



2013
Environmental Restrictive Covenant

THIS ENVIRONMENTAL RESTRICTIVE COVENANT is made this 20th day of December, 2015, by Keith Baker ("Owner").

WHEREAS; Owner is the fee owner of certain real estate in the County of Vanderburgh, Indiana, which is located at 2110 West Franklin Street in Evansville and more particularly described in the attached Exhibit "A" ("Real Estate"), which is hereby incorporated and made a part hereof. The Real Estate was acquired by deed on 02-28-2015 and recorded on 12-30-15, as Deed Record 201300033228, in the Office of the Recorder of Vanderburgh County, Indiana. The Real Estate consists of approximately 0.68 acres and is also identified by the county by parcel identification number 82-05-24-030-036.010-029. The Real Estate to which this Covenant applies is depicted on a map attached hereto as Exhibit "B".

WHEREAS: A Comfort Letter, a copy of which is attached hereto as Exhibit "C", was prepared and issued by the Indiana Department of Environmental Management ("the Department" or "IDEM") pursuant to the Indiana Brownfields Program's ("Program") recommendation at the request of the Owner to address the redevelopment potential of the Real Estate which is a brownfield site resulting from a release of hazardous substances relating to historical operations on the Real Estate, Program site number BFD #4150405.

WHEREAS: The Comfort Letter, as approved by the Department, provides that certain contaminants of concern ("COCs") were detected in soil and ground water on the Real Estate but will not pose an unacceptable risk to human health at the detected concentrations provided that the land use restrictions contained herein are implemented and maintained to ensure the protection of public health, safety, or welfare, and the environment. The COCs are tetrachloroethene ("PCE") in soil and PCE, trichloroethene ("TCE"), cis-1,2-dichloroethene ("Cis-1,2-DCE"), and vinyl chloride in ground water.

WHEREAS: Soil and groundwater on the Real Estate were sampled for volatile organic compounds ("VOCs"). Investigations detected PCE in soil above its residential direct contact screening level ("RDCSL"), commercial/industrial direct contact screening level ("IDCSL"), and excavation worker direct contact screening level ("EX DCSL") established by IDEM's Remediation Closure Guide ("RCG") (March 22, 2012 and applicable revisions). Investigations also detected levels of PCE, TCE, Cis-1,2-DCE, and vinyl chloride in groundwater above their respective RCG residential groundwater

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BOOK: 2015-00000000

tap screening levels ("Res Tap GWSLs"). PCE, TCE, and vinyl chloride were also detected at levels above their respective RCG residential vapor exposure groundwater screening levels ("Res VE GWSLs") and PCE was detected above its commercial/industrial vapor exposure groundwater screening level ("Indus VE GWSLs"). Soil and groundwater analytical results above applicable RCG screening levels are summarized on Tables 1 and 2 attached hereto as **Exhibit "D"**. A site map, attached hereto as "**Exhibit E**", depicts sample locations on the Real Estate at which COCs were detected above applicable RCG screening levels.

WHEREAS: The Department has not approved closure of environmental conditions on the Real Estate under the RCG. However, the Department has determined that the land use restrictions contained in this Covenant will enable the Real Estate to be used safely for commercial/industrial use.

WHEREAS: Environmental reports and other documents related to the Real Estate are hereby incorporated by reference and may be examined at the Public File Room of the Department, which is located in the Indiana Government Center North at 100 N. Senate Avenue, 12th Floor East, Indianapolis, Indiana. The documents may also be viewed electronically by searching the Department's Virtual File Cabinet on the Web at: <http://www.in.gov/ideem/4101.htm>.

NOW THEREFORE, Keith Baker subjects the Real Estate to the following restrictions and provisions, which shall be binding on Keith Baker and all future owners:

I. RESTRICTIONS

1. Restrictions. The Owner and all future owners:
 - (a) Shall prohibit any activity at the Real Estate that may interfere with any ongoing response activities, long-term groundwater monitoring, or measures necessary to assure the effectiveness and integrity of any response action or engineering control, or component thereof, implemented at the Real Estate.
 - (b) Shall not use or allow the use or extraction of groundwater at the Real Estate for any purpose, including, but not limited to, human or animal consumption, gardening, industrial processes, or agriculture, without prior Department approval, except that groundwater may be extracted in conjunction with environmental investigation and/or remediation activities.
 - (c) Shall not use the Real Estate for residential purposes, including, but not limited to, daily care facilities (e.g., daycare centers, schools and senior citizen facilities).
 - (d) Shall not use the Real Estate for consumptive agricultural purposes unless plantings are placed in raised beds filled with 18-inches of "clean" soil (demonstrated not to contain contaminants of concern above RCG

residential direct contact screening levels) and surface soil between raised beds is covered and maintained with at least 1 foot of clean soil and/or mulch.

(e) Shall not occupy any existing and/or newly-constructed buildings on the Real Estate without first completing one of the following: Option 1) Evaluate and determine, with Department concurrence, the presence or absence of the intrusion of contaminated vapor into indoor air ("vapor intrusion") in any existing and/or newly-constructed building(s) human-occupied buildings on the Real Estate; or, Option 2) install, operate and maintain the vapor mitigation system (in accordance with U.S. EPA *Brownfield Technology Primer Vapor Intrusion Considerations for Redevelopment*, EPA 542-R-08-001, March 2008 and IDEM *Draft Interim Guidance Document (February 2014): Vapor Remedy Selection and Implementation*) within any human-occupied building(s) on the Real Estate, unless the Department concurs that a vapor mitigation system(s) is no longer necessary based upon achievement of the applicable IDEM RCG indoor air vapor exposure screening level based upon then-current use of the Real Estate (residential or commercial/industrial) ("Res IA VESL" or "Indus IA VESL") or site-specific action levels approved by the Department.

(ii) If Option 2 is selected from (e)(i) above, a detailed work plan must be submitted and approved by the Department's State Cleanup Program outlining activities to be completed in accordance with IDEM RCG indoor air sampling protocols used to evaluate the vapor intrusion risk and to determine the effectiveness of any operating vapor mitigation system(s) after occupancy. Following Department approval, operate the vapor mitigation system for the purpose of mitigating the COCs potentially impacting indoor air in any existing and/or newly constructed human-occupied buildings on the Real Estate after the date of this Covenant per the *IDEM Draft Interim Guidance Document (February 2014): Vapor Remedy Selection and Implementation* until the Department makes a determination regarding acceptable risk under Paragraph No. 9 of this Covenant. The Department's determination shall be based upon RCG Res IA VESLs or Indus IA VESLs (depending on then-current land use) or site-specific action levels approved by the Department. The Department's determination in concert with Paragraph No. 9 shall not be unreasonably withheld. In the event that the vapor intrusion mitigation system(s) malfunction(s) or cease(s) operation, the Department shall afford the Owner a reasonable opportunity to repair or replace the vapor intrusion mitigation system(s) prior to the Department exercising whatever rights it may have under Paragraph No. 8.

II. GENERAL PROVISIONS

2. Restrictions to Run with the Land. The restrictions and other requirements described in this Covenant shall run with the land and be binding upon, and inure

to the benefit of the Owner of the Real Estate and the Owner's successors, assignees, heirs and lessees or their authorized agents, employees, contractors, representatives, agents, lessees, licensees, invitees, guests, or persons acting under their direction or control ("Related Parties") and shall continue as a servitude running in perpetuity with the Real Estate. No transfer, mortgage, lease, license, easement, or other conveyance of any interest in all or any part of the Real Estate by any person shall limit the restrictions set forth herein. This Covenant is imposed upon the entire Real Estate unless expressly stated as applicable only to a specific portion thereof.

3. Binding upon Future Owners. By taking title to an interest in or occupancy of the Real Estate, any subsequent owner or Related Party agrees to comply with all of the restrictions set forth in paragraph 1 above and with all other terms of this Covenant.

4. Access for Department. The Owner shall grant to the Department and its designated representatives the right to enter upon the Real Estate at reasonable times for the purpose of determining whether the land use restrictions set forth in paragraph 1 above are being properly maintained (and operated, if applicable) in a manner that ensures the protection of public health, safety, or welfare and the environment. This right of entry includes the right to take samples, monitor compliance with the remediation work plan (if applicable), and inspect records.

5. Written Notice of the Presence of Contamination. Owner agrees to include in any instrument conveying any interest in any portion of the Real Estate, including but not limited to deeds, leases and subleases (excluding mortgages, liens, similar financing interests, and other non-possessory encumbrances) the following notice provision (with blanks to be filled in):

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL RESTRICTIVE COVENANT, DATED 20 RECORDED IN THE OFFICE OF THE RECORDER OF VANDERBURGH COUNTY ON , 20 , INSTRUMENT NUMBER (or other identifying reference) IN FAVOR OF AND ENFORCEABLE BY THE INDIANA DEPARTMENT OF ENVIRONMENTAL MANAGEMENT.

6. Notice to Department of the Conveyance of Property. Owner agrees to provide notice to the Department of any conveyance (voluntary or involuntary) of any ownership interest in the Real Estate (excluding mortgages, liens, similar financing interests, and other non-possessory encumbrances). Owner must provide the Department with the notice within thirty (30) days of the conveyance and include (a) a certified copy of the instrument conveying any interest in any portion of the Real Estate, and (b) if the instrument has been recorded, its recording reference(s), and (c) the name and business address of the transferee.

