

When recorded, return to:
Keith Nagel
Tecumseh Redevelopment, Inc.
4020 Kincross Lakes Parkway
Richfield, OH 44286-9000

The County Parcel Identification No. of the Property is: UPI No. 65-012-100 (Tax Parcel Number 65+, 012.0-0100.00-000+) in Lycoming County, Pennsylvania

GRANTOR: Tecumseh Redevelopment, Inc.

PROPERTY ADDRESS: Maynard Street & US-220/I-180, Williamsport, PA 17701

ENVIRONMENTAL COVENANT

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

1. **Property affected.** The property affected (Property) by this Environmental Covenant is located in Williamsport, Lycoming County.

The latitude and longitude of the center of the Property is: 41°13'56" North and 77°00'58" West.

The Property has been known by the following names: Williamsport Wire Rope Disposal Area, Bethlehem Steel Wire Rope Facility.

A complete description of the Property is attached to this Environmental Covenant as **Exhibit A**. A map of the Property is attached to this Environmental Covenant as **Exhibit B**.

2. **Property Owner / GRANTOR / GRANTEE.** Tecumseh Redevelopment, Inc. is the owner of the Property and the GRANTOR and GRANTEE of this Environmental Covenant.

3. The mailing address of the owner is: 4020 Kincross Lakes Parkway, Richfield, OH 44286-9000.

1/10/16

4. Description of Contamination and Remedy.

The Property consists of a disposal area associated with a former manufacturing plant located north of the Property. The disposal area was used for the disposal of waste generated at the wire, wire rope and strand manufacturing operations at the former Bethlehem Steel Wire Rope manufacturing plant. The disposal area contains six closed disposal units, consisting of three surface impoundments and three sludge drying beds. Wastewater from the manufacturing plant was treated in the plant's centralized wastewater treatment facility and sludge from the treatment facility was sent to the three impoundments to dewater. From 1969 until 1982, two of the impoundments received untreated wastewater containing approximately 5% untreated spent pickle liquor, a listed hazardous waste (K062). The drying beds were used to dry and store lime-stabilized spent pickle liquor sludge, a non-hazardous waste, until November 1982.

The impoundments and drying beds were closed under RCRA authority in 1989/1990, by consolidating the waste and surrounding soil from the drying beds into the impoundments. The impoundments were then closed by stabilizing the waste with cement kiln dust and capping in place. The stabilized waste was analyzed for EP Toxic metals to document that the metals were immobilized and a sub-base of limestone was added to the excavated impoundments to remediate groundwater contamination. The impoundments were capped as a single impoundment area, using (from bottom to top): a 50-mil high-density polyethylene liner, geonet drainage layer, 95-mil nonwoven geofabric, 2.5 feet of cover soil and a 6-inch vegetated topsoil layer. A deed notice for the closed impoundments area was filed in Lycoming County in November 1990 by Bethlehem Steel Corporation. After the removal of waste and adjacent soil from the drying beds, the drying beds area was backfilled with clean soil. In 1993, the drying bed area was paved for use as a parking lot.

Groundwater monitoring has been conducted in the area of the closed impoundments since 1989. Since 1991, after excavation and closure activities were completed, the groundwater data has shown a trend of decreasing contaminant concentrations. Based on sampling conducted in 2015 through 2017, the only two contaminants with concentrations above EPA's drinking water screening levels were iron and manganese (with maximum detected concentrations of 35.4 mg/L and 6.4 mg/L, respectively). Both of these constituents are also present in the upgradient/background well, at concentrations similar to those in the wells adjacent to the closed surface impoundments.

In April 1994, the Pennsylvania Department of Environmental Protection (Department) issued a Post-Closure Permit (No. PAD 003 053 758) to Bethlehem Steel Corporation. The Post-Closure Permit was renewed to Grantor in October 2008. Grantor continues post-closure care requirements for maintenance and environmental monitoring of the Property.

In April 1999, EPA determined that the Property meets the Human Exposure Environmental Indicator (*i.e.*, current human exposures are under control) and the

Groundwater Environmental Indicator (*i.e.*, migration of contaminated groundwater is under control).

On August 24, 2017, EPA issued a Final Decision and Response to Comments (FDRTC) for the Property, selecting the following remedy components for the Property:

- 1) Tecumseh Redevelopment shall continue to comply with the terms and conditions of the Department-issued Permit for Hazardous Waste Facility Post-Closure ID # PAD 003 053 758.
- 2) Tecumseh Redevelopment shall implement land and groundwater use restrictions to prevent human exposure to contaminants at the Property, in accordance with the Activity and Use Limitations set out in paragraph 5 of this Environmental Covenant.

