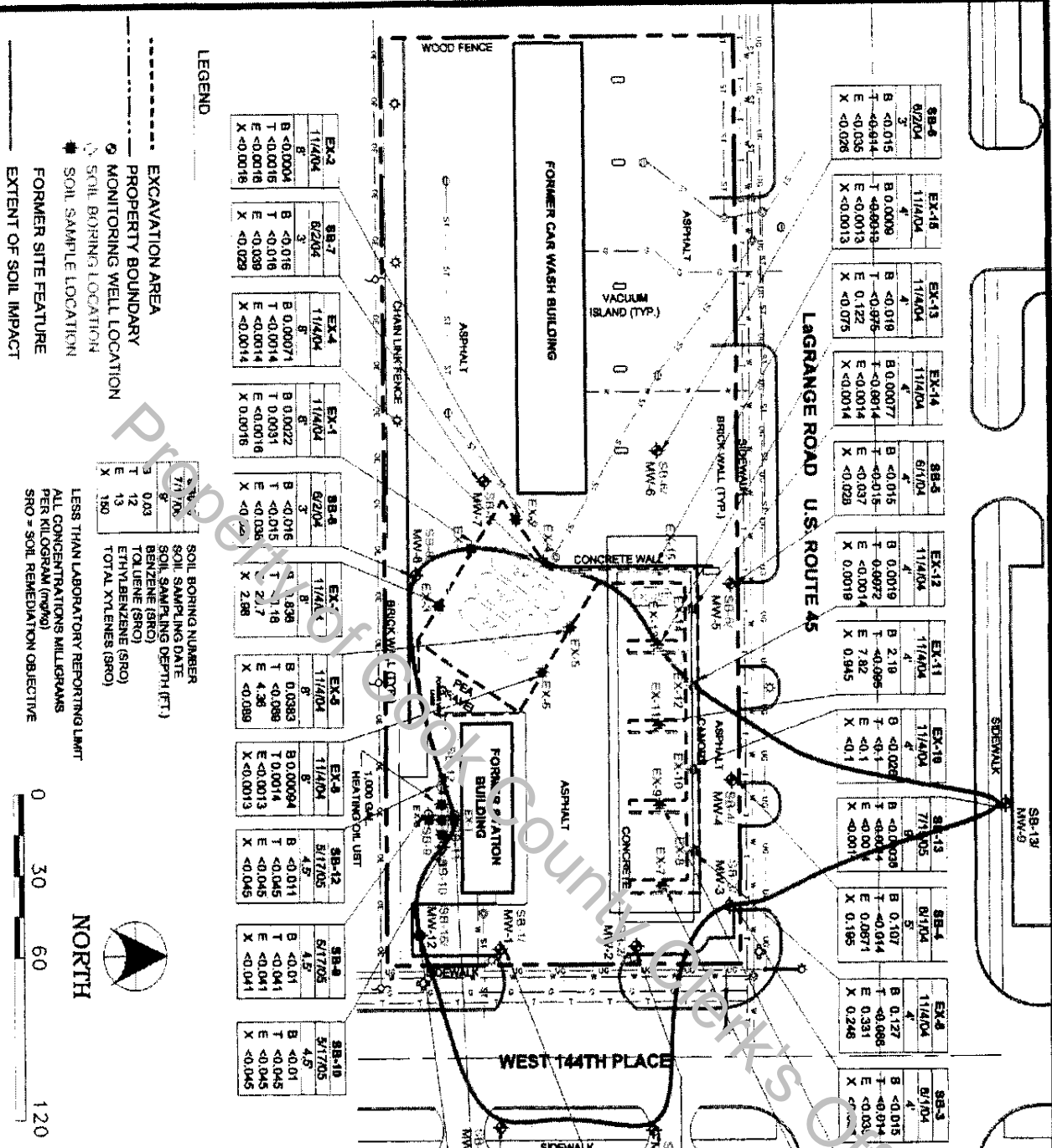
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EXHIBIT A

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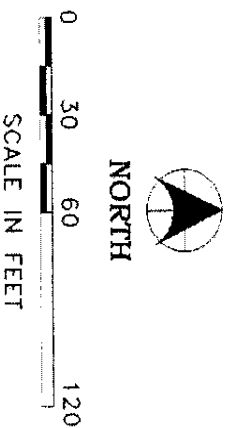
LEGEND

- EXCAVATION AREA
- PROPERTY BOUNDARY
- MONITORING WELL LOCATION
- SOIL BORING LOCATION
- FORMER SITE FEATURE
- EXTENT OF SOIL IMPACT

LESS THAN LABORATORY REPORTING LIMIT
 ALL CONCENTRATIONS MILLIGRAMS PER KILOGRAM (mg/kg)
 SRO = SOIL REMEDIATION OBJECTIVE

SOIL SAMPLING DATE
 SOIL SAMPLING DEPTH (FT.)

7/1/05	3	0.03	12	13	150
	B	<0.015	T	<0.015	E
	E	<0.038	X	<0.016	X



SHELL SERVICE STATION
 #137147
 14360 S. LAGRANGE ROAD
 ORLAND PARK, ILLINOIS

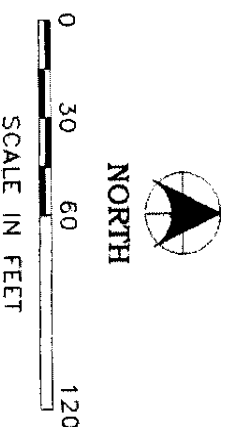
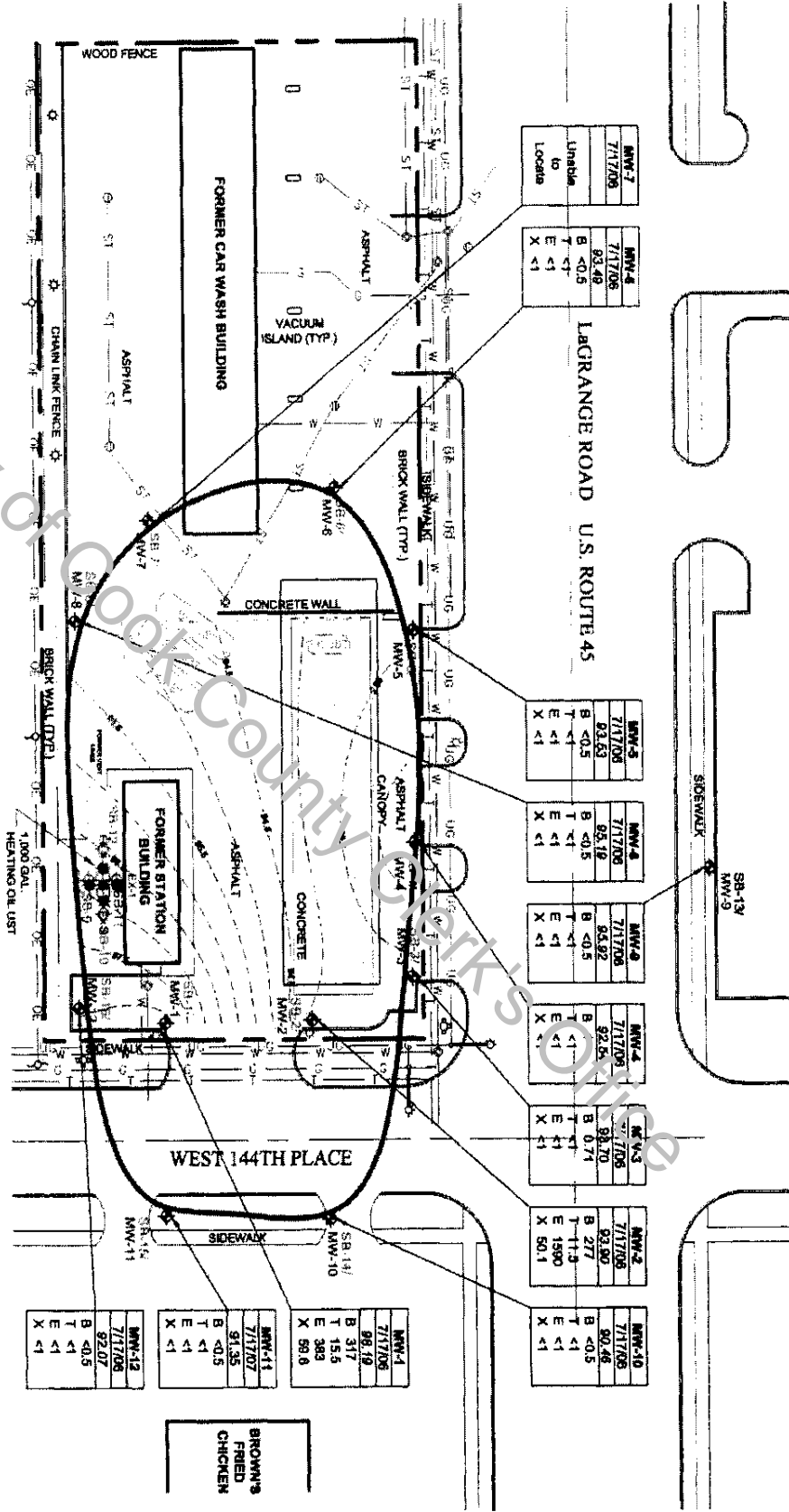
FIGURE 1
ESTIMATED SOIL IMPACT
MAP