7. Indiana Law. This Covenant shall be governed by, and shall be construed and enforced according to, the laws of the State of Indiana.

iii. ENFORCEMENT

8. Enforcement. Pursuant to IC 13-14-2-6 and other applicable law, the Department may proceed in court by appropriate action to enforce this Covenant. Damages alone are insufficient to compensate the Department if any owner of the Real Estate or its Related Parties breach this Covenant or otherwise default hereunder. As a result, if any owner of the Real Estate, or any owner's Related Parties, breach this Covenant or otherwise default hereunder, the Department shall have the right to request specific performance and/or immediate injunctive relief to enforce this Covenant in addition to any other remedies it may have at law or at equity. Owner agrees that the provisions of this Covenant are enforceable and agrees not to challenge the provisions or the appropriate court's jurisdiction.

iv. TERM, MODIFICATION AND TERMINATION

9. Term. The restrictions shall apply until the Department determines that contaminants of concern on the Real Estate no longer present an unacceptable risk to the public health, safety, or welfare, or to the environment.

10. Modification and Termination. This Covenant shall not be amended, modified, or terminated without the Department's prior written approval. Within thirty (30) days of executing an amendment, modification, or termination of the Covenant, Owner shall record such amendment, modification, or termination with the Office of the Recorder of Vanderburgh County and within thirty (30) days after recording, provide a true copy of the recorded amendment, modification, or termination to the Department.

v. MISCELLANEOUS

11. Waiver. No failure on the part of the Department at any time to require performance by any person of any term of this Covenant shall be taken or held to be a waiver of such term or in any way affect the Department's right to enforce such term, and no waiver on the part of the Department of any term hereof shall be taken or held to be a waiver of any other term hereof or the breach thereof.

12. Conflict of and Compliance with Laws. If any provision of this Covenant is also the subject of any law or regulation established by any federal, state, or local government, the strictest standard or requirement shall apply. Compliance with this Covenant does not relieve the Owner from complying with any other applicable laws.

13. Change in Law, Policy or Regulation. In no event shall this Covenant be rendered unenforceable if Indiana's laws, regulations, guidelines, or remediation policies (including those concerning environmental restrictive covenants, or institutional or engineering controls) change as to form or content. All statutory references include any successor provisions.

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

To Owner:
Keith Baker
1311 W. Buena Vista Road
Evansville, Indiana 47112

To Department:
Indiana Brownfields Program
100 N. Senate Avenue, Rm. 1275
Indianapolis, Indiana 46204
ATTN: John Morris

Any party may change its address or the individual to whose attention a notice is to be sent by giving written notice in compliance with this paragraph.

15. Severability. If any portion of this Covenant or other term set forth herein is determined by a court of competent jurisdiction to be invalid for any reason, the surviving portions or terms of this Covenant shall remain in full force and effect as if such portion found invalid had not been included herein.

16. Authority to Execute and Record. The undersigned person executing this Covenant represents that he or she is the current fee Owner of the Real Estate or is the authorized representative of the Owner, and further represents and certifies that he or she is duly authorized and fully empowered to execute and record, or have recorded, this Covenant.

Owner hereby attests to the accuracy of the statements in this document and all attachments.

IN WITNESS WHEREOF, Keith Baker, the said Owner of the Real Estate described above has caused this Environmental Restrictive Covenant to be executed on this

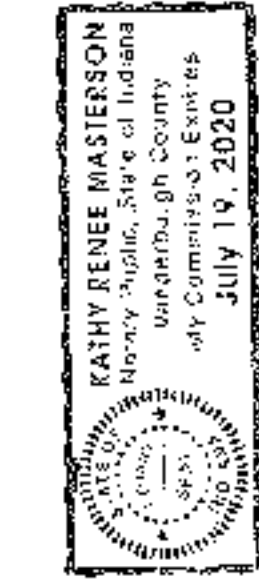
28 day of December, 2015.

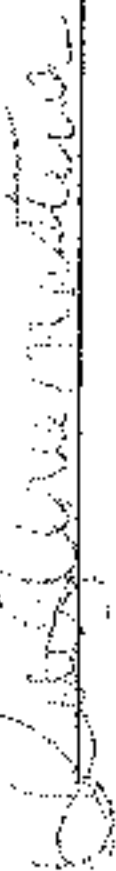

Keith Baker

STATE OF Indiana) SS:
COUNTY OF Warrick)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Keith Baker the Owner of the Owner, Keith Baker who acknowledged the execution of the foregoing instrument for and on behalf of said entity.

Witness my hand and Notarial Seal this 28 day of December, 2015.



, Notary Public
Residing in _____ County, _____

My Commission Expires:

This instrument prepared by:

Glenn D. Bowman
KATZ & KORIN, PC
The Emelie Building
334 North Senate Avenue
Indianapolis, Indiana 46204-1708
Telephone: (317) 464-1100
Facsimile: (317) 464-1111

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law.

 (Printed Name of Declarant)

EXHIBIT A

Deed for the Real Estate

VANDERBURGH COUNTY
 BETTY J. WESBURN, RECORDER

DEED OWNER |& CARD | 037

15934000005512

11-26-1998 3:09 PM

RECORDING FEE: 12.00
 PHOTOS 2

TRUSTEE'S DEED

THIS INDENTURE WITNESSETH, that MARK S. KUHLENSCHMIDT, as Successor Trustee of the Laura Y. Kublenschmidt Trust, established pursuant to Revocable Trust Agreement between Laura Y. Kublenschmidt, as Grantor and Trustee, and Mark S. Kublenschmidt, as Successor Trustee, dated November 16, 1994, for the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, conveys and warrants an undivided one-half (1/2) interest to ROBERT W. GUER and MARYJANE G. GUER, husband and wife, of Vanderburgh County, State of Indiana, and an undivided one-half (1/2) interest to TIMOTHY W. REICH and MELVIA D. REICH, husband and wife, of Vanderburgh County, Indiana (hereinafter referred to as "Grantees"), in the following described real estate situated in Vanderburgh County, State of Indiana, to-wit:

Lot Eleven (11) in Joseph A. Chastain's Plat of Block Ninety (90) in the Town of Leamisco, now a part of the City of Evansville, as per plat thereto, recorded in Plat Book "B", page 157 in the Office of the Recorder of Vanderburgh County, Indiana

SUBJECT TO the lien of the first installment of real estate taxes for 1998, due and payable in May, 1999, and all subsequent real estate taxes and assessments, which Grantees shall agree to pay.

SUBJECT TO all existing easements, rights-of-way, highways, roadways, restrictions, conditions, covenants and limitations of record, and also to applicable building and zoning laws and ordinances, if any.

IN WITNESS WHEREOF, MARK S. KUHLENSCHMIDT, has hereto set his hand and seal this _____ day of September, 1998.

Mark S. Kublenschmidt
 MARK S. KUHLENSCHMIDT, Successor Trustee
 of the Laura Y. Kublenschmidt Trust (SEAL)

FILED FOR TAX AND IN SUBJECT
 TO FIN'S ACCEPTANCE FOR TRANSFER

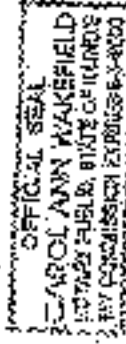
OCT 20 1998

August H. Canale
 AUDITOR

STATE OF ILLINOIS)
COUNTY OF Chicago) SS:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared the within named **MARIE S. KUHLENSCHMIDT**, Successor Trustee of the **Laura V. Kuhlenschmidt Trust**, who acknowledged the execution of the foregoing Trustee's Deed to be his voluntary act and deed.

WITNESS, my hand and Notarial Seal this 28th day of April 1998.



Carol Ann Wakefield
Signature of Notary Public
Carol Ann Wakefield
Printed Name, Notary Public
Chicago
County of Residence:

My Commission Expires:
8-30-00

This instrument was prepared by Scott M. Stratman, Attorney at Law, Fred Powell Winney
Gravens & Schmidt, 221 S.E. Second Street, P.O. Box 1200, Evansville, Indiana 47706-1200,
MEBE1671.

