



INDIANA DEPARTMENT OF ENVIRONMENTAL MANAGEMENT

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Eric J. Holcomb
Governor

Brian C. Rockensuess
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June 20, 2024

Ryan G. Thomas
Thunderbird CC Land Partners, LLC
10 West Carmel Drive, Suite 100
Carmel, IN 46032

Re: **Comfort Letter**
Bona Fide Prospective Purchaser
Blocks A & B, and Lot 2
Ford Motor Company
(aka Ford/Automotive Components
Holdings LLC (Ford/ACH), Visteon
Automotive Systems)
6900 English Avenue
(aka Thunderbird Commerce Center at
305, 405, and 429 Fintail Drive)
Indianapolis, Marion County
VRP #6141107
UST FID #1798
LUST #s 199010588 & 199111524
Incident #198805054
EPA ID #IND001926013
Brownfield #4201211

Dear Mr. Thomas:

In response to the request by Krieg DeVault LLP (Krieg DeVault) on behalf of Thunderbird CC Land Partners, LLC (Thunderbird CC Land Partners or Owner) to the Indiana Brownfields Program (Program) for assistance concerning the property located at 6900 English Avenue and specifically located at 305, 405, and 429 Fintail Drive (aka Thunderbird Commerce Center – Blocks A & B, and Lot 2),¹ Indianapolis (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 petroleum products 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 Owner 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

¹ The former Ford property was divided into Block A (including a separate easement parcel), Block B, Lot 2 (three tracts all on-Site) and Lot 1 (which is off-Site) that collectively comprise the industrial park redevelopment known as the Thunderbird Commerce Center. The Program issued a Comfort Letter for Lot 1 of the Thunderbird Commerce Center to Lone Oak – Indianapolis, L.L.C. on January 22, 2024.

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 Owner 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 109.987-acre Site includes 3 of 4 new tracts of the approximately 152-acre former Ford Motor Company (Ford) property which was subdivided in August 2022 into four primary parcels² described in more detail on Table 1, below. An electrical substation easement on an additional parcel is located along the northern border of Block A.³ The entire former Ford facility is currently undergoing redevelopment as an industrial warehouse/commercial office park named Thunderbird Commerce Center. Prior to the start of redevelopment activities, the Site was primarily vacant and partially covered by an approximately 850,000 square feet portion of the concrete slab of the demolished Ford main manufacturing building (Main Building). The balance of the Site was comprised of various structures and paved parking lots near the northwestern and southeastern property borders. See the attached Site Map for a depiction of the Site and the fourth tract (Lot 1) that comprise the new commerce center. The Site was purchased by the Owner via Special Warranty Deed on August 17, 2022.

TABLE 1
Thunderbird Commerce Center/Former Ford Facility Information

Thunderbird Commerce Center Designation	Thunderbird Commerce Center Address / Parcel Identification Number	Size (acres)	Former Ford Structures on each Parcel
Lot 2 (On-Site southeast parcel)	429 Fintail Drive / 49-10-11-115-003.001-770	44.48	East half of Main Building, parking lot, stormwater outfall structures
Block A (On-Site northwest parcel)	305 Fintail Drive / 49-10-11-115-003.002-770 (including easement parcel 49-10-11-115-002.000-770 at 202 South Edmondson Street)	32.41	Metal chip shed, hazardous waste storage, wastewater treatment plant (WWTP), petroleum and oily waste aboveground storage tanks (ASTs), pump house, obsolete equipment building, burn pit, parking lot, electrical substation (easement parcel)
Block B (On-Site northeast parcel)	405 Fintail Drive / 49-10-11-115-003.003-770	33.11	Power plant, pump house storage, stormwater pond, ASTs (gas, diesel, and propane)
Lot 1 (Off-Site, southwest parcel)	430 Fintail Drive / 49-10-11-115-003.000-770	41.98	West half of Main Building, parking lot, oil storage building, oil blend building, project crib, used equipment storage

² Prior to subdivision into four primary parcels, the Ford property was one parcel identified by the State by parcel #49-10-11-115-001.000-770.

³ The electrical substation dates to circa 1965, is currently in use, and contains electrical wire towers, transformers, and a maintenance building.

Redevelopment activities have more recently led to the removal of the Main Building concrete slab, all remaining buildings, pavement, and changes to previous surface conditions. Although piles of debris/boulders were noted on Blocks A & B, most of the concrete appears to have been crushed and stockpiled on Block A for later use with stockpiled soil on Lot 2. A newly-paved drive has been constructed between Lot 1 (off-Site) and Lot 2 and stretches to the southern portions of Blocks A and B and appears to connect all four parcels of the redevelopment. A newly-constructed stormwater pond has been completed along the southern border of Lot 2.

Historical records indicate the area was primarily agricultural land and farmsteads until the mid-1950s. In 1957, Ford opened an automotive parts manufacturing plant facility with expansions occurring in 1972, 1980, 1981, 1989, 1994, and 1996 within the Main Building. Ford operated at the facility until 1999, when the property was acquired by Visteon Automotive Systems⁴ as Automotive Components Holdings (ACH) (associated with Ford) which dissolved in 2013. Ford took ownership of the facility again following ACH's dissolution. Operations ceased on the Site around 2012 and the Main Building was subsequently demolished in 2017/18, leaving the concrete slab in place. Following demolition activities, the former building slab (that includes much of the western portion of Lot 2) and paved parking lots/drives (southern and western portions of Block A, southern portions of Lot 2, and southwestern portions of Block B) initially remained on-Site.