Date: Feb 19, 2007
 JOB NO: 49194718
 DRAWN BY: SHRP/BJR
 EKR/AL

URS
 100 SOUTH WACKER DRIVE, SUITE 500
 CHICAGO, ILLINOIS 60606
 PHONE: (312) 938-1000
 FAX: (312) 938-4198

P:\3006_Proya\Shell\Figures\Anteced Drawings\Orland Park - 14360 S LAGRANGE Rd - Figure 1 - Est. Extent of Soil Impact.dwg

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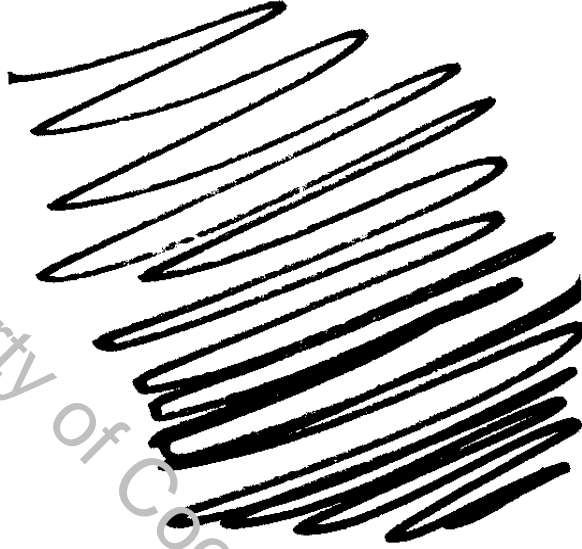

SHELL SERVICE STATION
 #137147
 14360 S. LAGRANGE ROAD
 ORLAND PARK, ILLINOIS

FIGURE 2
ESTIMATED GROUNDWATER IMPACT MAP

DATE	Feb 16, 2007
DRAWN BY	491944718
CHKD BY	BKR
SCALE	1" = 50'


 100 SOUTH WALKER DRIVE, SUITE 500
 CHICAGO, ILLINOIS 60606
 PHONE: (312) 929-1000
 FAX: (312) 939-4198

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EXHIBIT B

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Table 1

SOIL ANALYTICAL RESULTS - BTEX
Former Shell Service Station # 137147
14360 S. LaGrange Road, Orland Park, Illinois

Tier 1 SRO - Migration to Groundwater Class I Groundwater		0.03	12	13	150	
Tier 1 SRO - Migration to Groundwater Class II Groundwater		0.17	29	19	150	
Tier 1 SRO - Residential - Inhalation		0.3	650	400	320	
Tier 1 - SRO - Construction Worker Inhalation		2.2	42	58	320	
Tier 1 SRO - Residential - Ingestion		12	16,000	7,800	160,000	
Sampling #	Date	Depth (Feet)	Benzene (mg/kg)	Toluene (mg/kg)	Ethylbenzene (mg/kg)	Xylenes (mg/kg)
SP-1	6/1/2004	2	0.048	<0.015	<0.036	0.103
SP-2	6/1/2004	3	0.0616	0.0287	2.33	0.289
SB-3	6/1/2004	4	<0.015	<0.014	<0.035	<0.026
SB-4	6/1/2004	5	0.107	<0.014	0.0671	0.195
SB-5	6/1/2004	4	<0.015	<0.015	<0.037	<0.028
SB-6	6/2/2004	3	<0.015	<0.014	<0.035	<0.026
SB-7	6/2/2004	3	<0.016	<0.016	<0.039	<0.029
SB-8	6/2/2004	3	<0.016	<0.015	<0.038	<0.028
EX-1	11/4/2004	8	0.0022	0.0031	<0.0016	0.0016
EX-2	11/4/2004	8	<0.0004	<0.0016	<0.0016	<0.0016
EX-3	11/4/2004	8	2.836	<0.18	20.7	2.98
EX-4	11/4/2004	8	0.00071	<0.0014	<0.0014	<0.0014
EX-5	11/4/2004	8	0.0583	<0.089	4.36	<0.089
EX-6	11/4/2004	8	0.00094	0.0014	<0.0013	<0.0013
EX-7	11/4/2004	4	0.0845	<0.094	0.158	0.203
EX-8	11/4/2004	4	0.127	0.0388	0.331	0.248
EX-9	11/4/2004	4	5.21	3.12	22	88.4
EX-10	11/4/2004	4	<0.026	<0.1	<0.1	<0.1
EX-11	11/4/2004	4	2.19	<0.095	7.82	0.945
EX-12	11/4/2004	4	0.0019	0.0072	<0.0014	0.0019
EX-13	11/4/2004	4	<0.019	<0.075	0.12	<0.075
EX-14	11/4/2004	4	0.00077	<0.0014	<0.0014	<0.0014
EX-15	11/4/2004	4	0.0009	<0.0013	<0.0013	<0.0013
SB-9	5/17/2005	4.5	<0.010	<0.041	<0.041	<0.041
SB-10	5/17/2005	4.5	<0.011	<0.045	<0.045	<0.045
SB-11	5/17/2005	4.5	<0.011	<0.043	<0.043	<0.043
SB-12	5/17/2005	4.5	<0.011	<0.045	<0.045	<0.045
SB-13	7/19/2005	9	<0.00035	<0.0014	<0.0014	<0.0014
SB-14	7/19/2005	4	0.00099	0.0014	<0.0013	<0.0013
SB-15	7/19/2005	4	<0.00036	<0.0015	<0.0015	<0.0015
SB-16	7/19/2005	5	0.0015	0.0025	<0.0014	<0.0014
EX-1	7/21/2006	5	0.001	0.001	0.001	0.003
EX-2	7/21/2006	5	0.001	0.001	0.001	0.002
EX-3	7/21/2006	5	0.001	0.001	0.001	0.002
EX-4	7/21/2006	5	0.001	0.001	0.001	0.003
B-1	7/21/2006	9	0.002	0.002	0.002	0.004

Notes:
mg/kg = milligrams per kilogram (parts per million)
SRO = soil remediation objective
Bold = Analytical result is above the Tier 1 SRO for Class I groundwater
<0.002 = Not detected above laboratory limits.
MTBE = Methyl tertiary-butyl ether

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Table 2

Groundwater Elevation and BTEX Concentrations
Former Shell Service Station # 137147
14360 S. LaGrange Road, Orland Park, IL