SEND TAX DUPLICATES TO ANCH GRANTEES' ADDRESSES:

8130 Mt. Lebanon Rd.
Evansville, Indiana 47712-5842

EXHIBIT B

Map of the Real Estate

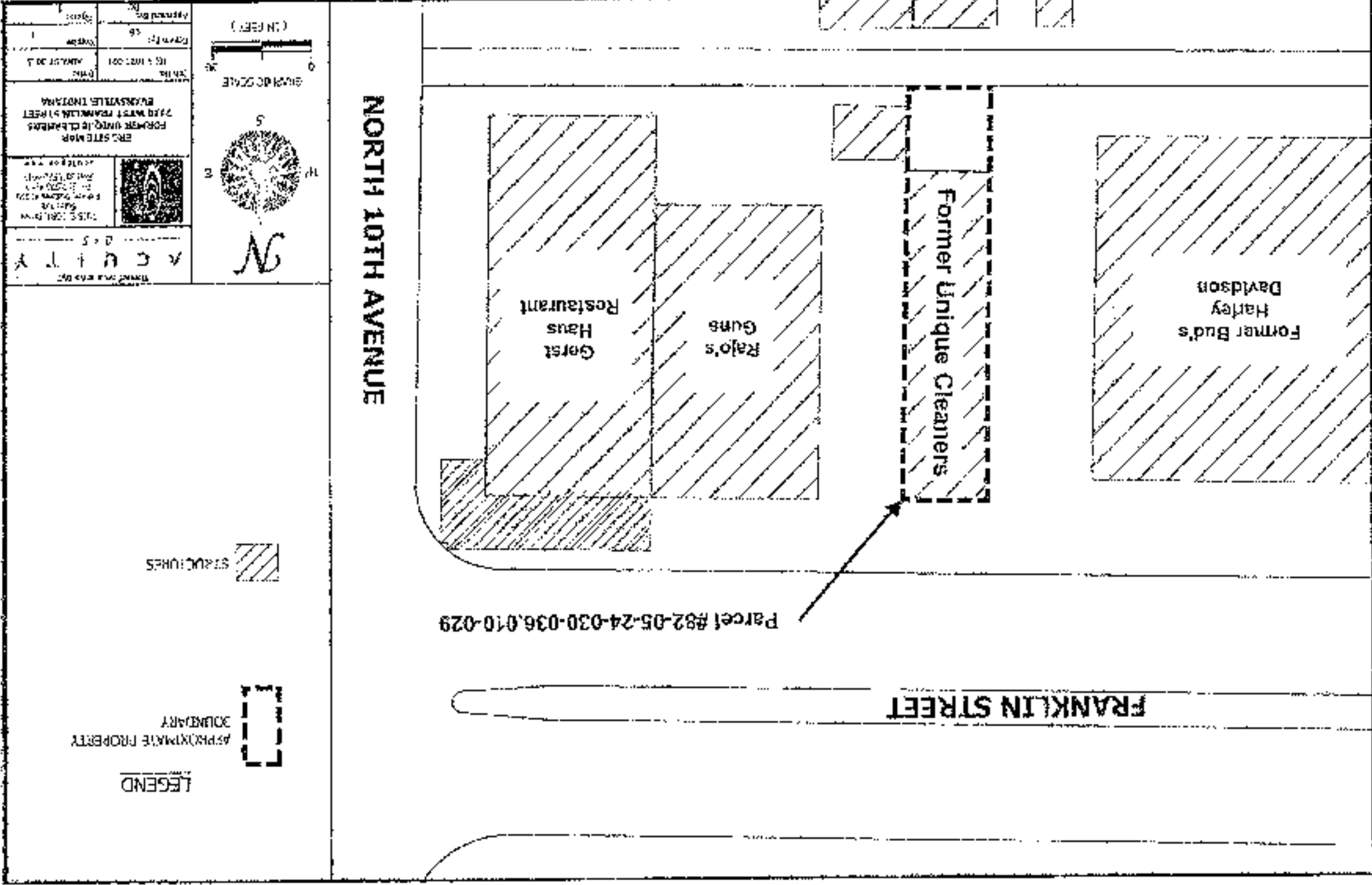


EXHIBIT C

Copy of Comfort Letter



INDIANA DEPARTMENT OF ENVIRONMENTAL MANAGEMENT

We Protect Growers and Our Environment.

100 N. Senate Avenue • Indianapolis, IN 46204

(800) 451-6027 • (317) 232-8603 • www.idem.in.gov

Michael R. Pence
Governor

Carol S. Conner
Commissioner

September 14, 2015

Keith Baker
1311 West Buena Vista Road
Evansville, Indiana 47712

Re: **Comfort Letter**
Unique Cleaners
2110 West Franklin Street
Evansville, Vanderburgh County
State Cleanup #200801084
Brownfield #4150405

Dear Mr. Baker:

In response to the request by Katz & Korin, PC on behalf of Keith Baker (Prospective Purchaser) to the Indiana Brownfields Program (Program) for assistance concerning the property located at 2110 West Franklin Road, Evansville (Site), the Indiana Department of Environmental Management (IDEM) has agreed to provide this Comfort Letter to outline applicable limitations on liability with respect to hazardous substances and/or petroleum found on the Site. This letter does not provide a release from liability, but provides specific information with respect to some of the criteria the Prospective Purchaser must satisfy to qualify for relief from potential liability related to hazardous substances contamination under the bona fide prospective purchaser (BFPP) exemption under Indiana Code (IC) § 13-25-4-8(b) (incorporating section 101(40) of the Comprehensive Environmental Response Compensation and Liability Act (CERCLA), 42 U.S.C. §§ 9601 *et seq.*, and 42 U.S.C. § 9607(r)) and potential liability for petroleum contamination under the BFPP exemption under IC § 13-23-13 and IC § 13-24-1. This letter will also address the reasonable steps IDEM recommends the Prospective Purchaser undertake to prevent or limit human, environmental, and/or natural resource exposure to previously released hazardous substances and/or petroleum found at the Site and help to establish whether environmental conditions might be a barrier to redevelopment or transfer.

Site Description and History

The 0.68-acre Site is one parcel identified by the county by parcel #82-05-24-030-036.010-029. The Site was developed between 1884 and 1895 when a two story building was constructed and operated as a saloon. Site usage is unknown between 1895 and 1930 but it is presumed to be commercial. In 1930, the Site was occupied by the Home Furniture Company until 1936, and Franklin Dress Shop operated at the Site from 1937 to 1939. Unique Cleaners began operating in the mid 1930s until 2008 on



the parcel. A 2,200 square foot building was constructed in the northern portion of the Site in 1949, and the remaining portions of the Site were covered with asphalt and/or concrete. In 2014, the entire building was demolished. A new commercial building is currently being constructed for use as a commercial office.

The Site is in a mixed commercial and residential area and is bordered to the east and west by commercial properties, to the south by residential properties, and to the north by West Franklin Street followed by commercial businesses.

A release was reported to the IDEM State Cleanup Program (SCP) in January 2008 by HydroTech Environmental Consulting and Engineering (HydroTech) for the former Unique Cleaners. Site investigative and remedial actions are currently being conducted by Acuity Environmental Solutions (Acuity). Chlorinated volatile organic compounds (VOCs), specifically tetrachloroethylene (PCE), tetrachloroethylene (TCE), cis-1,2-dichloroethene (cis-1,2-DCE), trans-1,2-dichloroethene (trans-1,2-DCE), and vinyl chloride have been detected in soil and ground water on and off-Site.

In late 2014 and early 2015, the responsible party was in the process of delineating the extent of ground water contamination, conducting soil and ground water remedial actions, and evaluating vapor intrusion conditions in surrounding buildings and homes. Acuity identified three remediation areas: near surface soil contamination, deep soil contamination, and the ground water contamination. On-Site, near-surface soil contamination in the southern portion of the Site was located below the concrete foundation slab to approximately 15 feet bgs. Acuity addressed this contamination by soil excavation and off-Site disposal during demolition of the former building.

Deep soil contamination is located beneath the northern portion of the Site (and the new Site building) and beneath West Franklin Street and is overlain by 9 to 10 feet of uncontaminated soil. Acuity treated the deep contaminated soil with an injection of a trap and treat product marketed as BOS 100[®], which is designed to trap the chlorinated VOC contamination and then remediate the chlorinated VOCs via abiotic degradation to ethane. The chlorinated VOC-contaminated ground water has been treated using an in-situ reductive dechlorination remediation technology by a vegetable oil-based reagent supplemented with dehalococoides microbes sold under the trade name CAP18-ME[®]. Additionally, ground water contamination situated below areas of deep soil contamination has been treated with the BOS 100[®] trap and treat technology.

Acuity has also proposed to work with the City of Evansville to place an Environmental Restrictive Ordinance (ERO) within the area of the ground water plume to restrict the consumption of contaminated ground water and to specify that safety measures should be undertaken during construction activities in the event any utilities in the area need replacement or repair. Ground water monitoring, as well as vapor intrusion assessments at the residential homes southeast of the Site, is also ongoing as part of the State Cleanup project.

As part of this request, the Prospective Purchaser provided the Program with the Phase I Environmental Site Assessment dated March 25, 2015 (2015 Phase I) prepared for Keith Baker by Acuity. The Phase I was conducted utilizing the American Society for Testing and Materials (ASTM) Practice E1527-13, Standard Practice for Environmental Site Assessment, which satisfies the federal "All Appropriate Inquiries" (AAI) rule set forth in 40 CFR Part 312. In an effort for the Prospective Purchaser to qualify as a BFPP, Keith Baker provided answers to the user-specific questions to ensure its satisfaction of the federal AAI rule.

The Phase I identified the following recognized environmental condition (REC) associated with the Site:

- There is known soil and ground water contamination from the historical dry cleaning operations at the Site.

To meet the requirements of ASTM Practice E1527-13, the consultant assessed the vapor migration pathway through sampling conducted as part of a subsequent Phase II site investigation discussed below. During ongoing construction of the new building, a passive vapor mitigation system and vapor barrier was installed. Acuity has stated that indoor air sampling will be conducted when the building is completed with normal occupancy conditions to confirm the effectiveness of the vapor mitigation system and to determine if an active system is required.