Although operations at the Ford facility changed throughout the years, it was primarily used to manufacture automotive steering system components. Process operations at Ford included: bolt forming, steel stamping, cold heading (cold forming parts operations including cutting, machining, pickling, heat treating, and zinc/phosphate-coating), zinc coating, Loc-Tite coating, acid etching, production electrostatic painting, production powder painting, cyanide operations, assembly, and vapor degreasing. Numerous underground storage tanks (USTs) and ASTs containing gasoline, a multitude of oils, acids, and other products were formerly located across the plant. In addition, numerous floor sumps, pits, and trench drains containing acids, petroleum, and/or chlorinated solvents were used during former Ford facility operations. The following USTs, ASTs, and manufacturing operations were confirmed as being located on the Site:

- Fifteen⁵ USTs
- Approximately 19 ASTs (locations approximate) including:
 - Ash Silo – north of power plant (north of Main Building) (Block B)
 - AST N10 – Clarifier (southeastern portion of Block A)
 - ASTs N11, N12, N13, N14, N15, N16 – north of the metal chip shed/WWTP (Block A)
 - AST (Sulfuric Acid) – north of metal chip shed (Block A)
 - ASTs N18, N19, N20 - between metal chip shed and coal storage (southeastern portion of Block A)
 - ASTs N24, N25, N26 – north of Main Building (Block B)

⁴ According to information in the Haines Crisscross Directory (Document #83421861 pages 504-505).

⁵ The total number of ASTs and USTs documented on Site and on the former Ford property are an estimate based on historical records.

- AST N22, N28, N30 - northwestern portion of the Main Building (Lot 2)
- AST (Carbon Dioxide) - outside eastern wall of Main Building (Lot 2)
- Steering Gear Heat Treat Area – inside the eastern portion of the Main Building (Lot 2)
- Loctite System – south-central portion of Main Building (Lot 2)
- Chlorinated solvent vapor degreasers (2 areas) - north-central portion of the Main Building (Lot 2)
- Underground acid & cyanide piping – throughout east-central portion of Main Building (Lot 2)
- Electrostatic painting – south/southwestern portion of Main Building (Lot 2)
- Drum/Tote Storage – south of metal chip shed (Block A)
- Stormwater pond – northeastern corner of Site (Block B)
- Sludge Solidification/Burn Pit – north/northeast of metal chip shed (Block A)
- Former Obsolete Equipment Building - northwestern portion of Site (Block A)
- Former Sludge Lagoons (filled in) - northwestern portion of Site (Block A)
- Former Acid/Cyanide sumps – near WWTP building (Block A)
- Coal Storage Area (Blocks A (southeastern) & B (southwestern))
- Paint Kitchen/Chip Process Areas – northern portion of Main Building (northwestern Corner of Lot 2)
- Boiler House Building – north of Main Building (some on southeastern Block A and mostly southwestern Block B)
- Pump House Building – north of Main Building (southwestern Block B)
- Portions of 4 Rail Spurs – north/northwest of Main Building (Block A)

Prior to current Site redevelopment, extensive sampling and remedial activities, discussed below, were conducted at the former Ford facility (including the Site) as part of IDEM Voluntary Remediation Program (VRP) project #6141107.

The former locations of the primary Ford facility structures are included in Table 1, above. In addition, four rail spurs, originating from a main rail line located off-Site to the south/southwest of the Site, formerly entered the Site at the southwestern corner of Block A and extended to the chip shed/hazardous waste storage area and obsolete equipment building on-Site (both formerly on Block A).

The Site is bordered: to the north, by the Pennsy Trail (recreational walking trail) followed by an elementary school, residential property, and a church; to the east, by Shadeland Avenue (divided limited highway) followed by a commercial dairy property (Crossroads Farms Dairy) with the Shadeland Avenue/English Avenue interchange located to the southeast; to the south along the eastern portion of the Site, by English Avenue followed by commercial properties (semi-truck trailer distribution center, commercial baking facility, scrap metal dealer/broker, office/warehouse); to the south along the western portion of the Site (Block A), by Lot 1 of the Thunderbird Commerce Center; to the west along the southern portion of the Site, by Lot 1 of the Thunderbird Commerce Center followed by a vehicle towing and storage facility (Zore's Towing and

Salvage); and, to the west along the northern portion of the Site (Block A), agriculture followed by South Kitley Avenue and then by industrial/commercial facilities (vehicle suspension parts, building supplies distributor).

The Site is in a designated Opportunity Zone which allows for preferential tax treatment of eligible investments designed to spur economic development and job creation in distressed communities.

Due Diligence

As part of this request, the Owner provided the Program with a *Phase I Environmental Site Assessment* dated November 19, 2021 (November 2021 Phase I ESA) and a *Phase I Environmental Site Assessment Update* dated June 16, 2022 (June 2022 Phase I ESA Update) (IDEM Virtual File Cabinet (VFC) Document #83264873 (pages 9 to 2,106) and Document #83349483, respectively) which were prepared for the entire former Ford facility⁶ for Lauth Group, Inc. (Lauth) by August Mack Environmental Inc. (August Mack). Section 2.7 of the November 2021 Phase I ESA and Section 2.0 of the June 2022 Phase I ESA Update report allows Thunderbird CC Land Partners, LLC to rely on each report, respectively. The November 2021 Phase I ESA and June 2022 Phase I ESA Update were 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 Owner to qualify as a BFPP, Ryan Thomas, Senior/Vice President for Thunderbird CC Land Partners, LLC provided answers to the user-specific questions to ensure its satisfaction of the federal AAI rule.

The November 2021 Phase I ESA identified the following recognized environmental conditions (RECs) associated with the entire former Ford facility, including the Site:

- The presence of hazardous substances and petroleum products in soil, groundwater, and soil vapor from historical operations associated with the former Ford-ACH automotive parts manufacturing plant, as documented in association with the former Ford facility’s ongoing participation in the IDEM VRP as site #6141107.
- The documented oil release in July 2020 at a stormwater outfall, in conjunction with the observed residual oily waste in wastewater treatment tanks, existing process lines, sumps, pits, and trenches.

The June 2022 Phase I ESA Update identified the following RECs associated with the entire the former Ford facility, including the Site:

⁶ The November 2021 Phase I ESA does not address the electrical substation easement parcel but the June 2022 Phase I ESA Update addresses both the former Ford facility property and the easement parcel. Therefore, IDEM considers the entire approximately 152-acre former Ford property (including the easement parcel) to be covered by the scope of the reports and be part of the “Site” for purposes of this letter. However, should a court later determine that the Owner did not satisfy all appropriate inquiry as relates to the easement parcel because it was not within the scope of the November 2021 Phase I ESA, the basis in statute for this letter as relates to that parcel would be void, invalidating the agency’s exercise of enforcement discretion as relates to that parcel.