Tier I GRO - Class I Groundwater					5	1,000	700	10,000
Tier I GRO - Class II Groundwater					25	2,500	1,000	10,000
MONITORING WELL #	Date	Top of Casing Elevation (ft)	Depth to Groundwater (ft)	Groundwater Elevation (ft)	Benzene (µg/L)	Toluene (µg/L)	Ethylbenzene (µg/L)	Xylenes (µg/L)
MW-1	6/2/2004	97.13	3.48	93.65	161	6.7	212	25.1
	9/9/2004	97.13	3.92	93.21	397	12.6	388	5.1
	12/20/2004	97.13	3.85	93.28	201	7.4	366	44.9
	3/25/2005	97.13	3.37	93.76	168	10.3	391	57.6
	5/20/2005	97.13	2.53	94.60	343	16.7	781	40.5
	8/9/2005	100.85	3.70	97.15	317	15.5	383	59.6
	7/17/2006	100.85	2.66	98.19	436	9.73	368	48.2
MW-2	6/2/2004	97.24	3.84	93.40	322	14.4	1590	66.7
	9/9/2004	97.24	5.87	91.37	339	5.7	642	74.2
	12/20/2004	97.24	4.18	93.06	229	6.7	500	50.2
	3/25/2005	97.24	4.76	92.48	45.5	1.8	52.3	7.9
	5/20/2005	97.24	3.79	93.45	226	9.9	899	71.5
	8/9/2005	97.24	5.03	92.21	277	11.5	1590	50.1
	7/17/2006	97.24	3.34	93.90	272	8.41	1990	51.2
MW-3	6/2/2004	97.19	13.19	84.00	40.1	0.99	31	23.8
	9/9/2004	97.19	3.72	91.47	11.1	<1	4.4	1.8
	12/20/2004	97.19	5.26	91.93	3	<1	<1	<1
	3/25/2005	97.19	0.60	96.79	1	<1	<1	<1
	5/20/2005	97.19	2.77	94.92	<0.5	<1	<1	<1
	8/9/2005	97.19	5.70	91.49	0.71	<1	<1	<1
	7/17/2006	97.19	3.49	93.70	<1	<1	<1	<3
MW-4	6/2/2004	96.97	Dry	NA	NA	NA	NA	Dry Well
	9/9/2004	96.97	4.88	92.09	6.5	<1	<1	<1
	12/20/2004	96.97	4.90	92.07	10.3	<1	<1	<1
	3/25/2005	96.97	4.81	92.16	3	<1	<1	<1
	5/20/2004	96.97	4.57	92.40	9.9	<1	<1	<1
	8/9/2005	96.97	5.03	91.94	1	<1	<1	<1
	7/17/2006	96.97	4.43	92.54	<1	<1	<1	<3
MW-5	6/2/2004	96.56	3.41	93.15	<0.31	<0.14	<0.27	<0.17
	9/9/2004	96.56	4.46	92.10	<0.5	<1	<1	<1
	12/20/2004	96.56	4.14	92.42	<0.5	<1	<1	<1
	3/25/2005	96.56	3.57	92.99	<0.5	<1	<1	<1
	5/20/2005	96.56	3.40	93.16	<0.5	<1	<1	<1
	8/9/2005	96.56	4.35	92.21	<0.5	<1	<1	<1
	7/17/2006	96.56	3.03	93.53	<1	<1	<1	<3
MW-6	6/2/2004	95.75	1.87	93.88	<0.31	<0.14	<0.27	<0.17
	9/9/2004	95.75	3.17	92.58	<0.5	<1	<1	<1
	12/20/2004	95.75	3.18	92.57	<0.5	<1	<1	<1
	3/25/2005	95.75	NA	NA	NA	NA	NA	FULL
	5/20/2005	95.75	2.50	93.25	<0.5	<1	<1	<1
	8/9/2005	95.75	3.90	91.85	<0.5	<1	<1	<1
	7/17/2006	95.75	2.26	93.49	<1	<1	<1	<3
MW-7	6/2/2004	96.15	2.91	93.24	<0.31	<0.14	<0.27	<0.17
	9/9/2004	96.15	2.37	93.78	<0.5	<1	<1	<1
	12/20/2004	96.15	2.26	93.89	<0.5	<1	<1	<1
	3/25/2005	96.15	1.00	95.15	<0.5	<1	<1	<1
	5/20/2005	96.15	0.88	95.27	<0.5	<1	<1	<1
	8/9/2005	96.15	1.85	94.30	<0.5	<1	<1	<1
	7/17/2006	96.15	UNABLE TO LOCATE MW-7					

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Table 2

Groundwater Elevation and BTEX Concentrations
Former Shell Service Station # 137147
14360 S. LaGrange Road, Orland Park, IL

Tier 1 GRO - Class I Groundwater				5	1,000	700	10,000	
Tier 1 GRO - Class II Groundwater				25	2,500	1,000	10,000	
MW-8	6/2/2004	97.56	7.10	90.46	<0.31	<0.14	<0.27	<0.17
	9/9/2004	97.56	3.76	93.80	<0.5	<1	<1	<1
	12/20/2004	97.56	3.37	94.19	<0.5	<1	<1	<1
	3/25/2005	97.56	1.90	95.66	SAMPLE BROKEN			
	5/20/2005	97.56	2.03	95.53	<0.5	<1	<1	<1
	8/9/2005	97.56	3.55	94.01	<0.5	<1	<1	<1
	7/17/2006	97.56	2.37	95.19	<1	<1	<1	<3
MW-9	8/9/2005	97.85	5.67	92.18	<0.5	<1	<1	<1
	7/17/2006	97.85	1.93	95.92	<1	<1	<1	<3
MW-10	8/9/2005	97.00	7.85	89.15	<0.5	<1	<1	<1
	7/17/2006	97.00	6.54	90.46	<1	<1	<1	<3
MW-11	8/9/2005	96.88	7.40	89.48	<0.5	<1	<1	<1
	7/17/2006	96.88	5.53	91.35	<1	<1	<1	<3
MW-12	8/9/2005	96.88	5.00	91.88	<0.5	<1	<1	<1
	7/17/2006	96.88	4.81	92.07	<1	<1	<1	<3
TMW-1	5/17/2005	NA	NA	NA	<0.5	<1	<1	3.1

Notes:
 NM = Not Analyzed
 µg/L = micrograms per liter (parts per billion)
 GRO = groundwater remediation objective
Bold = Analytical result is above the Tier 1 GRO for Class I groundwater
 <1 = Not detected above laboratory limits.

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Soil Component of Groundwater Ingestion Exposure Route
 RBCA R12 R14 Equation Results for BTEX
 Former Shell Services Station # 137147
 14360 S. LaGrange Road
 Orland Park, Illinois

COC	Maximum Soil Conc. At site (mg/kg)	Dry Soil Bulk Density g/cu cm	Air Filled Soil Porosity (Theta a)	Henry's Law Constant (H')	Water Filled Soil Porosity (Theta w)	Porosity	Organic Carbon Partitioning Coeff. (Koc)	Organic Carbon Content in Soil (foc)	Soil Water Sorption Coeff. (Ks)	Hydraulic Conductivity (K) cm/yr MW-4	Hydraulic Gradient (i) cm/cm	GW Darcy Velocity (Ugw) cm/yr (R2-9)	GW Mixing Zone Thickness (cm)	Infiltration Rate (I) cm/yr	Width of Source Area (to GW flow direc. (W) cm	Leaching Factor (LFsw) (R14)	Potential Maximum GW Conc (mg/L)	Potential Maximum GW Conc (ug/L)
																	Csource	Csource
BENZENE																		
SB-1 (2)	0.048	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	0.14	141.05
SB-2 (5)	0.0618	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	0.15	151.02
SB-4 (5)	0.107	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	0.31	314.83
EX-3 (5)	0.036	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	2.48	2,456.65
EX-5 (5)	0.0383	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	0.11	112.53
EX-7 (7)	0.0845	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	0.25	248.31
EX-8 (4)	0.127	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	0.37	373.20
EX-9 (4)	0.21	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	15.31	15,316.01
EX-11 (4)	2.19	1.5	0.13	0.228	0.3	0.43	58.9	0.002	0.1178	823	0.014	8.722	200	30	7183	2.8966	6.44	6,435.49
ETHYLBENZENE																		
EX-3 (5)	20.7	1.5	0.13	0.325	0.3	0.43	363	0.002	0.726	623	0.014	8.722	200	30	7183	1.0396	21.52	2,1523.54
EX-8 (4)	22	1.5	0.13	0.325	0.3	0.43	363	0.002	0.726	623	0.014	8.722	200	30	7183	1.0396	22.88	2,2875.26