The administrative record pertaining to the FDRTC is located at:

US EPA Region III
1650 Arch Street
Philadelphia, PA 19103
Contact: Maureen Essentier (3LC20)
Phone: (215)814-3416
Email: essentier.maureen@epa.gov

201800004042
Filed for record in
LYCOMING COUNTY PA
KATHY PINEHART
04-11-2018 at 02:40 pm.
MISD 28.00
STATE TAX .00
LOCAL TAX .00
OR book #157 Page 1859 - 1777

5. **Activity and Use Limitations.** The Property is subject to the following activity and use limitations, which the then current owner of the Property, and its tenants, agents, employees and other persons under its control, shall abide by:

- a) The Property shall not be used for residential purposes;
- b) Groundwater at the Property shall not be used for any purpose, including but not limited to, use as a potable water source, other than to conduct the maintenance and monitoring activities required by the Department and/or EPA;
- c) No new wells shall be installed at the Property unless it is demonstrated to the Department that such wells are necessary to perform post closure activities and the Department provides prior written approval to install such wells;
- d) The Property shall not be used in any way that will adversely affect or interfere with the integrity and protectiveness of the cap over the disposal units, unless it is demonstrated to the Department that such use will not pose a threat to human health or the environment and the Department provides prior written approval for such disturbance; and

- e) All earth moving activities at the Property, including excavation, drilling and construction activities, shall be conducted in a manner such that the activity will not pose a threat to human health or the environment, or adversely affect or interfere with the requirements of the Post-Closure Permit. No such activities shall take place at the Property unless the Department provides prior written approval.

6. **Notice of Limitations in Future Conveyances.** Each instrument hereafter conveying any interest in the Property subject to this Environmental Covenant shall contain a notice of the activity and use limitations set forth in this Environmental Covenant and shall provide the recorded location of this Environmental Covenant.

7. **Compliance Reporting.** By the end of every January following EPA's approval of this Environmental Covenant, the then current owner of the Property shall submit to EPA and the Department, written documentation stating whether or not the activity and use limitations in this Environmental Covenant are being abided by. In addition, within 30 days after a) written request by EPA or the Department, b) transfer of title of the Property or of any part of the Property affected by this Environmental Covenant, c) noncompliance with paragraph 5 (Activity and Use Limitations), or d) an application for a permit or other approval for any building or site work that could affect contamination on any part of the Property, the then current owner shall send a report to EPA and the Department. The report shall state whether or not there is compliance with paragraph 5. If there is noncompliance, the report will state the actions that will be taken to assure compliance.

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

9. **Recording and Notification of Recording.** Within 30 days after the date that EPA approves this Environmental Covenant, the Grantor shall file this Environmental Covenant with the Recorder of Deeds for each County in which the Property is located, and send a file-stamped copy of this Environmental Covenant to EPA within 90 days of EPA's approval of this Environmental Covenant. Within 90 days after this Environmental Covenant has been filed with the Recorder of Deeds for each County in which the Property is located, the Grantor shall send a file-stamped copy to each of the following: City of Williamsport, Lycoming County; the Department; and 21st Century Properties, the lessee of the drying beds area.

10. **Termination or Modification.** This Environmental Covenant runs with the land unless terminated or modified in accordance with 27 Pa. C.S. §§ 6509 or 6510. The then current owner of the Property shall provide EPA written notice of the pendency of any proceeding that could lead to a foreclosure, as referred to in 27 Pa. C.S. § 6509(a)(4), within seven calendar days of the owner's receiving notice of the pendency of such proceeding.

11. **The Department.**

(a) **Notification.** The then current owner shall provide the Department written notice of:

- (1) the pendency of any proceeding that could lead to a foreclosure as referred to in 27 Pa. C.S. § 6509(a)(4), within seven calendar days of the owner's receiving notice of the pendency of such proceeding;
- (2) any judicial action referred to in 27 Pa. C.S. § 6509(a)(5), within seven calendar days of the owner's receiving notice of such judicial action;
- (3) any judicial action referred to in 27 Pa. C.S. § 6509(b), within seven calendar days of the owner's receiving notice of such judicial action; and
- (4) termination or amendment of this Environmental Covenant pursuant to 27 Pa. C.S. § 6510, within seven calendar days of the owner's becoming aware of such termination or amendment.

(b) **Enforcement.** A civil action for injunctive or other equitable relief for violating this Environmental Covenant may be maintained by the Department.