- On-Site soil and groundwater contamination due to the historical use of the former Ford facility as an automotive parts manufacturer, which is currently being evaluated through IDEM's direction in the VRP (site #6141107).
- The presence of residual oily waste at the Site and ongoing management of the oily waste and stormwater runoff.

The June 2022 Phase I ESA Update did not identify the easement parcel (#49-10-11-115-002.000-770) of Block A as a REC notwithstanding the fact that the scope of the VRP project did not include the easement parcel and to date no investigation has been conducted to investigate potential contamination on the easement parcel as a result of historical electrical substation operations using polychlorinated biphenyls (PCB) containing oil transformers. Therefore, IDEM would consider the historical use of the easement parcel as a REC.

Pursuant to ASTM E1527-13, *Standard Practice for Environmental Site Assessment* and ASTM E2600-15 *Standard Guide for Vapor Encroachment Screening on Property Involved in Real Estate Transactions*, August Mack evaluated the presence or likely presence of vapor-phase chemicals of concern in soil at the Site that might result from contaminated soil and/or groundwater either on or near the Site. According to the October 2020 Conceptual Site Model and the July 2021 letter report of monthly sanitary sewer vapor sampling (began in April 2020 and completed in 2021), documented concentrations of multiple volatile organic compounds (VOCs), including trichloroethene (TCE) and vinyl chloride (VC), were above the then-applicable IDEM *Remediation Closure Guide* (RCG) (March 22, 2012, and applicable revisions) residential and/or commercial/industrial vapor exposure screening levels. Therefore, August Mack indicated a vapor encroachment condition (VEC) exists on the former Ford facility (including the Site).

Hazardous Waste Generator Status - #IND001926013

The former Ford facility was identified as a Resource Conservation and Recovery Act (RCRA) large quantity generator (LQG) of hazardous waste with a United States Environmental Protection Agency (US EPA) identification (ID) #IND001926013. The LQG status remained until approximately 1999, at which time the status changed to a small quantity generator (SQG) (except in 2001 when it was again classified as a LQG). In 2016, the facility changed to a conditionally exempt SQG (CESQG) of hazardous waste.⁷ The former Ford facility received numerous violations during its operational history, but subsequently returned to compliance.

Underground Storage Tanks – FID #1798

An estimated 91 USTs and/or under floor tanks were thought to have been used at the former Ford facility, varying in size from 1,300 gallons to 39,000 gallons, and containing gasoline, diesel fuel, sulfuric acid, and various types of oils including: hydraulic,

⁷ A Pit, Trench, and Sump Closure Process Memorandum was submitted by Ford Motor Company to IDEM's Office of Land Quality, Permits Branch for approval of withdrawal from RCRA Corrective Action. Based on the facility's protective filer status, IDEM released the facility of any future RCRA Corrective Action on November 7, 2018 (Document #82644931, page 2).

lube, soluble, cutting, quench, pump/gear test, blend, and used oil. Approximately 15 of the estimated 91 USTs historically present at the former Ford facility were located on-Site. Refer to Table 2, attached, for specific information concerning the USTs identified on-Site and their disposition.

Between 1990 and 1991, four releases from USTs were documented at the former Ford facility, two of which were on-Site: Leaking UST (LUST) Incident #199010588 and #199111524. According to regulatory correspondence, all open LUST incidents were to be addressed as part of the larger remediation activities for VRP site #6141107.⁸ Refer to Table 3, attached, for additional historical UST documentation. These documents may be viewed electronically by searching online by the noted document number or by searching the Agency Interest (AI) #11510 in IDEM's VFC accessible through IDEM's website.

Voluntary Remediation Program - site #6141107

The former Ford plant was entered into IDEM's VRP in January 2015 as VRP site #6141107. Numerous investigations conducted at the former Ford facility under VRP oversight detected contamination in the subsurface. Releases from the USTs and industrial process releases appear to have been commingled on Site. Table 3, attached, lists historical documents that have been generated in association with the VRP project, some of which are discussed in more detail below. These documents may be viewed electronically by searching online by the noted document number in IDEM's VFC accessible through IDEM's website.

For purposes of this Comfort Letter, sample analytical results collected as part of IDEM VRP activities were compared to IDEM's *Risk-based Closure Guide (R2)* (July 8, 2022 and applicable revisions) published levels as follows: soil samples collected at depths between 0 and 10 feet below ground surface (bgs) were compared to R2 residential and commercial soil published levels (RSPLs and CSPLs, respectively); soil samples collected between 0 and 15 feet bgs were compared to the excavation worker soil published levels (XSPLs); and, soil samples collected at depths greater than 15 feet bgs were not evaluated for purposes of closure because of the unlikely risk of exposure to soil at that depth. Groundwater samples were compared to groundwater published levels (GWPLs). Subslab soil gas samples were compared to R2 residential subslab published levels (RSSPLs), commercial subslab published level (CSSPLs), and large commercial subslab published levels (LCSSPLs) (if applicable). Exterior soil gas samples were compared to R2 residential soil gas published levels (RSGPLs), commercial soil gas published levels (CSGPLs), and large commercial soil gas published levels (LCSGPLs) (if applicable). Conduit vapor samples were compared to residential conduit published levels (RCVPLs) and commercial conduit published levels (CCVPLs).

⁸ A letter dated July 3, 2015, from GHD Services Inc. (Document #80098641) to IDEM's Leaking Underground Storage Tank (LUST) Section, notified the IDEM VRP Project Manager that all outstanding LUST incidents were to be addressed as part of VRP site #6141107.

Phase II Environmental Site Assessment Report – July 2016

The 2016 *Phase II Environmental Site Assessment report* (2016 Phase II ESA) documented investigative activities conducted in multiple phases between 2012 and 2016. Soil and groundwater samples were collected for analysis of VOCs, semi-volatile organic compounds (SVOCs), metals (total/dissolved), PCBs, herbicides and/or pesticides. Investigative activities consisted of advancing more than 400 soil borings/points,⁹ installation of approximately 150 temporary monitoring wells¹⁰ to a maximum depth of 70 feet bgs, installation of approximately 260 permanent monitoring wells/recovery wells¹¹ to a maximum depth of 60 feet bgs, advancing 157 laser-induced fluorescence (LIF) points to a maximum depth of 26 feet bgs, and advancing 313 membrane interface probe (MIP) points to a maximum depth of 38.5 feet bgs.