Notes:
 mg/kg = milligrams per kilogram
 cm/yr = centimeters per year
 cm/cm = centimeter per centimeter
 mg/L = milligrams per liter
 COC = contaminant of concern

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TACO (Equation R 26) Groundwater Ingestion Pathway Fate and Transport Calculations for BTEX
 Using Conservative Hydraulic Conductivity From Site
 Former Shell Service Station # 137147
 14360 S. LaGrange Road
 Orland Park, Illinois

Compound	Sample ID	Distance - x (cm)	Alpha(x) (cm)	Alpha(y) (cm)	Alpha(z) (cm)	Sw (cm)	Sd (cm)	Hyd Cond - Ks (cm/day)	Hyd Gradient - i (cm/cm)	Porosity - theta T (unitless)	Bulk Density (g/cm ³)	Specific Discharge - U (cm/day)	et - 1	et - 2	e f(1)	et(2)	Degradation Constant (1/day)	Cx/Cs with u	Current COC Concentration	Cx ? With current concentration
Benzene	MW-1	309	38.899	12.966	1.945	7163	200	1.71	0.014	0.43	1.5	0.055674	25.215	3.635	1.000	1.000	0.0009	0.01259	397	5.000
Benzene	MW-2	371	37.082	12.361	1.854	7163	200	1.71	0.014	0.43	1.5	0.055674	26.450	3.514	1.000	1.000	0.0009	0.01475	339	5.000
Ethylbenzene	MW-1	1	0.100	0.033	0.005	7163	200	1.71	0.014	0.43	1.5	0.055674	9,808.342	107.107	0.355	0.448	0.0030	0.15081	781	118
Ethylbenzene	MW-2	1	0.100	0.033	0.005	7163	200	1.71	0.014	0.43	1.5	0.055674	9,808.342	107.107	0.355	0.448	0.0030	0.15081	1,590	240

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TACO (Equation R 26) Migration to Groundwater (Leaching) Fate and Transport Calculations for BTEX
 Former Shell Service Station # 137147
 14360 S. LaGrange Road
 Orland Park, Illinois

Compound	Sample I D	Distance - X (cm)	Alpha(x) (cm)	Alpha(y) (cm)	Alpha(z) (cm)	Sd (cm)	Hyd. Cond. - Ks (cm/day)	Hyd. Gradient - i (unitless)	Porosity - theta T (unitless)	loc (D/g)	Koc (L/kg)	Bulk Density (g/cm3)	Specific Discharge - U (cm/day)	erf -1	erf-2	erf(1)	erf(2)	Degradation Constant (1/day)	Cx/Cs = (R15)	Cx = (ppb at compliance point) = R26	Potential GW Concentration Cresource ug/L
Benzene	EX-3 (3)	665	86.489	22.163	3.324	7163	200	0.015	0.43	0.002	58.9	1.5	0.059651	14.752	0.127	1.0000	0.9974	0.0009	0.00203530	5.000	2,465.65
	EX-9 (4)	963	95.278	31.759	4.764	7163	200	0.015	0.43	0.002	58.9	1.5	0.059651	10.215	1.414	1.0000	0.9942	0.0009	0.00332558	5.000	15,310.01
	EX-11 (4)	812	81.213	27.071	4.061	7163	200	0.015	0.43	0.002	58.9	1.5	0.059651	12.077	1.741	1.0000	0.9962	0.0009	0.00077694	5.000	6,435.49

Notes:
 Concentrations are in micrograms per liter
 cm = centimeters
 cm/day = centimeters per day
 g/g = grams per day
 L/kg = Liters per kilogram
 ug/L = micrograms per liter
 g/cm3 = grams per cubic centimeters

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EXHIBIT C

UNOFFICIAL COPY**KTJ**KLEIN, THORPE & JENKINS, LTD.
Attorneys at Law20 N. Wacker Drive, Ste 1660
Chicago, Illinois 60606-2903
T 312 984 6400 F 312 984 6444DD 312 984 6410
dgdwalsh@ktjlaw.com15010 S. Ravinia Avenue, Ste 10
Orland Park, Illinois 60462-5353
T 708 349 3888 F 708 349 1506

www.ktjlaw.com

September 12, 2011

Via Federal Express
Galina Georgiew, P.G.
Project Geologist
URS Corporation
100 S. Wacker Drive, Suite 500
Chicago, IL 60606Re: Highway Authority Agreement
14360 S. LaGrange Road
Orland Park, Illinois

Dear Ms. Georgiew:

Enclosed please find duplicate originals of the Highway Authority Agreement that has been approved by the Village of Orland Park regarding the above-captioned property.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

KLEIN, THORPE AND JENKINS, LTD.



Dennis G. Walsh

Enc.

cc: John Robbins
Environmental Program Manager
Shell Oil Products USFrank M. Grenard, Esq.
Johnson & Bell, Ltd.

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HIGHWAY AUTHORITY AGREEMENT

This Agreement is entered into this ¹¹/₁₂ day of Sept, 2011 pursuant to 35 Ill. Adm. Code 742.1020 by and between Equilon Enterprises LLC d/b/a Shell Oil Products US ("Owner/Operator") and (2) Village of Orland Park, Illinois ("Highway Authority"), collectively known as the "Parties."

WHEREAS, Equilon Enterprises LLC d/b/a Shell Oil Products LLC is or was the owner or operator of one or more leaking underground storage tanks presently or formerly located at 14360 South LaGrange Rd., Orland Park, IL (the "Site");

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

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

WHEREAS, the Owner/Operator or Property Owner is conducting corrective action in response to the Release;

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

NOW, THEREFORE, the Parties agree as follows:

1. The recitals set forth above are incorporated by reference as if fully set forth herein
2. The Illinois Emergency Management Agency has assigned incident number 890852 to the Release.
3. Attached as Exhibit A is a scaled map(s) prepared by the Owner/Operator that shows the Site and surrounding area and delineates the current and estimated future extent of soil and groundwater contamination above the applicable Tier I residential remediation objectives as a result of the Release.
4. Attached as Exhibit B is a table(s) prepared by the Owner/Operator that lists each contaminant of concern that exceeds its Tier I residential remediation objective, its Tier I residential remediation objective and its concentrations within the zone where Tier I residential remediation objectives are exceeded.

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The locations of the concentrations listed in Exhibit B are identified on the map(s) in Exhibit A.