Environmental Conditions

As part of the request for assistance in determining any existing environmental impacts and potential liability at the Site, Program staff also reviewed the following reports:

- *Investigation Report*, dated June 18, 2008, prepared by HydroTech
- *Further Site Investigation Report*, dated May 27, 2009, prepared by HydroTech
- *Vapor Intrusion Investigation Report*, dated February 1, 2010, prepared by HydroTech
- *Sub-Slab Vacuum Extraction Pilot Test Report*, dated May 16, 2011, prepared by Specialty Earth Services
- *Further Site Investigation Addendum Report*, dated September 22, 2011, prepared by HydroTech
- *Conceptual Site Model Summary Report*, dated May 29, 2012, prepared by Acuity
- *Phase III Further Site Investigation*, dated September 28, 2012, prepared by Acuity
- *Vapor Intrusion Assessment Report*, dated August 2, 2013, prepared by Acuity

- *Project Status Update, Former Bud's Harley Davidson*, dated September 23, 2013, prepared by Acuity
- *Vapor Intrusion Assessment Report*, dated January 16, 2014, prepared by Acuity
- *Remediation Implementation Report*, dated July 22, 2014, prepared by Acuity
- *Remediation Work Plan*, dated July 22, 2014, prepared by Acuity
- *Fifth Quarter Groundwater Performance Monitoring Report*, dated June 2, 2015, prepared by Acuity

On March 22, 2012, IDEM issued the Remediation Closure Guide (RCG) (March 22 2012 and applicable revisions), an update to IDEM's Risk Integrated System of Closure (RISC) (February 15, 2001 and subsequent updates). At the time the State Cleanup project began, IDEM utilized RISC. For purposes of continuity in evaluating environmental conditions at the Site, all analytical results, regardless of collection date, were compared to the RCG screening levels as follows: soil samples collected at depths between 0 and 10 feet below ground surface (bgs) were compared to RCG residential and commercial/industrial direct contact screening levels (RDCSLs and IDCSLs, respectively) and the excavation worker direct contact screening levels (EX DCSLs); soil samples collected between 0 and 18 feet bgs were also compared to the EX DCSLs; and, soil samples collected at depths greater than 18 feet were not evaluated for purposes of closure because of the unlikely risk of exposure to soil at that depth. Ground water samples were compared to both residential tap ground water screening levels (Res TAP GWSLs) and residential and commercial/industrial vapor exposure ground water screening levels (Res VE GWSLs and Indus VE GWSLs, respectively). Indoor air samples were compared to both residential vapor exposure indoor air screening levels and commercial/industrial vapor exposure indoor air screening level (Res IA VESL and Indus IA VESLs, respectively).

Investigation Report – June 2008

A Phase I Environmental Site Assessment was completed for the property by Environmental Management Consultants, Inc. (EMC) in November 2007; however, the report was unavailable for review by the Program. Based on the results of the Phase I, in December 2007, HydroTech advanced three hand auger borings (B-1 through B-3) to a maximum depth of 15 feet below ground surface (bgs) along the south and west-sides of the building for the collection of soil and ground water samples for laboratory analysis of VOCs. In May 2008, four borings (B-4 through B-7) were advanced up to a maximum depth of 40 feet bgs. Five one-inch diameter monitoring wells (MW-1 through MW-5) were also installed in borings B-4 through B-7, and B-2 respectively at depths ranging from 27 feet to 30 feet bgs. Soil and ground water samples were collected for laboratory analysis of VOCs.

The results of the investigation showed a PCE detection in soil at a concentration of 511 parts per million (ppm) in boring B-4 at a depth of 19 feet bgs, which is above its RDCSL of 110 ppm and its IDCSL and EX DCSL of 170 ppm; however, the sample was

collected below the ground water table which was initially encountered at approximately 18 feet bgs. Analytical results from the remaining soil samples did not detect contamination above their respective RDCSLs.

Ground water analytical results reported TCE, PCE, cis-1,2-DCE, naphthalene, and vinyl chloride at levels above their respective Res TAP GWSLs. TCE, PCE, and vinyl chloride were also detected above their respective Indus VE GWSLs. Table 1, attached, depicts the TCE, PCE, cis-1,2-DCE, naphthalene, and vinyl chloride levels detected in ground water above their respective Res TAP GWSLs from the HydroTech investigation.

Further Site Investigation Report – May 2009

HydroTech conducted additional investigations between July 2008 and March 2009 to define the extent of contamination, which included the advancement of 17 soil borings (B-8 through B-24), the installation of 13 temporary monitoring wells (B-10, B-12 through B-14, and B-16 through B-24) and 8 permanent monitoring wells (MW-6s through MW-9s and MW-6d through MW-9d). The nested wells MW-8 through MW-9 were installed at boring locations B-11, B-9, B-8, and B-15 respectively. One hand auger boring (HA-1) was advanced inside the building to collect a sub-slab soil sample. HydroTech also mapped the former locations of the dry cleaning equipment, collected three Site sub-slab soil vapor samples (SG-1 through SG-3), and evaluated the utility corridor locations and depths to determine if they were acting as a preferential pathway for contaminant migration. HydroTech concluded that the sanitary sewer, which ran to the north, had historically acted as a migration pathway for contamination. Soil, ground water, and sub-slab soil gas vapor samples were all collected and submitted for laboratory analysis of VOCs.

Sub-slab soil gas analytical results detected elevated concentrations of common constituents of dry cleaning solvents present in sub-slab vapor beneath the building. Although the structure was unoccupied, HydroTech recommended indoor air sampling to determine if any vapor mitigation efforts will be necessary prior to any future building operations. Soil analytical results did not detect contamination above RDCSLs. Ground water analytical results detected PCE, TCE, 1,1-dichloroethene (1,1-DCE), cis-1,2-DCE, 1,2-dichloropropane (1,2-DCP), trans-1,2-DCE and vinyl chloride at levels above their respective RCG Res TAP GWSLs and/or Res VE GWSLs and Indus VE GWSLs in one or more monitoring wells and temporary wells installed in borings. Ground water results from temporary wells in soil borings are summarized in Table 1, attached.

Vapor Intrusion Investigation Report – February 2010

HydroTech conducted a vapor intrusion investigation in the Site building and in three residential structures located directly south of the Site at 2109, 2111, and 2113 West Illinois Street. Two indoor air samples were collected from within the Site building using stainless steel 6-liter Suma canisters equipped with a passive flow controller set

to fill the canisters over a 24-hour time period. The canisters were collected after 24 hours and submitted for laboratory analysis of VOCs.

Paired indoor air and sub-slab vapor samples were collected from two of the three residential buildings. At the 2113 West Illinois Street residence, an indoor air sample and a crawlspace sample was collected as the foundation of the house was constructed over a crawlspace. The samples, including an ambient outdoor sample, were collected and submitted for laboratory analysis of VOCs.

Both indoor air samples taken inside the Site building had detections of PCE (45 $\mu\text{g}/\text{m}^3$ and 77 $\mu\text{g}/\text{m}^3$) above its Res IA VESL of 42 $\mu\text{g}/\text{m}^3$ but below its Indus IA VESL of 180 $\mu\text{g}/\text{m}^3$; however, the levels of other detected VOCs were below their respective Res IA VESLs. Since the building was unoccupied, HydroTech proposed no further Site vapor intrusion evaluations until the building's future reuse is known.

The indoor air sample taken inside the 2109 West Illinois Street residence had detections of TCE (11 $\mu\text{g}/\text{m}^3$) above its Res IA VESL of 9.1 $\mu\text{g}/\text{m}^3$. The indoor air sample taken inside the 2111 West Illinois Street residence had detections of PCE (3.5 $\mu\text{g}/\text{m}^3$) below its Res IA VESL of 110 $\mu\text{g}/\text{m}^3$ (low levels of other VOCs unrelated to the constituents of concern at the Site were detected in the indoor air samples from 2109 and 2110 West Illinois Street but were at levels below their respective Res IA VESLs). Analytical results from the sub-slab samples from all three residences and the indoor air sample from 2113 West Illinois Street were all below their respective Res IA VESLs or calculated screening levels.

Sub-Slab Vacuum Extraction Pilot Test Report - May 2011

In December 2010 HydroTech conducted vapor intrusion sampling at the former Bud's Harley Davidson Shop (Buds) which is located immediately west of the Site. At the time of the sampling, the former motorcycle dealership was being used as a part time automotive repair shop. Five indoor air samples (IA:01 through IA:05) were collected and submitted for laboratory analysis of VOCs.

Following the indoor air sampling event, five sub-slab vapor sampling probes (SSV:01 through SSV:05) were installed in close proximity to the indoor air sampling locations. The five sub-slab air samples were collected and submitted for laboratory analysis of VOCs. PCE was reported at a concentration of 69 $\mu\text{g}/\text{m}^3$ from indoor air sample IA:05, which is below the RCG Indus IA VESL of 460 $\mu\text{g}/\text{m}^3$, but at the time of the sampling event, the concentration exceeded the IDEM one year exposure duration of 51 $\mu\text{g}/\text{m}^3$ as specified in the IDEM Draft Vapor Intrusion Pilot Program Guidance Supplement dated February 4, 2010 (Draft VI Guidance). Indoor air analytical results indicated concentrations of acrolein, benzene, methylene chloride, PCE, 1,2,4-trimethylbenzene, 1,3,5-trimethylbenzene, and total xylenes were above their respective then-established one year exposure duration action levels as specified in the Draft VI Guidance.

HydroTech concluded that the analytical results suggested vapor intrusion may have occurred within the building; in response, a sub-slab vacuum pilot test was conducted at Buds in March 2011. PCE and other petroleum based VOCs were detected during the extraction pilot test which indicated that the dry cleaner and automotive service operations may be contaminating indoor air.