Based on LIF investigative results, light non-aqueous phase liquid (LNAPL)-contaminated areas were identified and appeared to correlate with SVOC and total petroleum hydrocarbon (TPH)¹² contamination. Detected SVOC concentrations in soil were determined to be a direct contact exposure risk. Given the likely age of the releases, the majority of LNAPL appeared to be predominantly trapped at or below the water table and/or within native sand seams at residual saturation levels. The lateral and vertical extent of LNAPL was defined and determined to be mostly contained beneath the Main Building slab and metal chip shed, with investigations identifying two separate areas of LNAPL and/or dense non-aqueous phase liquid (DNAPL). The southern LNAPL/DNAPL plume covers approximately 23.5 acres beneath the former Main Building footprint (approximately 11.75 acres on-Site) and the northern plume of LNAPL/DNAPL measures approximately 1.5 acres underlying and adjacent to the northwestern portion of the former metal chip shed building (on-Site Block A).

Laboratory results of at least six LNAPL-saturated soil samples collected below the Main Building indicated chlorinated VOC (cVOC) concentrations ranging from 1 part per million (ppm) to over 40,000 ppm (1,1,1-trichloroethane (1,1,1-TCA)). Detected solvent-based DNAPL in soil was likely ponded near the intersection of Blocks A & B, and Lot 2. Multiple lines of evidence indicated that the two LNAPL/DNAPL plumes were mostly immobile and may be unrecoverable.¹³ Based on the findings of soil and groundwater conditions on the former Ford facility, the groundwater table measured to be relatively “flat” across the Site, and the former presence of the Main Building concrete slab/parking areas, LNAPL appeared to be stable (and not expanding) and only limited LNAPL recovery was expected in areas primarily contaminated by petroleum LNAPL. Areas contaminated with cVOCs were identified within the Main Building footprint extending south of the former power plant building and pump house, at the metal chip shed, at the obsolete equipment

⁹ The soil borings were advanced to a maximum depth of 75 feet bgs.

¹⁰ Temporary monitoring wells were determined to range from 0.80-inch to 1-inch in diameter.

¹¹ Permanent/Recovery monitoring wells ranged from 2-inch to 4-inch in diameter.

¹² As of June 2010 (for groundwater) and March 2012 (for soil), IDEM no longer evaluates TPH contamination in soil and groundwater when determining closure. Therefore, the levels of TPH detected in soil and/or groundwater are not relevant for purposes of evaluating environmental conditions on the Site and are presented for informational purposes only.

¹³ Localized areas of LNAPL may be recoverable (e.g., near former USTs on Site and the east side of the Main Building) but recovery of LNAPL across the Site may be cost prohibitive.

storage area located north of the Main Building (mostly on-Site), near H12 (Area 3 beneath the Main Building (off-Site)) and along the western property border (mostly off-Site).

The results of a series of MIP surveys indicated that cVOC-contaminated soil was mostly found at depths ranging from 5 to 20 feet bgs, with solvent based-DNAPL identified at a depth of 5 to 20 feet bgs in the T-20 Bay area (located on-Site along the north side of the Main Building). A composite DNAPL sample collected from a cluster of wells at the T-20 Bay area (located near the middle portion of the northern wall of the Main Building) contained TCE (up to 870,000 ppm) and 1,1-trichloroethane (1,1-TCA) (up to 27,000 ppm) with lesser amounts of cis-1,2-dichloroethene (cis-1,2-DCE), tetrachloroethene (PCE), 1,1-dichloroethane (1,1-DCA), and PCBs. Detection of the VOCs/cVOCs at the metal chip shed (on-Site, north of the Main Building) and the obsolete equipment storage building areas and along the western property boundary (northwestern portion of the former Ford property (on Site)) were identified to be lower in magnitude than those identified near and beneath the former Main Building. Therefore, the highest VOC/cVOC contamination at exterior locations was determined to generally be shallower in depth and encountered near source areas. Investigation of the property located adjacent to the west/southwest (Zore's Towing and Salvage) was not conducted due to property access issues, but investigations further west/southwest (in the right-of-way (ROW) of Kitley Avenue) indicated no cVOC contamination above then-applicable RCG screening levels (SLs). During investigative activities across the former Ford facility (including the Site), subsurface fill thickness was determined to increase from approximately 0.5 feet bgs to 5 feet bgs from the east toward the west across the Site.

A potable well survey of residential and commercial/industrial wells across the area identified 23 wells within the unconfined aquifer and 11 wells within the bedrock aquifer. None of the identified potable water wells were determined to be negatively impacted from historical Site operations.

In May 2015, subslab soil gas sampling was conducted within the Main Building near identified VOC source areas to evaluate potential vapor intrusion issues. Results of the subslab soil gas sampling indicated the presence of VOCs including: 1,1,1-TCA (up to 1,000,000 microgram per meter squared ($\mu\text{g}/\text{m}^3$)), 1,1 dichloroethane (1,1-DCA) (up to 190,000 $\mu\text{g}/\text{m}^3$), 1-1 dichloroethene (1,1-DCE) (up to 240,000 $\mu\text{g}/\text{m}^3$), 1-4 dioxane (up to 16,000 $\mu\text{g}/\text{m}^3$), TCE (up to 6,100 $\mu\text{g}/\text{m}^3$), PCE (up to 3,800 $\mu\text{g}/\text{m}^3$), ethylbenzene (up to 8,400 $\mu\text{g}/\text{m}^3$), chloroform (up to 68 $\mu\text{g}/\text{m}^3$) and/or VC (up to 2,600 $\mu\text{g}/\text{m}^3$) above then-applicable RCG calculated residential and/or commercial/industrial subslab soil gas SLs (Res SGss SLs and Indus SGss SLs, respectively) and above currently applicable R2 RSSPLs, CSSPLs, and/or LCSSPLs.