5. Attached as Exhibit C is a scaled map prepared by the Owner/Operator showing the area of the Highway Authority's right-of-way that is governed by this agreement ("Right-of-Way"). Because Exhibit C is not a surveyed plat, the Right-of-Way boundary may be an approximation of the actual Right-of-Way lines. Because the collection of samples within the Right-of-Way is not practical, the Parties stipulate that, based on modeling, soil and groundwater contamination exceeding Tier I residential remediation objectives does not and will not extend beyond the boundaries of the Right-of-Way.
6. The Highway Authority stipulates it has jurisdiction over the Right-of-Way that gives it sole control over the use of the groundwater and access to the soil located within or beneath the Right-of-Way.
7. The Highway Authority agrees to prohibit within the Right-of-Way all potable and domestic uses of groundwater exceeding Tier I residential remediation objectives.
8. The Highway Authority further agrees to limit access by itself and others to soil within the Right-of-Way exceeding Tier I residential remediation objectives. Access shall be allowed only if human health (including worker safety) and the environment are protected during and after any access. The Highway Authority may construct, reconstruct, improve, repair, maintain and operate a highway upon the Right-of-Way, or allow others to do the same by permit. In addition, the Highway Authority and others using or working in the Right-of-Way under permit have the right to remove soil or groundwater from the Right-of-Way and dispose of the same in accordance with applicable environmental laws and regulations. The Highway Authority agrees to issue all permits for work in the Right-of-Way, and make all existing permits for work in the Right-of-Way, subject to the following or a substantially similar condition: As a condition of this permit the permittee shall request the office issuing this permit to identify sites in the Right-of-Way where a Highway Authority Agreement governs access to soil that exceeds the Tier I residential remediation objectives of 35 Ill. Adm. Code 742. The permittee shall take all measures necessary to protect human health (including worker safety) and the environment during and after any access to such soil.
9. This agreement shall be referenced in the Illinois Environmental Protection Agency's (the "Agency") no further remediation determination issued for the Release.
10. The Agency shall be notified of any transfer of jurisdiction over the Right-of-Way at least 30 days prior to the date the transfer takes effect. This agreement shall be null and void upon the transfer unless the transferee agrees to be

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bound by this agreement as if the transferee were an original party to this agreement. The transferee's agreement to be bound by the terms of this agreement shall be memorialized at the time of transfer in a writing ("Rider") that references this Highway Authority Agreement and is signed by the Highway Authority, or subsequent transferor, and the transferee.

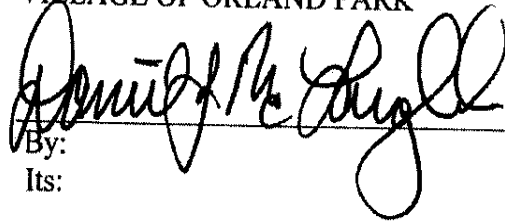
11. This agreement shall become effective on the date the Agency issues a no further remediation determination for the Release. It shall remain effective until the Right-of-Way is demonstrated to be suitable for unrestricted use and the Agency issues a new no further remediation determination to reflect there is no longer need for this agreement, or until the agreement is otherwise terminated or voided.
12. In addition to any other remedies that may be available, the Agency may bring suit to enforce the terms of this agreement or may, in its sole discretion, declare this agreement null and void if any of the Parties or any transferee violates any term of this agreement. The Parties or transferee shall be notified in writing of any such declaration.
13. This agreement shall be null and void if a court of competent jurisdiction strikes down any part or provision of the agreement.
14. This agreement supersedes any prior written or oral agreements or understandings between the Parties on the subject matter addressed herein. It may be altered, modified or amended only upon the written consent and agreement of the Parties.
15. Any notices or other correspondence regarding this agreement shall be sent to the Parties at following addresses:

Manager, Division of Remediation Management	Property Owner or Owner/Operator
<p>Bureau of Land Illinois Environmental Protection Agency P.O. Box 19276 Springfield, IL 62974-9276</p>	<p>Equilon Enterprises LLC d/b/a Shell Oil Products US 20945 S. Wilmington Avenue Carson CA 90810 ATTN: John Robbins Telefax: 713-423-0544</p>
<p>[Contact at Highway Authority] Village of Orland Park 14700 Ravinia. Ave. Orland Park, IL 60462 ATTN: Village Manager</p>	<p>w/copy to Klein, Thorpe and Jenkins, Ltd. 15010 S Ravinia Ave # 10 Orland Park, IL 60462-5353 Attn: Dennis G. Walsh</p>

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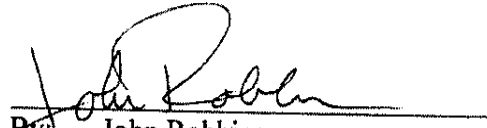
IN WITNESS WHEREOF, the Parties have caused this agreement to be signed by their duly authorized representatives.

VILLAGE OF ORLAND PARK


By: _____
Its:

Date: 9-6, 2011

Owner/Operator


By: _____
Title: Environmental Program Manager

Date: _____, 2011

Property of Cook County Clerk's Office

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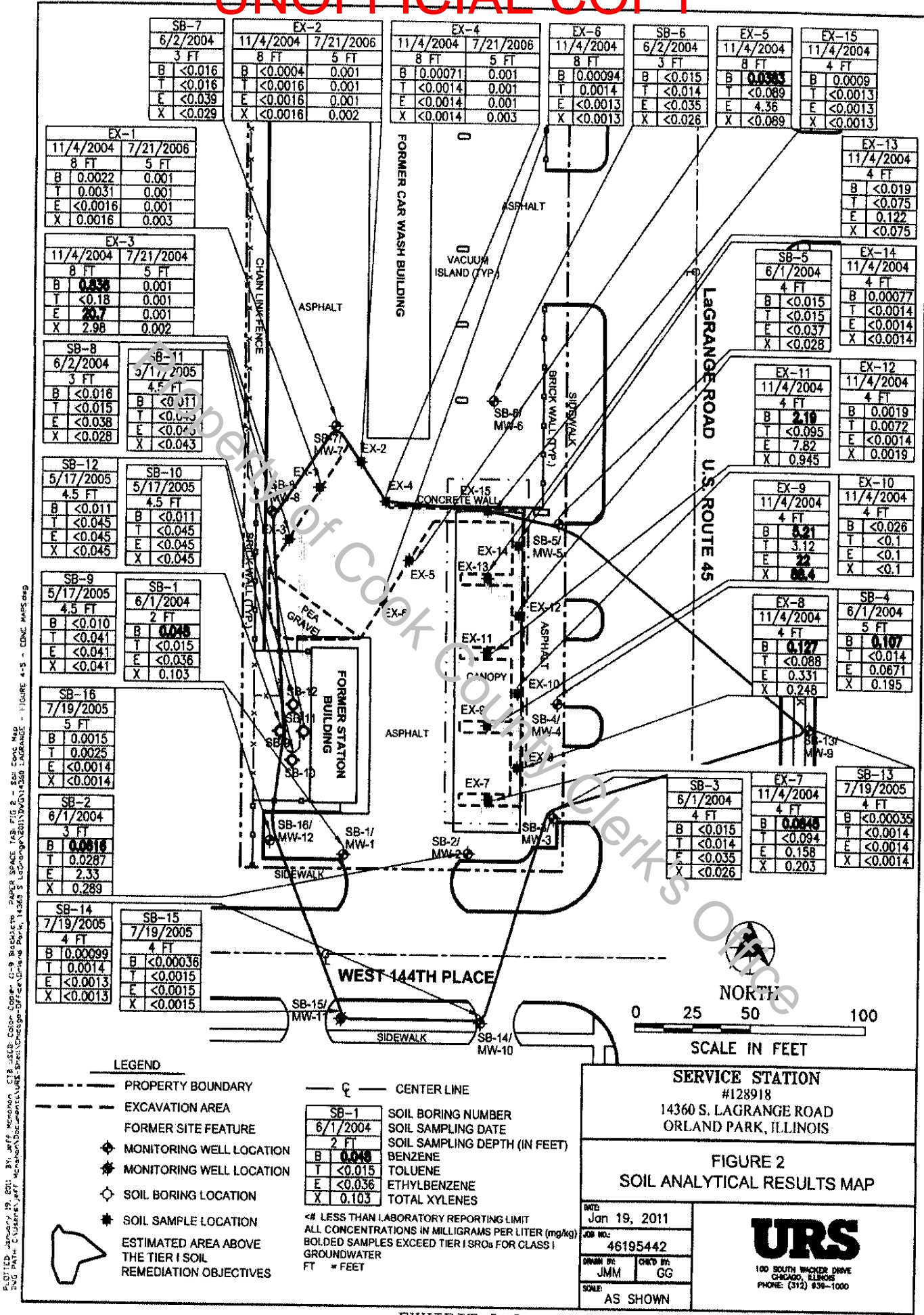
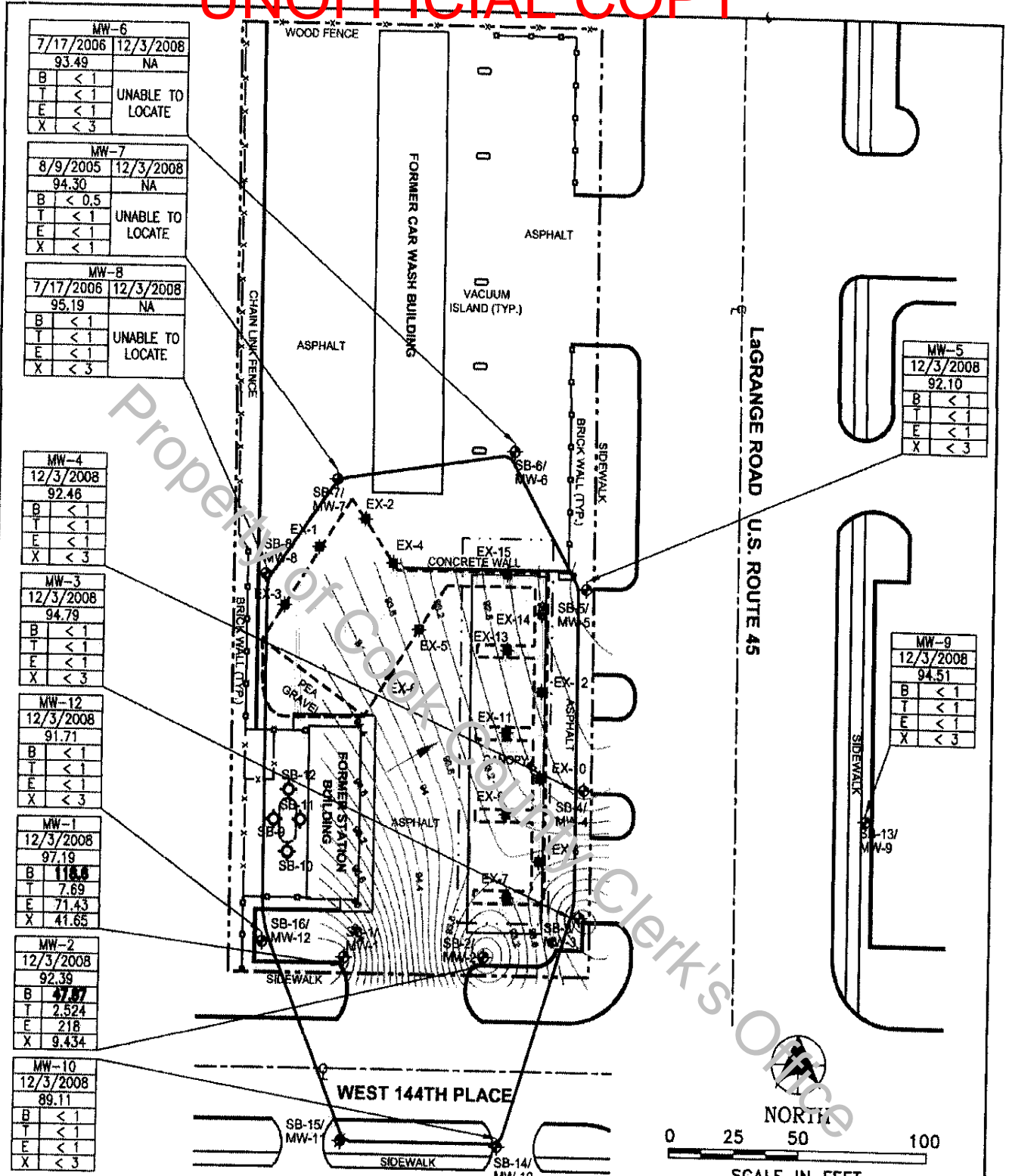


EXHIBIT A-1

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MW-6	
7/17/2006	12/3/2008
93.49	NA
B < 1	UNABLE TO LOCATE
T < 1	
E < 1	
X < 3	

MW-7	
8/9/2005	12/3/2008
94.30	NA
B < 0.5	UNABLE TO LOCATE
T < 1	
E < 1	
X < 1	

MW-8	
7/17/2006	12/3/2008
95.19	NA
B < 1	UNABLE TO LOCATE
T < 1	
E < 1	
X < 3	

MW-4	
12/3/2008	92.46
B < 1	
T < 1	
E < 1	
X < 3	

MW-3	
12/3/2008	94.79
B < 1	
T < 1	
E < 1	
X < 3	

MW-12	
12/3/2008	91.71
B < 1	
T < 1	
E < 1	
X < 3	

MW-1	
12/3/2008	97.19
B 118.6	
T 7.69	
E 71.43	
X 41.65	

MW-2	
12/3/2008	92.39
B 47.97	
T 2,524	
E 218	
X 9,434	

MW-10	
12/3/2008	89.11
B < 1	
T < 1	
E < 1	
X < 3	

MW-5	
12/3/2008	92.10
B < 1	
T < 1	
E < 1	
X < 3	

MW-9	
12/3/2008	94.51
B < 1	
T < 1	
E < 1	
X < 3	

MW-1	
12/3/2008	97.19
B 118.6	
T 7.69	
E 71.43	
X 41.65	

≤ 4 LESS THAN LABORATORY REPORTING LIMIT:
ALL CONCENTRATIONS IN MICROGRAMS PER LITER (µg/L)
BOLDED SAMPLES EXCEED TIER I GROUNDWATER REMEDIATION OBJECTIVES
NOTE: MONITORING WELLS 9, 10, 11 & 12 WERE NOT USED FOR CONTOUR MODELING.

- LEGEND**
- PROPERTY BOUNDARY
 - - - EXCAVATION AREA
 - FORMER SITE FEATURE
 - ◆ MONITORING WELL LOCATION
 - ◆ MONITORING WELL LOCATION
 - ◇ SOIL BORING LOCATION
 - ◆ SOIL SAMPLE LOCATION
 - GROUNDWATER CONTOURS
 - GROUNDWATER FLOW DIRECTION

- ESTIMATED AREA ABOVE TIER I GROUNDWATER REMEDIATION OBJECTIVES
- CENTER LINE

SERVICE STATION
#128918
14360 S. LAGRANGE ROAD
ORLAND PARK, ILLINOIS

FIGURE 3
GROUNDWATER ANALYTICAL RESULTS
MAP

DATE	Jan 19, 2011
JOB NO.	46195442
DRAWN BY	JMM
CHECKED BY	GG
SCALE	AS SHOWN



100 SOUTH WACKER DRIVE
CHICAGO, ILLINOIS
PHONE: (312) 638-1000

PLOTTED January 19, 2011 BY: JMM/URS. DATE: 01/19/2011. 01:30 PM. C:\Users\jmm\Documents\14360 S LAGRANGE\Borehole\14360 S LAGRANGE - FIGURE 3-5 - CONE MARKS.dwg

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Table 1

Soil Analytical Results

Shell Service Station #137147
14360 South LaGrange Road
Orland Park, Cook County, Illinois