Further Site Investigation Addendum Report – September 2011

In July 2011, HydroTech advanced three soil borings (B-5/MW-2, B-15/MW-8d, and B-24A) and installed 17 monitoring wells (MW-1s, MW-1d, MW-2s, MW-2d, MW-3s, MW-3d, MW-5s, MW-5d, MW-9d.1, MW-10s, MW-10d, MW-11s, MW-11d, MW-12s, MW-12d, MW-13s, MW-13d) to a maximum depth of 44 ft. bgs to further define the extent of contamination. The three borings were advanced to further define the vertical extent of contamination and two of the borings were installed adjacent to previously advanced borings. The third boring (B-24a) was advanced at a new location to further define contamination to the southeast. In addition, four monitoring wells (MW-1 through MW-3 and MW-5) which were initially installed incorrectly were properly abandoned. Soil samples were collected and submitted for laboratory analysis of VOCs. No ground water samples were collected during this phase of the investigation. Analytical results from the soil samples did not detect contamination above their respective RDCSLs.

Conceptual Site Model Summary Report – May 2012

In April 2012, Acuity conducted a preferential pathway assessment. The objectives of the investigation were to develop a conceptual site model, evaluate for potential vapor intrusion at surrounding commercial and residential structures, define the extent of soil and ground water contamination, and to develop a remediation work plan.

In April 2012, Acuity collected sub-slab and crawl space vapor samples for laboratory analysis of VOCs from three commercial properties located at 2100 (Gerst Haus), 2104/2106 (Gun Shop), and 2126 (vacant building west of Bud's) West Franklin Street. Four vapor pins were installed in both the Gerst Haus and Gun Shop buildings, and two vapor pins and one crawl space ambient air sample were collected from the vacant building. PCE and TCE were detected at concentrations exceeding IDEM commercial sub-slab prompt action levels at the Gun Shop; PCE was detected at concentrations exceeding IDEM commercial sub-slab prompt action levels at the Gerst Haus. Detected VOCs were at levels below their respective screening levels at the vacant building.

In April 2012, Acuity conducted a membrane interface probe (MIP) investigation which involved the advancement of 22 MIP borings (MIP 01 through MIP 22) to a maximum depth of 42 feet bgs. Twenty six soil samples were collected for laboratory analysis of VOCs from 14 locations (ASB-1 through ASB-10 and ASB-12 through ASB-

15) to evaluate the source area, to confirm the MIP investigation data, and to evaluate soil contamination for potential remedial action. Areas investigated included the location of the former dry cleaning machines, interior floor drains, and along West Franklin Street. The investigation confirmed that the southern floor drain in the building was a discharge point for dry cleaning solutions which discharged down the vertical cleanout pipe to the sewer drain line where it was subsequently released at a depth of approximately 9 feet bgs as it progressed toward the combined sewer in West Franklin Street. VOCs were detected in soil at levels above their respective then-established RISC industrial default closure levels (IDCLs); however, all VOC detections were below their respective RCG RDCSLs.

In late April and May 2012, three nested ground water monitoring well clusters (MW-101s, MW-101d, MW-102s, MW-102d, MW-103s, and MW-103d) were installed to delineate the upgradient ground water plume associated with the Site. Ground water samples were collected from the six monitoring wells, submitted for laboratory analysis of VOCs, and results from the investigation documented that VOC constituents were not detected above their respective Res TAP GWSLs. Ground water flow was calculated to flow to the southeast.

Phase III Further Site Investigation Report – September 2012

In June 2012, Acuity mobilized to delineate the downgradient ground water plume. Twenty eight soil borings (ABW-101 through ABW-128) were advanced to a maximum depth of 40 feet bgs for the purpose of evaluating ground water conditions at various depths throughout the ground water plume. Table 1, attached, depicts the VOC levels detected above their respective Res TAP GWSLs in ground water.

In August 2012, Acuity advanced 36 additional borings (ABW-117r, ABW-123r, and ABW-129 through ABW-162) to a maximum depth of 40 feet bgs with analysis completed by an on-Site mobile laboratory. Ground water samples were collected and analyzed for VOCs with results indicating that no VOC contaminants were detected above their respective Res TAP GWSLs.

Vapor Intrusion Investigation Reports – August 2013 and January 2014

In April and November 2013, Acuity conducted two rounds of vapor intrusion assessment sampling at nine commercial and eight residential properties within a 100 foot radius of the chlorinated VOC ground water contamination plume. The sampling events involved the collection of sub-slab soil gas, crawl space air samples, and indoor air samples for laboratory analysis of VOCs.

During the first round of vapor intrusion sampling, chlorinated VOCs were detected in sub-slab soil gas samples at levels exceeding their respective calculated commercial sub-slab soil gas screening levels in four commercial properties; however,

during the second round of sampling, detected levels exceeded applicable screening levels at only two locations. The two commercial properties, 2104 West Franklin Street (Rajo's Gun Shop) and 2100 West Franklin Street (Gerst Haus), also had detections of at least one contaminant in an indoor air sample at a concentration exceeding its respective Indus IA VESL. Acuity concluded that vapor intrusion is not occurring at the eight residential properties sampled or at seven of the nine commercial properties sampled. Acuity proposed continued indoor air testing for the two properties at which contaminants were detected above their respective Indus IA VESLs.

Project Status Update - Former Bud's Harley Davidson - September 2013

In June 2013, Acuity initiated ground water treatment via injections of CAP 18 ME® substrate and KB-1® dehalococoides microbes to enhance the reductive dechlorination within the ground water plume at the former Bud's property located directly west of the Site. The 23 injection points were completed with approximately 3.75 gallons per foot of CAP 18 ME® and a total of 3 liters of KB-1®.

Vapor Intrusion Assessment Project Status Update - Former Bud's Harley Davidson - February 2014

In June 2013, an epoxy floor coating was applied to provide a vapor barrier between the sub slab and indoor air. The existing vinyl tile and carpeting were removed from the showroom area and the concrete floor was manually ground to roughen the surface throughout the building. Subsequent to the floor grinding, any holes or cracks in the concrete floor were sealed with a mixture of clear epoxy and CAB-O-SIL®. A clear, two-component epoxy coat was the applied to the floor throughout the building. After 24 hours of cure time, the floor joints were sealed with polyurethane caulk.

In July and November 2013, following the installation of a vapor mitigation barrier at the former Bud's shop, Acuity conducted two rounds of vapor intrusion assessment sampling. Six sub-slab samples and six indoor air samples were collected and submitted for laboratory analysis of VOCs. PCE was detected in the July sub-slab sample VP5 at a concentration of 2,970 µg/m³ which is above its calculated sub-slab screening level of 1,800 µg/m³. No other VOCs were detected in sub-slab soil gas samples at levels above their respective screening levels. Naphthalene and benzene were the only VOCs detected in the indoor air samples at the Bud's property. Based on a review of the analytical results, Acuity concluded vapor intrusion is not occurring at the Bud's property.

Remediation Work Plan and Remediation Implementation Report - July 2014

In February 2013, IDEM SCP requested permanent monitoring wells to monitor the quality of ground water over time and to delineate the chlorinated VOC contamination. In May 2013, Acuity installed 15 monitoring wells (MW-104s through MW-107s, MW-109s through MW-111s, MW-104d through MW-107d, MW-109d

through MW-111d, and MW-108) to depths ranging between 26 and 50 feet bgs. Acuity collected ground water samples from 36 of the 47 monitoring wells at the Site for laboratory analysis of VOCs. Acuity also advanced 23 soil borings (RDC-1 through RDC-23) to a maximum depth of 24 feet bgs for the collection of soil samples above and below the water table for laboratory analysis of VOCs to aid in evaluating remedial design characterizations of deep soil contamination on Site and near the sanitary sewer along West Franklin Street. Ground water samples were also collected from select borings for laboratory analysis of VOCs. Table 1, attached, depicts VOC levels detected above their respective Res TAP GWSLs in ground water.

As summarized in Table 2, attached, soil samples from multiple borings contained PCE and TCE concentrations above their respective RDCSLs of 120 ppm and 5.7 ppm.

As determined from the remediation design investigation results, three on-Site and four off-Site treatment areas (Zone A through Zone G) were defined for targeted remediation. In November and December 2013, Acuity completed the injections of CAP 18 ME[®] substrate and KB-1[®] dehalococoides microbes to enhance the reductive dechlorination within the ground water plume. The injections were completed through 51 borings in remediation Zones B and C.

Between November 2013 and January 2014, on-Site and off-Site deep soil contamination areas were treated with the BOS-100 Trap and Treat[®] remediation product which consists of an activated carbon substrate impregnated with approximately 6.5 percent by weight zero valent iron. A total of 232 injection points were utilized to emplace 16,070 pounds of BOS 100[®] product in the zone of contamination. A second round of injections was conducted in March 2014, to emplace approximately 6,240 pounds of BOS 100[®] product in Zone A through 52 borings.