Remediation Work Plan – March 2017

Remediation Work Plan Addendum – January 2021

In March 2017, a *Remediation Work Plan* (RWP) for the former Ford property was prepared to minimize the volume of source materials and mitigate exposure pathways to the identified contamination (including LNAPL and DNAPL). The RWP proposed “hot spot” removal activities and the recordation of an environmental restrictive covenant (ERC) to minimize potential exposure risks to the residual contamination and to allow for redevelopment of the former Ford property. Specifically, the four proposed remedial

objectives for the identified impacted areas across the former Ford property, listed from highest to lowest priority, included:

- Area I** Source area treatment in the form of excavation and disposal for the T-20 Bay area DNAPL impacts.
- Area II** For the 12 cVOC source areas identified in the MIP surveys: a combination of excavation and disposal (Areas 1 through 5) and in-situ thermal remediation (Areas 6 through 12) for shallow soil and groundwater impacts.
- Area III** Exposure control for cVOC source areas in intermediate groundwater via a recorded ERC. In addition, the aforementioned thermal treatment in shallow cVOC impacted areas will provide some level of treatment for this deeper zone.
- Area IV** Exposure control for remaining LNAPL/SVOC/TPH impacts in shallow soil and groundwater areas via a recorded ERC.

Because of the considerable remediation activities completed at the facility following IDEM approval of the March 2017 RWP, a RWP Addendum was submitted in 2021 for approval by IDEM's VRP. The January 2021 RWP Addendum was approved by VRP on March 28, 2022 (Document #83296904). The January 2021 RWP Addendum summarized the completed remediation activities and provided details regarding an updated schedule to complete remaining tasks. Monitoring wells that were located within an area targeted for remediation were abandoned prior to excavation and thermal resistance activities.

On-Site Remedial Activities

Operation of an electrical resistance heating (ERH) system began on-Site (as well as off-Site (Lot 1)) in June 2019. The ERH system incorporated electrodes with co-located vapor recovery wells as well as multi-phase extraction wells. The treatment areas were subdivided into smaller subsections to track progress. Treatment was conducted in the following on-Site areas:

- **Area 1N/1S** – Because cVOC contamination was more extensive and contained higher cVOC concentrations than previously thought, the remedial approach was changed from soil excavation and disposal to in-situ thermal remediation totaling an area of approximately 76,000 square feet.
- **Area 2 (including T-20 Bay area)** – Area 2 was split into three sections (2S, 2DRA, and 2NW) and remediated via in-situ thermal remediation¹⁴ totaling approximately 17,800 square feet (mostly on-Site in Block A, Block B, and Lot 2).
- **Area 4** – (located near the northwest corner of the metal chip shed on Block A) was remediated via in-situ thermal remediation over an area of approximately 5,500 square feet.

¹⁴ The March 2017 RWP proposed the treatment of Area 2 by in-situ thermal remediation except T-20 (2DRA) was originally proposed for soil excavation/disposal. Due to increased costs, T-20 remediation was modified to also be in-situ thermal remediation.

- **Areas 5, 7 and 8** – The suspected cVOC source area contamination was not confirmed during the Pre-Design Investigation (PDI) soil sample collection. Therefore, no soil excavation or thermal remediation activities were completed at these locations.

Between August 2018 and October 2018, soil excavation was conducted at the following on-Site area:

- **Area 9** - removal of cVOC-contaminated soil via excavation of approximately 821 tons of non-hazardous material and dewatering 8,409 gallons of non-hazardous liquid within Block A.

Oil-Sheen Discharge

In July 2020, the Marion County Health Department reported an oily-sheen emanating from two stormwater outfall structures (OS-1 and OS-2) located near the southeastern corner of the Site (on Lot 2). Absorbent booms were deployed across the affected structures and Ford dispatched contractors to remedy the release that included the removal of approximately 700 gallons of oily water. The release of the oily sheen observed in OS-1 and OS-2 was caused by the disruption of power to the then-present stormwater pond discharge pump prompting the oily liquid to flow from the then-present stormwater pond and through the overflow line of the OS-1 structure without treatment. Following a system evaluation, electric service was repaired and a security fence was installed around the former pump to prevent future power disruption. In September 2020, installation of an underflow weir system consisting of an earthen dike (roughly 8-feet wide and 4-feet tall) was completed to prevent any surface oil/oily sheen from being released in case of subsequent power failure. The stormwater repair and system redesign were instituted so that any oil (LNAPL) collecting in the stormwater pond would remain on-Site while stormwater (only) would flow through the system. All three of these structures (the retention pond, OS-1 and OS-2) were subsequently removed and new stormwater ponds constructed, including one on-Site.

Sanitary Sewer Vapor Investigations

Between April 2020 and July 2021, a series of investigations of the then-active sanitary sewer lateral, which flowed from the chip shed building (Block A) toward the sanitary sewer outfall located in the Kitley Avenue and Pennsy Trail ROWs located northwest of the Site, were conducted based on a request by IDEM VRP to evaluate Sanitary Sewer vapors. A total of 10 manhole structures were investigated using US EPA Method TO-15 (full VOC list). Eight of the 10 manhole structures (MH-B, MH-A, MH-4, MH-4A, MH-5, MH-6, MH-7, and MH-8) were located at intervals along the sanitary sewer lateral on-Site.