12. **EPA and the Department's addresses.** Communications with EPA and the Department regarding this Environmental Covenant shall be sent to:

Maureen Essenthier (3LC20)
US EPA Region III
1650 Arch Street
Philadelphia, PA 19103
Phone: (215)814-3416
Email: essenthier.maureen@epa.gov

Lisa Houser
Pennsylvania Department of Environmental Protection
North Central Regional Office
208 West Third St., Suite 101
Williamsport, PA 17701

13. **Severability.** The paragraphs of this Environmental Covenant shall be severable and should any part hereof be declared invalid or unenforceable, the remainder shall continue in full force and effect between the parties.

ACKNOWLEDGMENTS

Tecumseh Redevelopment Inc., Grantor
Date: By: Keith Nagel
Name: KEITH NAGEL
Title: Dir. Env. & Real Estate

STATE OF OHIO)
COUNTY OF Summit) SS:

On this 23rd day of March, 2018, before me, the undersigned officer, personally appeared Keith Nagel who acknowledged himself/herself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that s/he executed same for the purposes therein contained.



In witness whereof, I hereunto set my hand and official seal.

Susan E. Dick
Notary Public
Susan Dick
Commission expires: November 6, 2021

Date: 4.2, 2018 By: John A. Armstead
John A. Armstead
Director
Land and Chemicals Division
United States Environmental Protection Agency
Region III

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) SS:

On this 2 day of April, 2018, before me, the undersigned officer, personally appeared John A. Armstead who acknowledged himself to be the person whose name is subscribed to this Environmental Covenant, and acknowledged that he freely executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Bettina L. Dunn
Notary Public

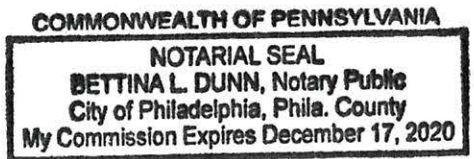


EXHIBIT A
DESCRIPTION OF PROPERTY

Being a certain property situate in the Fifth Ward of the City of Williamsport, Lycoming County, Pennsylvania, and being more bounded and described as follows:

Beginning at the true point of beginning, the location of which is ascertained as follows:

Beginning on the easterly right of way line of Maynard Street, 60.0 feet in width, and on the southerly right of way line of Consolidated Rail Corporation, 62.0 feet in width, thence with the railroad right of way the following two courses: (1) northeasterly on a curve to the left having a radius of 2914.93 feet, a chord bearing N 88°31'22" E, 207.23 feet and an arc distance of 207.27 feet, and (2) N 86°28'58" E, 433.73 feet to the said TRUE POINT OF BEGINNING, thence continuing along the last mentioned line;

N 86°28'58" E, 914.78 feet to the northerly right of way line of State Route 0220, formerly known as Legislative Route 1073, thence with the right of way of Route 0220;

S 67°30'51" W, 276.30 feet to a corner to the other lands of Bethlehem, thence along the Bethlehem lines the following 3 courses;

S 71°18'53" W, 68.01 feet, thence;

S 77°31'26" W, 160.30 feet, thence;

S 80°56'57" W, 151.95 feet to the northerly right of way line of State Route 0220, thence along the State Route 0220 right of way line;

S 86°32'58" W, 279.06 feet to a corner of other land of Bethlehem, thence;

S 87°05'32" W, 298.27 feet to a point, thence;

S 82°18'45" W, 58.71 feet to a point, thence;

N 02°53'16" E, 148.95 feet to a point, thence;

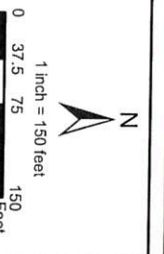
N 86°29'13" E, 341.00 feet to the TRUE POINT OF BEGINNING, containing 3.445 acres, more or less.



Label	Longitude	Latitude
1	-77.0169421	41.2325154
2	-77.0136748	41.2329843
3	-77.0145471	41.2326082
4	-77.0147695	41.2325266
5	-77.0153181	41.2323781
6	-77.0158483	41.2322611
7	-77.0168453	41.2321189
8	-77.0179127	41.2319745
9	-77.0181189	41.2319330
10	-77.0181601	41.2323406

CORE
 ENVIRONMENTAL SERVICES, INC.
 3960 William Finn Highway, Suite 100
 Allison Park, Pennsylvania 15101-3603
 T: 412-487-6000 | F: 412-487-9785
 WWW.CORE-ENV.COM

Legend
 — Area Subject to Environmental Covenant
 - - - Hazardous Waste Management Area Boundary



DRAWN BY: DJ
 CHECKED BY: JH
 APPROVED: DL
 DATE: 03/09/2018
 REVISIONS:
 DES: DL
 FIGURE NUMBER: 1

TITLE:
Exhibit B - Map of Property
 Williamsport, Lycoming County, PA