In April 2014, on-Site excavation activities were conducted to remediate the shallow contaminated soils located in the former area of the southern portion of the original Site building. The final excavation dimensions were 50 feet by 25 feet and 15 feet deep, with approximately 1,193 tons of contaminated soil excavated and properly disposed at an off-Site landfill. Confirmation soil sampling was conducted from the sidewalls and bottom of the excavation and submitted for laboratory analysis of VOCs. All of the VOC detections were below their respective RCG RDCSLs. Acuity documented that a passive vapor barrier was installed during construction of the new on-Site building and, based on subsequent indoor air testing, the passive barrier could be converted to an active sub-slab depressurization system if necessary.

Fifth Quarter Ground Water Performance Monitoring Report – June 2015

Quarterly ground water monitoring has been conducted at the Site from May 2013 to March 2015 from the on-Site and off-Site monitoring well network. Ground water analytical results from the first quarter 2015 monitoring event detected chlorinated

VOCs at levels above their applicable RCG screening levels in numerous monitoring wells. See Table 1, attached.

Acuity renamed numerous monitoring wells at the Site to reflect the screened interval as being either shallow (20 feet bgs or less, "s"), intermediate (between 20 feet and 30 feet bgs, "i"), or deep (greater than 30 feet bgs, "d"). Previous well labeling contained shallow or deep nomenclature. Each well in which COCs were detected above Res Tap GWSLs is reflected in Table 1, attached.

Conclusions

Analytical results confirm that historical dry cleaning operations have contaminated Site soil with PCE and TCE and on- and off-Site ground water with PCE, TCE, cis-1,2-DCE, trans-1,2-DCE, 1,1-DCE, 1,2-DCP, and vinyl chloride. Chlorinated solvent contaminated ground water has migrated from the Site onto adjacent properties located to the east, southeast, south, and west. Based on the detections of chlorinated solvents above applicable RCG screening levels, IDEM's State Cleanup Program may require the responsible party to undertake additional investigation to confirm and determine the extent of VOC contamination in ground water and/or to confirm that the vapor intrusion threat has been mitigated on and off-Site. In light of the fact that chlorinated compounds have been detected in on-Site ground water exceeding IDEM's RCG Res Tap GWSLs, Res IA VESLs and/or Indus IA VESLs, an institutional control will be necessary to control exposure pathways to the Site contamination.

Ongoing Site investigation and remedial activities are being undertaken by a third party under the oversight of IDEM's State Cleanup Program. Should work by a third party under IDEM State Cleanup Program oversight discontinue, it will be the responsibility of the Prospective Purchaser as owner to assume operation and/or maintenance of any active or passive mitigation systems needed to prevent occupant exposure to contaminated soil, ground water or indoor air and to address any off-Site exposure issues presented by ground water contamination emanating from the Site. Such activities could include investigative activities to appropriately evaluate the indoor air exposure pathway within residential homes and/or businesses down-gradient of the Site as a result of potential vapor migration from the contaminated ground water plume emanating from and known to exist up-, down-, and cross-gradient of the Site. Any such additional investigation would include sub-slab sampling paired with indoor air sampling in accordance with IDEM's RCG methodology. Enforcement options against the responsible party(ies) would be exhausted before IDEM would require the Owner to undertake any investigative activities or mitigation measures, if required, off of the Site.

if sub-slab and indoor air sampling is not feasible because the Owner is denied site access for specific off-Site properties, paired soil gas sampling (up-gradient and down-gradient of each potentially impacted structure) would be accepted by IDEM in the alternative. If the soil gas sample results indicate vapor intrusion may be occurring,

either sub-slab sampling/indoor air sampling can be conducted to confirm the potential vapor intrusion or a vapor mitigation system (consistent with U.S. EPA *Brownfield Technology Primer Vapor Intrusion Considerations for Redevelopment*, EPA 542-R-08-001, March 2008) can be installed for the affected structure(s) in lieu of additional sampling.

Liability Clarification

IDEM's "Brownfields Program Comfort and Site Status Letters" Non-rule Policy Document, W-0051 (April 18, 2003) (Comfort and Site Status Letter Policy), provides that IDEM may issue a letter to a stakeholder involved in redevelopment of a brownfield if the stakeholder satisfies certain eligibility criteria outlined below. IDEM concludes, based in part on information provided by the Prospective Purchaser, that:

- (1) no state or federal enforcement action at the Site is pending;
- (2) no federal grant requires an enforcement action at the Site;
- (3) no condition on the Site constitutes an imminent and substantial threat to human health or the environment;
- (4) neither the Prospective Purchaser nor an agent or employee of the Prospective Purchaser caused, contributed to, or knowingly exacerbated the release or threat of release of any hazardous substance and/or petroleum at the Site, and;
- (5) the Prospective Purchaser is eligible for an applicable exemption to liability, specifically the bona fide prospective purchaser (BFPP) exception to liability for hazardous substance contamination found in IC §13-25-4-8(b) and for petroleum contamination found in IC §§13-23-13 and 13-24-1, provided the applicable statutory criteria are met.

As discussed below, the Prospective Purchaser has demonstrated to IDEM's satisfaction that it is eligible for the State BFPP exemption from liability for hazardous substance and petroleum contamination provided it takes the "reasonable steps" required by statute, recommendations for which are also discussed below.

Bona Fide Prospective Purchaser

Under IC § 13-25-4-8(a), except as provided in IC § 13-25-4-8(b), (c), or (d), a person that is liable under § 107(a) of CERCLA is liable to the state in the same manner and to the same extent. IC § 13-25-4-8(b) references certain exceptions to liability imposed by IC § 13-25-4-8(a), including the exception in Section 107(r) of CERCLA, 42 U.S.C. § 9607(r), which states that a BFPP whose potential liability for a release or threatened release is based solely on the purchaser's being considered to be an owner or operator of a facility shall not be liable as long as the BFPP does not impede the

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performance of a response action or natural resource restoration. 42 U.S.C. § 9607(r). Thus a prospective purchaser that qualifies as a bona fide prospective purchaser and does not impede the performance of a response action or natural resource restoration would not be liable under IC § 13-25-4-8(a). Similarly, such a bona fide prospective purchaser would not be liable under IC §§ 13-23-13 and 13-24-1 for petroleum contamination existing on the Site.

Under Indiana law, if the Prospective Purchaser qualifies as a bona fide prospective purchaser and does not impede the performance of a response action or natural resource restoration, IDEM is prohibited from pursuing the Prospective Purchaser even if cleanup requirements change or if IDEM determines that a response action related to existing known hazardous substances or petroleum contamination from prior releases at the Site is necessary. Furthermore, IDEM is prohibited from pursuing such a Prospective Purchaser for response costs relating to the past release of hazardous substances or petroleum contamination at the Site. Therefore, IDEM will not require the Prospective Purchaser to respond to the past release of hazardous substances or petroleum contamination found at the Site beyond the scope of the statutorily-required reasonable steps outlined below, even if cleanup requirements change or if IDEM determines that a response action is necessary in the future. This decision, however, does not apply to past or present hazardous substance or petroleum contamination that is not described in this letter, future releases, or applicable federal requirements under CERCLA or the Resource Conservation and Recovery Act, 42 U.S.C. § 6901.

To meet the statutory criteria for liability protection as a BFPP under Indiana law, a landowner must meet certain threshold criteria and satisfy certain continuing obligations. IDEM notes that the Prospective Purchaser will acquire the Site after January 11, 2002 (and after June 30, 2009), and the disposal of hazardous substances and petroleum at the Site will have occurred prior to that date. See 42 U.S.C. § 9601(40)(A); IC 13-11-2-148(h); IC § 13-11-2-151(g); IC § 13-11-2-150(f). Based on information reviewed by IDEM, IDEM concludes that the Prospective Purchaser has conducted all appropriate inquiries into the previous ownership and uses of the Site. See 42 U.S.C. § 9601(40)(B)(i). Furthermore, the Prospective Purchaser has represented that it is not potentially liable or affiliated with any person that is potentially liable for contamination at the Site, and IDEM has no information to the contrary. See 42 U.S.C. § 9601(40)(H). Therefore, the Prospective Purchaser meets the threshold requirements of CERCLA §§ 9601(40) (A), (B) and (H) to qualify for the status of BFPP under 42 U.S.C. § 9601(40).

The continuing obligations the Prospective Purchaser must undertake to qualify as a BFPP under Indiana law and maintain such status are outlined in 42 U.S.C. §§ 9601(40)(C)-(G) and include exercising "appropriate care with respect to hazardous substances found at the facility by taking reasonable steps to - (i) stop any continuing release; (ii) prevent any threatened future release; and, (iii) prevent or limit human,

environmental, or natural resource exposure to any previously released hazardous substance." 42 U.S.C. § 9601(40)(D). By extension, under IC §§ 13-11-2-148(h), 13-11-2-150(f), and 13-11-2-151(g), the continuing obligations the Prospective Purchaser must undertake to maintain BFPP status are outlined in 42 U.S.C. §§ 9601(40) (C)-(G) and include exercising appropriate care with respect to petroleum products found at the facility by taking reasonable steps to – (i) stop any continuing release; (ii) prevent any threatened future release; and, (iii) prevent or limit human, environmental, or natural resource exposure to any previously released petroleum product. Furthermore, the Prospective Purchaser recognizes that in order to maintain the status of BFPP, it will have to continue to provide the cooperation, assistance and access required by 42 U.S.C. § 9601(40) (E). In addition, the Prospective Purchaser will have to maintain compliance with land use restrictions established for the Site, and not impede the implementation or the effectiveness of any institutional control as required by 42 U.S.C. § 9601(40) (F). To maintain BFPP status, the Prospective Purchaser must also supply required notices and respond to requests for information or administrative subpoenas in accordance with 42 U.S.C. § 9601(40)(C) and 42 U.S.C. § 9601(40) (G), respectively.