Seven exterior soil gas probes (SG-1 through SG-7) were placed on-Site near and along a fence line trending toward the former sludge pond located further northeast of the sanitary lateral and north and east between manholes MH-6 and MH-7. In addition, sewer vapor (conduit vapor) and sewer wastewater (surface water) were evaluated. Exterior soil gas sample SG-1 was placed within the sanitary sewer backfill. The remaining exterior soil

gas points were placed progressively further away from the sanitary lateral and closer to the former sludge ponds,¹⁵ with SG-7 located closest to the former sludge ponds (previously located on-Site east/northeast of the sanitary sewer). As part of on-going IDEM VRP activities, the on-Site WWTP/water outfall conditions were monitored to verify compliance with conditions of their National Pollution Discharge Elimination System (NPDES) permits.¹⁶

A sewer vapor (conduit vapor) sampling event was conducted within manhole MH-6 in April 2020. Based on sewer vapor results, IDEM requested additional vapor sampling. Sewer vapor sampling events¹⁷ were conducted in May for MH-6 and MH-7, in June for MH-4, MH-5, MH-6 and MH-7, and in July 2020 for MH-4, MH-4a, MH-5 and MH-6. In July 2020, manholes MH-1A, MH-1, and MH-3 were bulk headed by filling the structures and/or inlets with a concrete slurry. Based on August 2020 laboratory results, the highest concentrations of cVOCs (elevated TCE and vinyl chloride vapors) were detected near MH-4. Based on the Conceptual Site Model (CSM) prepared in October 2020 for the northwest portion of the former Ford facility (including the Site), sewer gas sampling was to continue for at least an additional six months beginning in September 2020.

In June 2021, TCE was detected in sewer vapor at a level slightly above its CCVPL in manhole MH-KPSE (off-Site near Block A) but in July 2021, the detected TCE concentration in the same location was nearly 5 times its CCVPL. Detected TCE concentrations in the off-Site sentinel manhole MH-KPNW (located further off-Site to the northwest+) are dissimilar from those found in MH-KPSE. Given the intermittent and inconsistent nature of the detections of TCE in off-Site sanitary sewer samples, the Program has concluded that historical sanitary sewer emanating from the former Ford facility property to the northwest presents a low risk as a preferential pathway.

Storm Water Sewer Evaluation and Sealing

In December 2020, the stormwater sewer system and laterals between the Overflow Sewer Line (OVR)-9N (located approximately 300 feet north of the Main Building and near the eastern portion of the Main Building which flowed to the north and into a stormwater sewer which ultimately discharged into the former on-Site stormwater pond then located at the northeastern corner of the Site) and OS-2 storm water outfall (formerly located at the southeastern corner of the property) were inspected via video recordings. The purpose of evaluating the on-Site storm sewers was to eliminate sources of cVOCs (specifically TCE and 1,1,1 trichloroethane (1,1,1 TCA)) that could seep into the stormwater sewer system from beneath the footprint of the former Main Building. Based on 11 storm sewer system inspection videos, no areas of oil infiltration were observed.

¹⁵ Historical use of two 3,000,000-gallon capacity sludge lagoons processed wastewater on the Site from 1957 to 1986. The sludge ponds were formerly situated between the chip shed building and the easement parcel.

¹⁶ A NPDES General Permit (INR10N498) for stormwater discharge associated with construction activity was issued on March 22, 2017, when demolition of the manufacturing facility began. The INR10N498 permit expired March 30, 2022. This NPDES permit was not renewed. A NPDES Construction Permit (DRN-17-00151) was also issued for the Site in 2017 but has since been closed.

¹⁷ To evaluate the potential for VOC-contaminated wastewater infiltrating into the sanitary sewer, VI sampling events were classified either as "Dry Weather Events" or "Wet Weather Events". If the total rainfall within 4 days of sampling (including the day of sampling) exceeded 0.5 inches, it was classified as a Wet Weather Event. If less than 0.5 inches of total rainfall, it was determined a Dry Weather Event.

However, the videos identified areas beneath the former Main Building that could allow cVOCs to enter the storm sewers including the following:

- A 24-inch diameter storm sewer extended to the west from manhole MH-6N-1W which was located near the northwestern corner and beneath the footprint of the Main Building.
- Three 12-inch diameter lateral stormwater lines which trended east-west and tied into the north/south trending OVR sewer line. Two of the lateral lines were located between OVR-5N and OVR-4N and one lateral line observed between OVR-4N and OVR-3N. All three of these lines entered the OVR line from the west and likely extended beneath the footprint of the Main Building.

As directed by IDEM VRP, a baseline cVOC level was established from previous storm water sampling (August 2020) and a March 2021 storm water sampling event. The March 2021 sampling event included the collection of 13 water samples (OS-1 (southeastern portion of the former Ford facility), OS-2 (hydraulically downgradient and south of OS-1) and OVR-2N, OVR-2W, OVR-3W, OVR-4N, OVR-5N, OVR-6N, MH-6N-1W, OVR-7N, OVR-8N, and OVR-9N and duplicate (along the line directed north towards the stormwater pond)) that were analyzed for dissolved VOC contaminants prior to sealing the system. Levels of TCE were encountered in the outfall of OS-1 (8.1 ppb) in August 2020 and the outfalls of OS-1 (43.2 ppb) and OS-2 (62.7 ppb) and in the manhole of OVR-2N (62.7 ppb) in March of 2021. Based on the analytical results and evidence in the sewer inspection videos, the bulkheading of manholes and sealing of specific sewer lines were determined to be appropriate mitigation measures to maintain hydraulic control of any contaminants potentially seeping into the storm water system from the footprint of the former Ford facility.

In May 2021, manhole MH-6N-1W (near the northeastern corner of the Main Building) was bulkheaded by filling the entire manhole with concrete to prevent any stormwater from flowing in or out. In addition, storm sewers and permeable beds were sealed between OVR-1/OS-1 and between OVR-3N and OVR-4N. Sewer sealing included the excavation down to the sewer at each area and removal of a 5-foot section of pipe. After the pipe was removed and all water flow had stopped, both ends of the pipe were sealed with concrete. The area where the pipe section was removed was backfilled with clay and a bentonite seal was placed across the entire width of the line to within 2 feet of ground surface. The bentonite seal consisted of a wall or plug to prevent migration of water through the coarse-grained backfill material/bedding around the storm sewer. The bentonite wall extended into the native clay soils beneath and adjacent to the sides of the sewer.

To provide IDEM VRP with of the stormwater characterization of interim actions conducted to mitigate any preferential pathway to impact the storm water system, four post-mitigation outfall sampling events were conducted at the OS-2 outfall in June, July, August and December of 2021 following qualifying precipitation events. Results from the Outfall OS-2 sampling events were determined by VRP to not pose an unacceptable threat to downstream surface water bodies.

