

HIGHWAY AUTHORITY AGREEMENT

This Agreement is entered into this ___ day of ____, 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 1 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.

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

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

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

Equilon Enterprises LLC d/b/a
Shell Oil Products US
20945 S. Wilmington Avenue
Carson CA 90810
ATTN: John Robbins
Telefax: 713-423-0544

[Contact at Highway Authority]
Village of Orland Park
14700 Ravinia. Ave.
Orland Park, IL 60462
ATTN: Village Manager

w/copy to
Klein, Thorpe and Jenkins, Ltd.
15010 S Ravinia Ave # 10
Orland Park, IL 60462-5353
Attn: Dennis G. Walsh

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

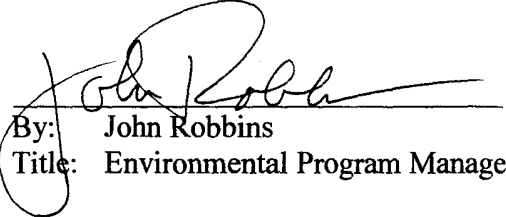
VILLAGE OF ORLAND PARK

Date: _____, 2011

By: _____
Its:

Owner/Operator

Date: 8/24, 2011


By: John Robbins
Title: Environmental Program Manager

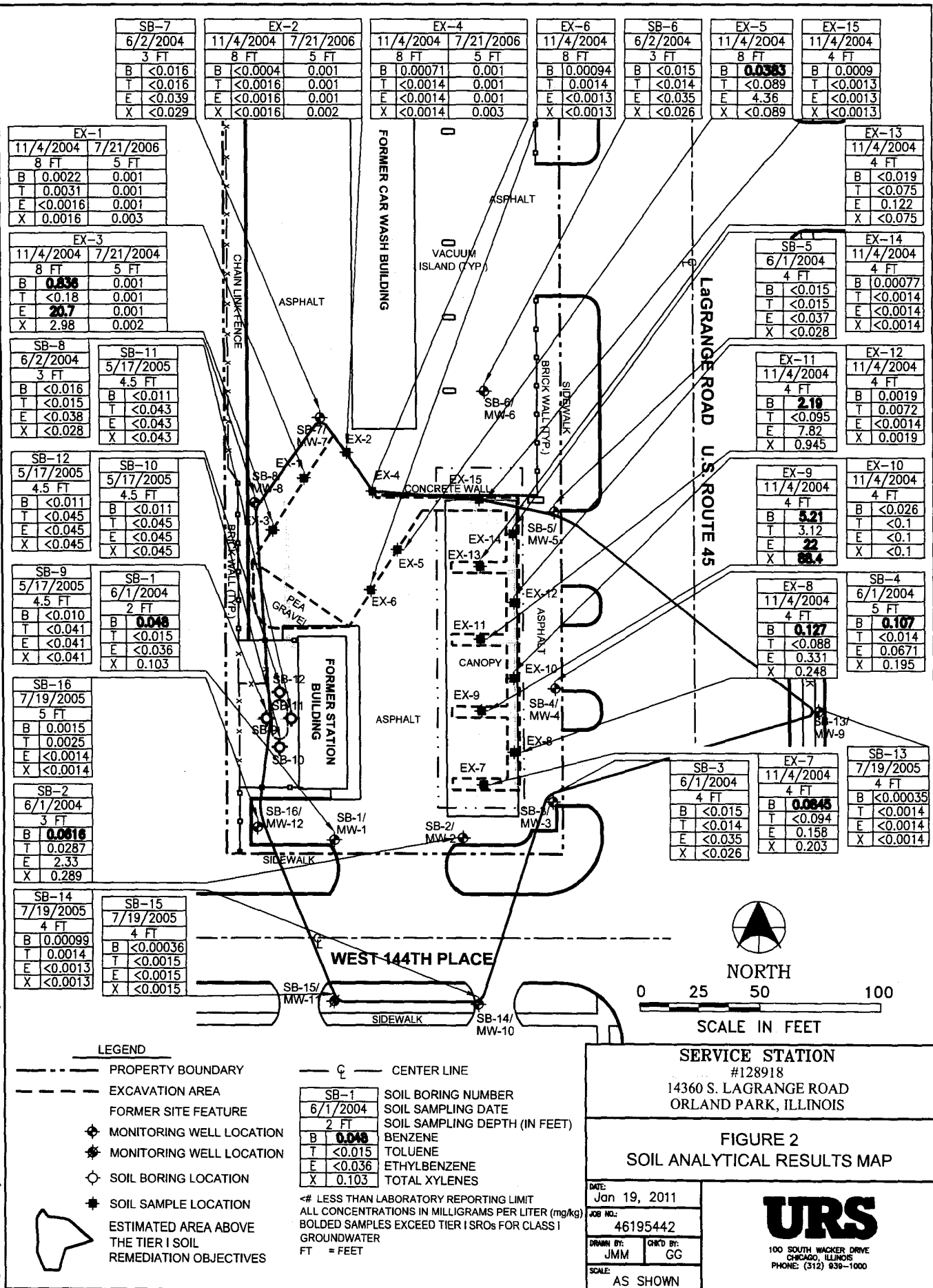


Table 1

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)				
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	0.127	<0.088	0.331	0.248
EX-9	11/04/04	4	5.21	3.12	22	88.4
EX-10	11/04/04	4	<0.026	<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

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	13.19	84.00	40.1	0.99	31	23.8
MW-3	9/9/04	97.19	5.72	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	91.49	0.71	<1	<1	<1
MW-3	7/17/06	97.19	3.49	93.70	<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	10.3	<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			

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-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	8/9/05	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
TMW-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) GCGIER = groundwater component of the groundwater ingestion exposure route
- 6) TOC = top of casing

PLOTTED January 19, 2011 BY: Jeff Menden CTS USED Color Easerv U-9 Backsets PAPER SPACE TAB Layout!
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