Reasonable Steps

As of the date of issuance of this Comfort Letter, IDEM believes the following are appropriate reasonable steps for the Prospective Purchaser to undertake with respect to the hazardous substances contamination found at the Site in order to qualify as a BFPP, as well as to satisfy the eligibility requirements for issuance of this letter under the Comfort and Site Status Letter Policy:

- Implement and maintain the land use restrictions required by this letter.
- Upon becoming aware of such information, communicate to IDEM any newly-obtained information about existing hazardous substance contamination or any information about new (or previously unidentified) contamination.
- Reasonably cooperate with and do not impede any third party's undertaking of any response actions required by IDEM's State Cleanup Program to address incident number 2008-01-084 or any other identified contamination on the Site.

Implementation of the above-mentioned reasonable steps in addition to ongoing satisfaction of the additional statutory conditions will, with respect to IDEM, satisfy the statutory conditions for State BFPP protection. Please be advised that any work performed at the subject property must be done in accordance with all applicable environmental laws in order to ensure no inadvertent exacerbation of existing contamination found on the Site which could give rise to liability.

Institutional Control

Since on-Site levels of PCE remaining in soil and levels of PCE, TCE, cis-1,2-DCE, and vinyl chloride detected in ground water on-Site were above applicable RCG residential screening levels, IDEM is requiring an environmental restrictive covenant (ERC) to be recorded on the deed for the Site to ensure no exposure to on-Site contamination. As a condition of the issuance and effectiveness of this letter under the Comfort and Site Status Letter Policy, the Prospective Purchaser must abide by the land use restrictions in the enclosed ERC, which are summarized below.

- Not use the Site for residential purposes, including, but not limited to, daily care facilities (e.g., daycare centers, schools and senior citizen facilities).
- The Site shall not be used for agricultural purposes unless plantings are placed in raised beds filled with 18-inches of "clean" soil (demonstrated not to contain contaminants of concern above RCG direct contact RSLs) and surface soil between the raised beds is covered and maintained with at least 1 foot of clean soil and/or mulch.
- No ground water from beneath the Site shall be used for any purpose. No new wells can be installed for any purpose other than contaminant assessment or monitoring without prior IDEM approval.
- Based on chlorinated solvent concentrations in the ground water, either paired sub-slab and indoor air samples must be collected as outlined in the IDEM RCG to confirm, with IDEM concurrence, that concentrations of contaminants in indoor air are below their respective RCG Commercial Indoor Air Screening Levels (May 2012 Revised Screening Levels) or a vapor mitigation system (consistent with U.S. EPA Brownfield Technology Primer: Vapor Intrusion Considerations for Redevelopment, EPA 542-R-08-001, March 2008) must be installed, operated and maintained within such building(s) on-Site. Such vapor mitigation system must be operated until IDEM concurs that its operation is no longer necessary to protect human health, based upon the verified achievement of the RCG commercial indoor air screening levels contained within IDEM RCG or calculated utilizing equations contained in IDEM's RCG.
- Prohibit any activity on Site that may interfere with any ongoing response activities, long-term ground water monitoring, or measures necessary to assure the effectiveness and integrity of any response action or engineering control, or component thereof.

As the Site is currently undergoing cleanup under the IDEM State Cleanup Program, the foregoing restrictions may be eliminated or modified by IDEM in the future pursuant to the terms and conditions of the ERC.

Conclusion

IDEM encourages the commercial redevelopment of the Site. Should additional information gathered in conjunction with future Site investigations and/or remediation demonstrate that a particular restriction is no longer necessary to protect human health and the environment or that Site conditions are appropriate for unrestricted use, IDEM will, upon request, consider modification or termination of the ERC recorded on the deed for the parcels comprising the Site pursuant to its terms and conditions. Conversely, it is also possible that new land use restrictions may be necessary in the future due to new information or changed circumstances at the Site.

Pursuant to the Comfort and Site Status Letter Policy, the determinations in this letter are based on the nature and extent of contamination known to IDEM as of the date of this letter, as a result of review of information submitted to or otherwise reviewed by IDEM. If additional information regarding the nature and extent of contamination at the Site later becomes available, additional measures may be necessary to satisfy the reasonable steps requirements of BFPP status. In particular, if new areas of contamination or new contaminants are identified, the Prospective Purchaser must communicate this information to IDEM upon becoming aware of it and should ensure that reasonable steps are undertaken with respect to such contamination in order to qualify as and maintain BFPP status.

This letter shall not be construed as limiting the Prospective Purchaser's ability to rely upon any other defenses and/or exemptions available to it under any common or environmental law, nor shall it limit any ongoing obligations of the Prospective Purchaser that are required to maintain the status of BFPP or the benefit of the issuance of this letter. Furthermore, the terms and conditions of this letter shall be limited in application to this letter recipient and this Site, and shall not be binding on IDEM at any other Site.

If at any time IDEM discovers that the above-mentioned reports, any representations made to IDEM, or any other information submitted to or reviewed by IDEM was inaccurate, which inaccuracy can be attributed to the Prospective Purchaser, then IDEM reserves the right to revoke this letter and pursue any responsible parties. Furthermore, if any activities undertaken by the Prospective Purchaser result in a new release or if Site conditions are later determined by IDEM to constitute an imminent and substantial threat to human health or the environment, IDEM reserves the right to revoke this decision and pursue any responsible parties. Additionally, this decision does not apply to past or present contamination that is not described in this Comfort Letter, future releases, or applicable requirements under the Resource Conservation and Recovery Act, 42 U.S.C. § 6901 or CERCLA. In addition, if any acts or omission by the Prospective Purchaser exacerbates the contamination at the Site, or if the Prospective Purchaser does not implement and maintain the reasonable steps and other statutory requirements outlined in this letter, then the Prospective Purchaser

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would not be considered a BFPP and may be potentially liable under IC §§ 13-25-4-8(a), 13-23-13 and/or 13-24-1. Furthermore, activities conducted at the Site subsequent to purchase that result in a new release can give rise to full liability.

In order for IDEM to consider this letter effective, upon acquisition, the enclosed ERC, which includes a copy of the Comfort Letter, must be recorded on the deed for the Site in the Vanderburgh County Recorder's Office. Please return a certified copy of the filed document to the address listed below:

Indiana Brownfields Program
100 North Senate Avenue, Room 1275
Indianapolis, Indiana 46204
ATTN: John Morris

IDEM is pleased to assist with this commercial redevelopment project. Should you have any questions or comments, please contact John Morris at 317-234-8099 or toll free from within Indiana at 800/451-6027, ext. 4-8099. He can also be reached via email at: jomorris1@ifa.in.gov.

Sincerely,



Peggy Bersey
Deputy Assistant Commissioner
Office of Land Quality

Attachments/Enclosure

cc: Jan Pels, U.S. EPA Region 5 (*electronic copy*)
Meredith Gramelspacher, Indiana Brownfields Program (*electronic copy*)
John Morris, Indiana Brownfields Program (*electronic copy*)
Nilia Moberly Green, IDEM State Cleanup Section (*electronic copy*)
Richard Christensen, Acuity Environmental Solutions (*electronic copy*)
Glenn Bowman, Katz & Korin, PC (*electronic copy*)

TABLE 1
Former Unique Cleaners, Evansville - BFD #4150405
Ground Water Samples Exceeding Applicable IDEM RCG Screening Levels

Sample Location	Sample Depth (feet)	Sample Date	Contaminant Detected & Result (parts per billion (ppb))																	
			PCE	TCE	1,1-DCE	Trans-1,2-DCE	1,2-DCP	Cis-1,2-DCE	Vinyl Chloride	Naphthalene										
B-1	15	12/19/07	3,570	<5					<5											
B-2	12	12/20/07	1,120	125					<5											
B-3	14	12/20/07	5.2	<5																
MW-1	5-30	5/13/08	9,990	567					<5											
MW-2	3-30	5/13/08	6.5	<5																
MW-3	7-27	5/13/08	2,710	228					23.5											
MW-4	7-27	5/13/08	<5	<5					<5											
MW-5	7-27	5/13/08	9.3	139					17.6											
B-10	20-30	8/13/08	<5	58.1					17.2											
B-13	20-30	8/13/08	51.8	1,810					87.8											
B-16	20-30	8/13/08	<5	<5					8											
MW-6s/MW-6i	20-30	3/8/15	71.1	16					11.6											
MW-6d	33-38	9/13/08	<5	<5					6.4											
MW-7s	14-24	3/10/15							<5											
MW-7d	25-30	8/13/08	9,370	5,090					227											
MW-8s	17-27	3/12/15	2,460	2,590					250											
MW-9d	25-30	10/18/11	8.8	<5					49.8											
MW-9s	17-27	8/13/08	659	72.5					<5											
MW-9i	28-33	3/11/15	450	15																
HA-1	3-13	8/13/08	703	25																
MW-9d 1	33-38	3/11/15	1,300	421					7.5											
ABW-101	24-27	2/12/09	468	<5																
ABW-102	24-27	10/17/11	11.8	<5					<5											
ABW-106	25-28	8/4/12	275	33.6																
ABW-106	25-28	6/6/12		5.4					9.7											
ABW-106	28-31		<5	<5					<5											
ABW-106	32-35	6/6/12		<5					5.5											
ABW-108	22-32	6/7/12	34.8	1.2																
ABW-108	22-32	6/7/12	367	41.2					<5											
ABW-113	32-35	8/25/12	<5	<5																
ABW-114	20-25	8/25/12							8											
Res TAP GWSL			5	5	7	100	5	5	70	2	2	2	2	2	2	2	2	2	2	2
Res VE GWSL			110	8.1																
Indus VE GWSL			470	38					NE	NE	NE	NE	NE	NE	NE	NE	NE	NE	NE	NE