Sanitary Sewer System Remedial Actions

Although the sanitary sewer vapor mitigation measures were deemed by IDEM VRP to acceptably mitigate impacts to the existing storm water system, Ford decided to complete additional measures to eliminate potential off-Site migration of cVOCs in the sanitary sewer. In December 2021, four sanitary sewer manholes were bulkheaded. The four manholes, MH-4, MH-4A, MH-5 and MH-6, were bulkheaded by filling each with concrete to prevent flow (water or conduit vapor) in or out of these structures. Additionally, the sanitary sewer conduit and bedding fill material surrounding the sewer pipe was sealed approximately 20 feet northwest of manhole MH-6. The sanitary sewer pipe was sealed by excavating the area to expose the sewer and remove a 5-foot-long section of sewer pipe. Once removed, both ends of the remaining pipe were plugged and sealed with concrete. The area where the pipe section was removed was backfilled with a bentonite wall that extended 2 to 2.5 feet in all directions. The bentonite wall was tied into the native clay beneath and on both sides of the sewer pipe to prevent migration of water or vapors through the coarse-grained fill material/bedding around the sanitary sewer pipe. The remaining annular space above the bentonite wall was backfilled with fine-grained material (clay) removed during the initial sanitary sewer excavating activities at this location.

To further eliminate water flow into the then-existing WWTP and potential deposition of residual COCs to the sanitary sewer, the wet well near the WWTP was eliminated via a rubber plug and sealed by filling the structure with flowable fill. Two drains near the wet well at the WWTP and two at the chip shed vaults were sealed by filling with concrete.

Groundwater Monitoring Events - 2Q2020 through 1Q2022

In May 2020, quarterly groundwater monitoring for VOCs and 1,4-dioxane was initiated at a VRP-approved subset of 19 monitoring wells: perimeter monitoring wells MW-1 through MW-8, MW-11, MW-12, MW-13, SU-12-5R; and interior monitoring wells MW-V8isR, MW-H12sR, MW-R12di, MW-X14sR, MW-M16sR, MW-R18sR, and MW-T-20GisR. Of these wells, monitoring wells MW-1, MW-2, MW-5 through MW-8, MW-11 through MW-13, MW-V8isR, MW-R12di, MW-14XsR, MW-R18sR, and MW-T20Gis were located on-Site.¹⁸

Groundwater in the subsurface was divided into three general water bearing units that included: a shallow aquifer (4 to 18 feet bgs), a shallow intermediate aquifer (10 to 23 feet bgs), and a deep aquifer (40 to 45 feet bgs). On-Site monitoring wells¹⁹ MW-1, MW-2, MW-5, MW-6, MW-7, MW-8, MW-12, MW-13, MW-X14sR, and MW-R18sR were screened in the shallow aquifer. Monitoring wells MW-11, MW-V8isR and MW-T20GisR were screened in the shallow intermediate aquifer, and monitoring well MW-R12di was screened in the deep aquifer.

The final groundwater gauging event, conducted in February/March 2022, indicated that the shallow and intermediate shallow groundwater zones had a generally radial flow

¹⁸ A total of approximately 87 temporary/monitoring wells were properly abandoned by GHD in July 2021 as documented in the July 2022 Remediation Closure Report.

¹⁹ On-Site permanent monitoring wells were designated as such and sampled according to the approved VRP 2017 RWP before ultimately being properly abandoned.

outward from the center of the former Ford facility. Although neither DNAPL nor LNAPL were noted in the monitoring well network during the February/March 2022 sampling event, the Program assumes residual free phase product remains within the two previously identified plume areas (the northern plume of 1.5 acres and the southern plume of 23.5 acres for a total of approximately 25 acres) with the entire 1.5-acre northern plume and approximately 11.75-acres of the southern LNAPL/DNAPL plume remaining on Site.

Analytical results from samples collected from the perimeter monitoring wells contained no contaminants at levels exceeding their respective R2 GWPLs. Analytical results from samples collected from the interior monitoring wells detected 1,1-DCA, VC, 1,4-dioxane, TCE, 1,1,2-TCA, 1,1-DCA, 1,1-DCE, 1,2-DCA, and/or cis-1,2-DCE above then-applicable 2018 RCG residential tap groundwater screening levels (Res TAP GWSLs), residential vapor exposure groundwater screening levels (Res VE GWSLs), and/or commercial/industrial vapor exposure groundwater screening levels (Indus VE GWSLs). Per the 2017 RWP and 2021 RWP Addendum, the 1Q2022 groundwater sampling event concluded the required eight quarterly sampling events. Refer to Table 4, below, for a summary of on-Site groundwater analytical data above applicable R2 GWPLs.

TABLE 4
1Q2022 On-Site Groundwater Concentrations Exceeding
Applicable IDEM R2 Published Levels

Contaminant Detected	Sample Location & Results (parts per billion (ppb))							GWPLs
	MW-V8isR	MW-H12sR#	MW-R12di	MW-X14sR	MW-M16sR#	MW-R18sR	MW-T20GisR	
1,4 Dioxane	413	20	52	33.1	2.2/2.3	4,500	200	5
Trichloroethene	66.1	<1.0	<1.0	<5.0	39.3/41.3	<1.0	<1.0	5
1,1,1-Trichloroethane	1,140	<1.0	1.2	<5.0	<5.0/5.0	17.0	<1.0	200
1,1,2-Trichloroethane	10.4	<5.0	<5.0	25[^]	<25[^]/25[^]	1.3*	<5.0	5
1,1-Dichloroethane	3,910	4.7	0.71*	46.3	1.9*/1.3*	614	75.2	30
1,1-Dichloroethene	837	<1.0	<1.0	<5.0	8.4/8.9	1.1	<1.0	7
1,2-Dichloroethane	6.8	<1.0	<1.0	<5.0	<5.0	4.8	<1.0	5
cis-1,2-Dichloroethene	294	17.1	<1.0	<5.0	558/532	24.7	250	70
Vinyl Chloride	369	19.3	<1.0	2.2[*]	451/425	81.8	1,630	2

Notes: **bold** = above R2 Groundwater Published Levels

[^] = laboratory detection limits were higher than the applicable R2 published levels; and, therefore, this data is inconclusive as an actual detected level

* = indicates an estimated value and the presence of compound but the results are less than the quantification limit, but greater than zero

= nearby off-Site (Lot 1) monitoring well

= sample concentration/duplicate concentration

Remediation Completion Report – July 2022

In July 2022, a *Remediation Completion Report* (RCR) (Document #83349829) was submitted to IDEM's VRP to document remedial activities conducted at the former Ford facility. The primary remedial activities were source area excavation and thermal remediation of hot spots. Remediation target goals selected for the former Ford facility were used to evaluate remediation system performance and included a combination of visual standards, numerical targets, and performance based technical levels. All three

remediation targets were intended to be flexible mass removal endpoints that also include health and safety considerations and/or operating costs to help determine when the risk reduction measures (i.e., “hot spot” remediation activities) were complete. The overarching goal of the remediation efforts was to reduce cVOC concentrations in source soil areas.