Tier 1 Exposure Routes			COCs and Soil Remediation Objectives			
			Benzene (mg/kg)	Toluene (mg/kg)	Ethylbenzene (mg/kg)	Total Xylenes (mg/kg)
Soil Ingestion - Residential			12	16,000	7800	160,000
Soil Ingestion - Construction Worker			2,300	410,000	20,000	41,000
Inhalation - Residential			0.8	650	400	320
Inhalation - Construction Worker			2.2	42	58	5.6
SCGIER - Class I Groundwater			0.03	12	13	150
SCGIER - Class II Groundwater			0.17	29	19	150
Soil Saturation Limit			870	650	400	320
Sample ID	Date Sampled	Sample Depth (feet bgs)	Benzene (mg/kg)	Toluene (mg/kg)	Ethylbenzene (mg/kg)	Total Xylenes (mg/kg)
SB-1	06/01/04	2	0.048	<0.015	<0.036	0.103
SB-2	06/01/04	3	0.0616	0.0287	2.33	0.289
SB-3	06/01/04	4	<0.015	<0.014	<0.035	<0.026
SB-4	06/01/04	5	0.107	<0.014	0.0671	0.195
SB-5	06/01/04	4	<0.015	<0.015	<0.037	<0.028
SB-6	06/02/04	3	<0.015	<0.014	<0.035	<0.026
SB-7	06/02/04	3	<0.016	<0.016	<0.039	<0.029
SB-8	06/02/04	3	<0.016	<0.015	<0.038	<0.028
EX-1	11/04/04	8	0.0022	0.0031	<0.0016	0.0016
EX-2	11/04/04	8	<0.0004	<0.0016	<0.0016	<0.0016
EX-3	11/04/04	8	0.836	<0.18	20.7	2.98
EX-4	11/04/04	8	0.00071	<0.0014	<0.0014	<0.0014
EX-5	11/04/04	8	0.0383	<0.089	4.36	<0.089
EX-6	11/04/04	8	0.00094	0.0014	<0.0013	<0.0013
EX-7	11/04/04	4	0.0845	<0.094	0.158	0.203
EX-8	11/04/04	4	0.117	<0.088	0.331	0.248
EX-9	11/04/04	4	3.27	3.12	22	88.4
EX-10	11/04/04	4	<0.02	<0.1	<0.1	<0.1
EX-11	11/04/04	4	2.19	<0.095	7.82	0.945
EX-12	11/04/04	4	0.0019	0.0072	<0.0014	0.0019
EX-13	11/04/04	4	<0.019	0.075	0.122	<0.075
EX-14	11/04/04	4	0.00077	<0.0014	<0.0014	<0.0014
EX-15	11/04/04	4	0.0009	<0.0013	<0.0013	<0.0013
SB-9	05/17/05	4.5	<0.010	<0.041	<0.041	<0.041
SB-10	05/17/05	4.5	<0.011	<0.045	<0.045	<0.045
SB-11	05/17/05	4.5	<0.011	<0.043	<0.043	<0.043
SB-12	05/17/05	4.5	<0.011	<0.045	<0.045	<0.045
SB-13	07/19/05	9	<0.00035	<0.0014	<0.0014	<0.0014
SB-14	07/19/05	4	0.00099	0.0014	<0.0013	0.0013
SB-15	07/19/05	4	<0.00036	<0.0015	<0.0015	<0.0015
SB-16	07/19/05	5	0.0015	0.0025	<0.0014	0.0014
EX-1	07/21/06	5	0.001	0.001	0.001	0.003
EX-2	07/21/06	5	0.001	0.001	0.001	0.002
EX-3	07/21/06	5	0.001	0.001	0.001	0.002
EX-4	07/21/06	5	0.001	0.001	0.001	0.003
B-1	07/21/06	9	0.002	0.002	0.002	0.004

NOTES:

- 1) COCs = constituents of concern
- 2) MTBE = methyl tertiary butyl ether
- 3) mg/kg = milligrams per kilogram
- 4) bgs = below ground surface
- 5) ppm = parts per million
- 6) <0.065 = concentration less than the laboratory reporting limit
- 7) SCGIER = soil component of the groundwater ingestion exposure route
- 8) Bold = concentration above the Tier 1 soil remediation objective(s) listed in 35 Illinois Administrative Code Part 742

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Table 2

Groundwater Elevations and Analytical Results

Shell Service Station #137147
14360 South LaGrange Road
Orland Park, Cook County, Illinois

Tier 1 Exposure Routes					COCs and Groundwater Remediation Objectives			
					Benzene (µg/L)	Toluene (µg/L)	Ethylbenzene (µg/L)	Total Xylenes (µg/L)
GCGIER - Class I Groundwater					5	1,000	700	10,000
GCGIER - Class II Groundwater					25	2,500	1,000	10,000
Sample ID	Sample Date	Referenced Elevation (feet)	Depth to Groundwater (feet below TOC)	Groundwater Elevation (feet)				
MW-1	6/2/04	97.13	3.48	93.65	161	6.7	212	25.1
MW-1	9/9/04	97.13	3.92	93.21	397	12.6	388	5.1
MW-1	12/20/04	97.13	3.85	93.28	201	7.4	366	44.9
MW-1	3/25/05	97.13	3.37	93.76	168	10.3	391	57.6
MW-1	5/20/05	97.13	2.53	94.60	343	16.7	781	40.5
MW-1	8/9/05	100.85	3.70	97.15	317	15.5	383	59.6
MW-1	7/17/06	100.85	2.66	98.19	436	9.73	368	48.2
MW-1	12/3/08	100.85	3.66	97.19	118.6	7.690	71.43	41.65
MW-2	6/2/04	97.24	3.84	93.40	322	14.4	1,590	66.7
MW-2	9/9/04	97.24	5.87	91.37	339	5.7	642	74.2
MW-2	12/20/04	97.24	4.18	93.06	229	6.7	500	50.2
MW-2	3/25/05	97.24	4.76	92.48	45.5	1.8	52.3	7.9
MW-2	5/20/05	97.24	3.79	93.45	226	9.9	899	71.5
MW-2	8/9/05	97.24	5.03	92.21	277	11.5	1,590	50.1
MW-2	7/17/06	97.24	3.34	93.90	272	8.41	1,990	51.2
MW-2	12/3/08	97.24	4.85	92.39	47.87	2.524	218	9.434
MW-3	6/2/04	97.19	4.19	84.00	40.1	0.99	31	23.8
MW-3	9/9/04	97.19	5.22	91.47	11.1	<1	4.4	1.8
MW-3	12/20/04	97.19	5.26	91.93	3	<1	<1	<1
MW-3	3/25/05	97.19	0.40	96.79	1	<1	<1	<1
MW-3	5/20/05	97.19	2.27	94.92	<0.5	<1	<1	<1
MW-3	8/9/05	97.19	5.70	91.99	0.71	<1	<1	<1
MW-3	7/17/06	97.19	3.49	93.71	<1	<1	<1	<3
MW-3	12/3/08	97.19	2.40	94.79	<1	<1	<1	<3
MW-4	6/2/04	96.97			Dry			
MW-4	9/9/04	96.97	4.88	92.09	6.5	<1	<1	<1
MW-4	12/20/04	96.97	4.90	92.07	10.5	<1	<1	<1
MW-4	3/25/05	96.97	4.81	92.16	3	<1	<1	<1
MW-4	5/20/04	96.97	4.57	92.40	9.9	<1	<1	<1
MW-4	8/9/05	96.97	5.03	91.94	1	<1	<1	<1
MW-4	7/17/06	96.97	4.43	92.54	<1	<1	<1	<3
MW-4	12/3/08	96.97	4.51	92.46	<1	<1	<1	<3
MW-5	6/2/04	96.56	3.41	93.15	<0.31	<0.14	<0.27	<0.17
MW-5	9/9/04	96.56	4.46	92.10	<0.5	<1	<1	<1
MW-5	12/20/04	96.56	4.14	92.42	<0.5	<1	<1	<1
MW-5	3/25/05	96.56	3.57	92.99	<0.5	<1	<1	<1
MW-5	5/20/05	96.56	3.40	93.16	<0.5	<1	<1	<1
MW-5	8/9/05	96.56	4.35	92.21	<0.5	<1	<1	<1
MW-5	7/17/06	96.56	3.03	93.53	<1	<1	<1	<3
MW-5	12/3/08	96.56	4.46	92.10	<1	<1	<1	<3
MW-6	6/2/04	95.75	1.87	93.88	<0.31	<0.14	<0.27	<0.17
MW-6	9/9/04	95.75	3.17	92.58	<0.5	<1	<1	<1
MW-6	12/20/04	95.75	3.18	92.57	<0.5	<1	<1	<1
MW-6	3/25/05	95.75			Full			
MW-6	5/20/05	95.75	2.50	93.25	<0.5	<1	<1	<1
MW-6	8/9/05	95.75	3.90	91.85	<0.5	<1	<1	<1
MW-6	7/17/06	95.75	2.26	93.49	<1	<1	<1	<3
MW-6	12/3/08	95.75			Unable to locate			
MW-7	6/2/04	96.15	2.91	93.24	<0.31	<0.14	<0.27	<0.17
MW-7	9/9/04	96.15	2.37	93.78	<0.5	<1	<1	<1
MW-7	12/20/04	96.15	2.26	93.89	<0.5	<1	<1	<1
MW-7	3/25/05	96.15	1.00	95.15	<0.5	<1	<1	<1
MW-7	5/20/05	96.15	0.88	95.27	<0.5	<1	<1	<1
MW-7	8/9/05	96.15	1.85	94.30	<0.5	<1	<1	<1
MW-7	7/17/06	96.15			Unable to locate			
MW-7	12/3/08	96.15			Unable to locate			