Notes: *italic* = Above RCG Residential Tap Ground water Screening Level
bold = Above RCG Residential Vapor Exposure Ground water Screening Level
underlined = Above RCG Industrial Vapor Exposure Ground water Screening Level
 NE = Not Established

TABLE 1 - Continued
Former Unique Cleaners, Evansville - BFD #4150405
Ground Water Samples Exceeding Applicable IDEM RCG Screening Levels

Sample Location	Sample Depth (feet)	Sample Date	Contaminant Detected & Result (parts per billion (ppb))									
			PCE	TCE	1,1-DCE	Trans-1,2-DCE	1,2-DCP	Cis-1,2-DCE	Vinyl Chloride	Naphthalene		
APW-114	20-25	6/25/12	<5	<5	<5	9	<5	136	12.5	<5		
AEW-126	29-34	6/27/12	677	57.9	<5	<5	64.7	<5	<5			
RDC-4	14-18	7/17/13	<u>105,000</u>	<u>2,000</u>	<0.05	<0.05	3,800	<0.05	30	<0.05		
RDC-5	14-19	7/17/13	270	190	<0.005	340	<0.005	18,100	<0.002	<0.005		
RDC-6	13-16	7/18/13	<u>27,700</u>	<u>11,900</u>	<250	<250	18,100	66.2	5.6	<250		
RDC-7	15-20	7/18/13	82.1	<u>336</u>		9.1	605	5.6				
RDC-8	15-20	7/18/13	41.7	142		5.1	201	3.2				
RDC-9	15-20	7/18/13	59.3	<u>139</u>		<5	302	2.2				
RDC-10	15-20	7/18/13	95.8	<u>897</u>		30.5	8,890	21.9		<5		
RDC-12	15-20	7/18/13	<u>55,400</u>	<u>1,570</u>	<250	48.9	14,000	5.2				
RDC-13	15-20	7/18/13	373	<u>381</u>		68.1	7,210	17.6				
RDC-14	15-20	7/18/13	<u>4,270</u>	<u>865</u>		7.8	1,750	4.1				
RDC-15	15-20	7/30/13	123	<5		<5	16.8	7.3		<1.4		
RDC-16	15-20	7/19/13	391	6.5		5.3	377	2.4		<5		
RDC-17	15-20	7/30/13	433	<u>24.8</u>			154					
RDC-18	15-20	7/30/13	<u>869</u>	<u>11.5</u>			38.9					
RDC-19	15-20	7/30/13	223	<5			10.3					
RDC-20	15-20	7/30/13	339	18			107		<2	<1.4		
RDC-21	15-20	7/30/13	155	<u>10.9</u>			6.9					
RDC-22	8-14	7/30/13	33.2	5.1	<5		34.3					
RDC-23	15-20	7/30/13	27.3	5			7.4					
MW-1s	16-26	3/12/15	285	<u>109</u>			56.4		14.9			
MW-1s.1	12-17	3/12/15	281	<u>11.4</u>		13.1	2,860					
MW-1d	28-33	3/12/15	<5	<5		<5	<5	<2				
MW-2i	18-28	3/11/15	<5	<5		27.2	55.4	156				
MW-3s	15-25	3/12/15	7	5.3			75.2	17.4				
MW-5s-R	17-27	3/11/15	211	<u>29.2</u>			43.9	<2		<5		
MW-12d	33-38	3/12/15					63.3	16.7				
MW-104s	16-26	3/10/15	<5	<5		<5	<2	18.4				
MW-104i	28-33	3/10/15					<2	4.6				
MW-105d	34-44	3/12/15					43.3	13.2				
MW-109i	28-38	3/10/15	<u>778</u>	<u>114</u>		5.8	253	<2				
Res Tap GWSL			5	5	7	100	70	2	2	1.7		
Res VE GWSL			110	9.1						110		
Indus VE GWSL			470	38					35	460		

Notes: *italic* = Above RCG Residential Tap Ground water Screening Level
bold = Above RCG Residential Vapor Exposure Ground water Screening Level
underlined = Above RCG Industrial Vapor Exposure Ground water Screening Level
 NE = Not Established

TABLE 2
Former Unique Cleaners, Evansville - BFD #4150405
Soil Samples Exceeding Applicable IDEM RCG Screening Levels

Sample Location	Sample Depth (feet)	Sample Date	Contaminant Detected & Result (parts per million (ppm))	
			PCE	TCE
RDC-4	14-15	7/16/13	2,400	9.2
	16-16.5		706	3.6
RDC-5	13-14		543	14.6
	16-17		389	23.5
RDC-6	11-6-12		419	74
	14-15		3,520	191
RDC-7	13-14		63.7	28.4
	15.5-16		30.8	35.6
RDC-8	13-14	7/17/13	17.1	11.4
	15.5-13		9.1	7.4
RDC-9	13-14		10	8.2
	15-16		16.2	10.9
RDC-10	14-15		15.7	12.6
	16-16.5		2.6	6.1
RDC-12	15-16		926	13.5
	16-17		492	36.7
RDC-13	15-16		181	12.8
	16-16.5		10.8	17
RDC-14	16-17	7/18/13	161	9.4
RDC-18	9-10		152	0.24
RDC-20	11-12		421	0.46
	RDCSL		110	5.7
	IDCSL		170	19
	EX DC SL		170	95

Notes: *italic* = Above RCG Residential Direct Contact Screening Level
bold = Above RCG Commercial/Industrial Direct Contact Screening Level
underline = Above RCG Excavation Worker Direct Contact Screening Level

EXHIBIT D

TABLE 1

Former Unique Cleaners, Evansville - BFD #4150405
Ground Water Samples Exceeding Applicable IDEM RCG Screening Levels

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TABLE 2

Former Unique Cleaners, Evansville - BFD #4150405
Soil Samples Exceeding Applicable IDEM RCG Screening Levels

TABLE 1

Former Unique Cleaners, Evansville - BFD #4150405

Ground Water Samples Exceeding Applicable IDEM RCG Screening Levels

Sample Location	Sample Date	Contaminant Detected & Result (parts per billion (ppb))			
		PCE	TCE	Cis-1,2-DCE	Vinyl Chloride
B-1	12/19/07	3,510	<5	<5	
B-2	12/20/07	1,120	125	60.9	<2
B-3	12/20/07	5.2			
HA-1	1/12/09	468	<5		
RDC-15	7/30/13	123		16.8	7.3
RDC-16	7/19/13	391	6.6	377	2.4
RDC-17	7/30/13	433	24.8	154	
RDC-18	7/30/13	869	11.5	38.9	
RDC-19	7/30/13	223	<5	10.3	
RDC-20	7/30/13	339	18	107	
RDC-21	7/30/13	155	10.9	6.9	<2
RDC-22S	7/30/13	33.2	6.1	34.3	
RDC-22D	7/30/13	27.3	5	7.4	
RDC-23	7/31/13	381	34.5	56.4	
MW-5s-R	3/11/15	211	29.2	43.9	
Res TAP GWSL		5	5	70	2
Res VE GWSL		110	9.1	NE	2
Indus VE GWSL		470	38	NE	35

Notes: *italic* = Above RCG Residential Tap Ground water Screening Level**bold** = Above RCG Residential Vapor Exposure Ground water Screening Levelunderlined = Above RCG Industrial Vapor Exposure Ground water Screening Level

NE = Not Established

TABLE 2

Former Unique Cleaners, Evansville - BFD #4150405

Soil Samples Exceeding Applicable IDEM RCG Screening Levels

Sample Location	Sample Depth (feet)	Sample Date	Contaminant Detected & Result (parts per million (ppm))
RDC-18	9-10	7/18/13	PCE 152
RDC-20	11-12	7/18/13	421
	RDCSL		110
	IDCSL		170
	EX DCSL		170

Notes: *italic* = Above RCG Residential Direct Contact Screening Level**bold** = Above RCG Commercial/Industrial Direct Contact Screening Levelunderlined = Above RCG Excavation Worker Direct Contact Screening Level

EXHIBIT E

Site Map Depicting Sampling Locations At Which
COCs Were Detected Above Applicable IDEM RCG Screening Levels

DISCLAIMER: Information on this map is being provided to depict environmental conditions on the Real Estate that are the subject of the land use restrictions contained in the Covenant to which this map is attached and incorporated. The land use restrictions contained in the Covenant were deemed appropriate by the Department based on information provided to the Department by the Owner or another party investigating and/or remediating the environmental conditions on the Real Estate. This map cannot be relied upon as a depiction of all current environmental conditions on the Real Estate, nor can it be relied upon in the future as depicting environmental conditions on the Real Estate.