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Table 2

Groundwater Elevations and Analytical Results

Shell Service Station #137147
14360 South LaGrange Road
Orland Park, Cook County, Illinois

Tier 1 Exposure Routes					COCs and Groundwater Remediation Objectives			
					Benzene (µg/L)	Toluene (µg/L)	Ethylbenzene (µg/L)	Total Xylenes (µg/L)
GCGHER - Class I Groundwater					5	1,000	700	10,000
GCGHER - Class II Groundwater					25	2,500	1,000	10,000
Sample ID	Sample Date	Referenced Elevation (feet)	Depth to Groundwater (feet below TOC)	Groundwater Elevation (feet)				
MW-8	6/2/04	97.56	7.10	90.46	<0.31	<0.14	<0.27	<0.17
MW-8	9/9/04	97.56	3.76	93.80	<0.5	<1	<1	<1
MW-8	12/20/04	97.56	3.37	94.19	<0.5	<1	<1	<1
MW-8	3/25/05	97.56	1.90	95.66	Sample broken upon arrival at lab			
MW-8	5/20/05	97.56	2.03	95.53	<0.5	<1	<1	<1
MW-8	7/9/05	97.56	3.55	94.01	<0.5	<1	<1	<1
MW-8	7/17/06	97.56	2.37	95.19	<1	<1	<1	<3
MW-8	12/3/08	97.56			Unable to locate			
MW-9	8/9/05	97.85	5.67	92.18	<0.5	<1	<1	<1
MW-9	7/17/06	97.85	1.93	95.92	<1	<1	<1	<3
MW-9	12/3/08	97.85	3.34	94.51	<1	<1	<1	<3
MW-10	8/9/05	97.00	7.85	89.15	<0.5	<1	<1	<1
MW-10	7/17/06	97.00	6.54	90.46	<1	<1	<1	<3
MW-10	12/3/08	97.00	7.89	89.11	<1	<1	<1	<3
MW-11	8/9/05	96.88	7.40	89.48	<0.5	<1	<1	<1
MW-11	7/17/06	96.88	5.53	91.35	<1	<1	<1	<3
MW-11	12/3/08	96.88			Destroyed			
MW-12	8/9/05	96.88	5.00	91.88	<0.5	<1	<1	<1
MW-12	7/17/06	96.88	4.81	92.07	<1	<1	<1	<3
MW-12	12/3/08	96.88	5.17	91.71	<1	<1	<1	<3
MW-1	5/17/05				<0.5	<1	<1	3.1

Notes:

- 1) µg/L = micrograms per liter
- 2) **Bold** = concentrations above the Tier 1 groundwater remediation objective(s) listed in 35 Illinois Administrative Code Part 742
- 3) <1 = not detected above the laboratory reporting limit
- 4) MTBE = methyl tertiary butyl ether
- 5) GCGHER = groundwater component of the groundwater ingestion exposure route
- 6) TOC = top of casing

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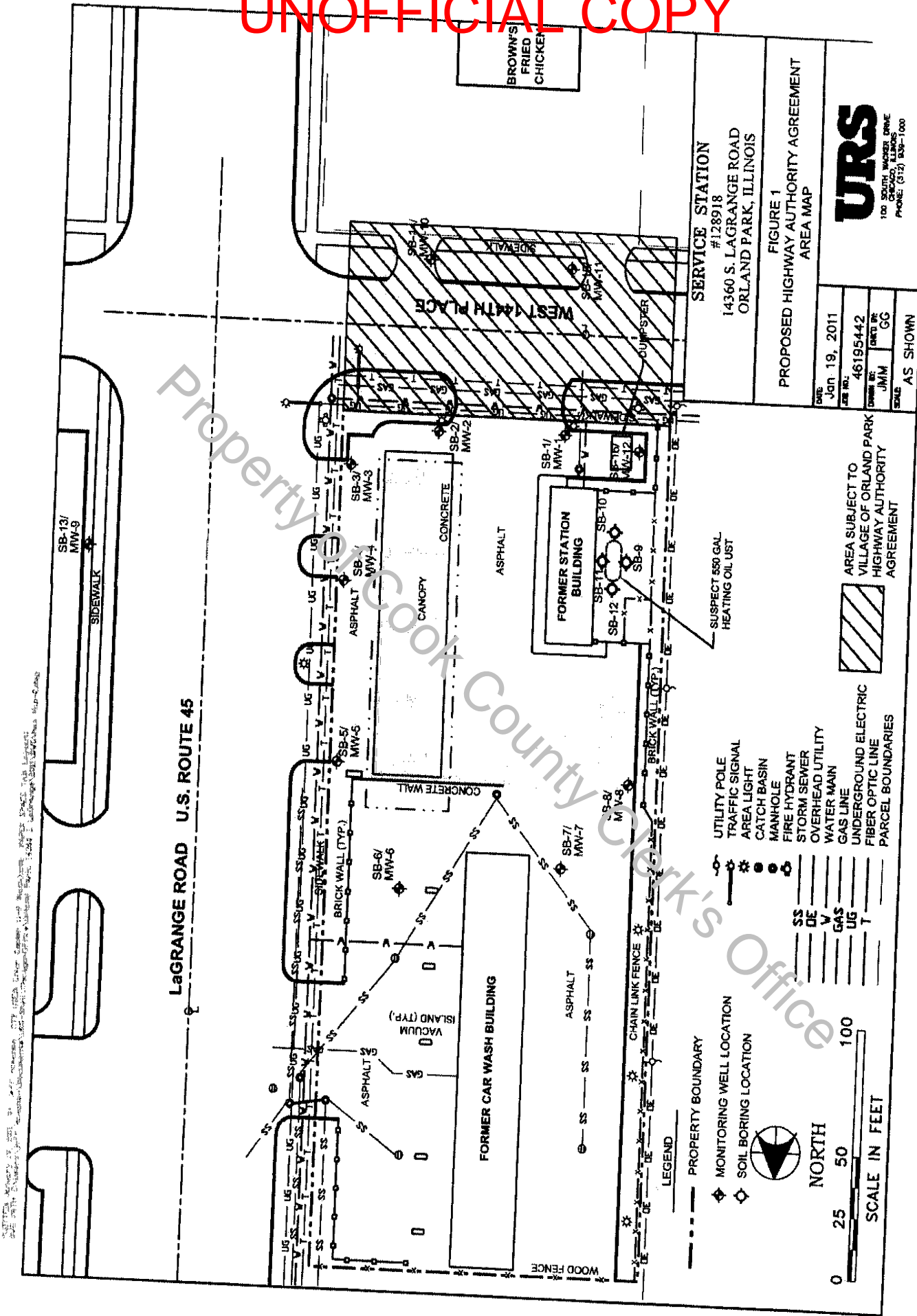


EXHIBIT C