Remedial activities conducted on the Site (Block A, Block B, and Lot 2) included:

- Thermal remediation (e.g., ERH) was conducted primarily beneath the former Main Building slab (Areas 1, 2 (including DNAPL at the T-20 Bay Area), and 4)
- Stormwater system remedial actions included the installation of an underflow weir system (OS-1), a new remote controlled stormwater float to regulate discharge through outfall structures (OS-1 and OS-2) and discharge off-Site, and elimination of potential contamination seeping or backflowing into the stormwater system from beneath the Main Building through cleaning and sealing of stormwater sewers in multiple locations.
- Sanitary sewer system remedial actions included eight months of monitoring the sewer system for vapors, bulkheading four manholes (MH-4, MH-4A, MH-5, and MH-6) which included the filling of each manhole with concrete and plugging the openings of these structures and/or removal of sewer pipe to reduce or prevent water and/or vapors migrating through the backfill material. Additionally, the sanitary sewer conduit and bedding fill material surrounding the sewer pipe were sealed in December 2021 with a bentonite wall approximately 20 feet northwest of manhole MH-6. Additional activities were conducted near the on-Site WWTP including plugging the wet well with a rubber plug and sealing it with flowable fill, filling two drains near the wet well with concrete, and filling two chip shed vaults near the WWTP with concrete (Block A).
- Former building slab supplemental remedial actions included removal and repair of the building slab via excavation in areas thought to include free product, and excavation of two test pits (Test Pit 6 and Test Pit 12, both located on Lot 2) to further evaluate subsurface structures (including former UST 17 and its associated piping). Subsurface structures encountered during excavation were sealed and/or emptied of contaminated materials and backfilled.
- Excavation and slab repair:
 - Multiple excavation areas (identified as the South Excavation, East Excavation, Middle Excavation, and Settling Pit) were addressed by the removal of brick, heavily stained concrete, and embedded metal from the former Main Building process areas to a depth between 1 and 5 feet bgs (Lot 2). In the South Excavation area, historical drawings indicated a subsurface oil line bordered the north and south ends of the excavation. Visually contaminated materials (including LNAPL/oily water) were removed from the excavations prior to backfilling and capping with concrete. A floor drain that was encountered in the East Excavation was sealed. The Middle Excavation revealed the presence of a UST (Holding Tank G) which was closed in place following free liquid removal. The Settling Pit, located 10 feet west of UST-17 (discussed below), was excavated to 5 feet bgs, dewatered, and sealed prior

- to backfilling with clean material and ultimately capped with concrete.
- Area 9 – located near the southwestern portion of Block A (previously discussed).
- UST Abandonment (Lot 2):
 - UST-16 (aka Holding Tank D) 20,000-gallon soluble oil tank (46 feet long by 10 feet in diameter) was encountered. Following cleanout, UST-16 was ultimately removed and backfilled with clean backfill and capped with concrete.
 - UST-17 (discussed above in Test Pit 6) was a 27,000-gallon cutting oil UST and identified as Holding Tank C (34 feet long by 10 feet in diameter). Attempts were made to remove the UST. The UST was cleaned and ultimately closed in-place.
 - Holding Tank G – 3,000-gallon (8 feet long x 8 feet in diameter) cyanide solution process tank which was closed in place following free liquid removal.

Confirmatory sampling was conducted based on the approved March 2017 RWP and January 2021 RWP Addendum which included:

- Hot temperature sampling (thermal remediation areas on and off-Site) and cold temperature sampling (elsewhere).
- Eight quarters of groundwater sampling (including the Site) completed to the satisfaction of IDEM VRP.
- As discussed previously, sanitary sewer vapor sampling was performed from December 2020 through July 2021 on the northwestern portion of the Site.
- Stormwater outfall sampling on Site included four post-mitigation sampling events with the findings summarized in the February 2022 *Stormwater Outfall OS-2 Sampling Summary Report* (discussed previously).

Post-remediation monitoring results for each media were deemed acceptable by the VRP. Thirteen monitoring wells (MW-V20s, MW-V20is, MW-X5s, MW-X5is, MW-X5id, MW-A22s, MW-A22is, MW-A22ds, MW-A22di, MW-C12s, MW-C12is, MW-C12ds, and MW-C12di) not included in the most recently approved Groundwater Monitoring Plan were properly abandoned in July 2021. All remaining monitoring wells have reportedly been properly closed prior to issuance of the *Covenant Not to Sue* (CNTS) by IDEM's VRP.

Environmental Restrictive Covenant – July 2022

To address the remaining contamination at the Site, a Soil Management Plan (SMP) (Document #83326683, pages 1 through 17) and Stormwater Management Plan (SWMP) (Document #83326683, pages 18 through 39) were submitted to VRP and approved in June 2022. On July 21, 2022, an ERC (Original ERC) was recorded at the Marion County Recorder's Office on the deed for the former Ford facility as Instrument #A202200081640 (Document # 83384437). Land use restrictions in the Original ERC, which apply to the Site (and Lot 1) included the following:

- a) No residential use.
- b) Restrict use to commercial and/or industrial purposes.
- c) Do not extract groundwater for any purposes except for monitoring or remediation.
- d) No agricultural use.
- e) Restore any soil disturbed from excavation and/or construction activities so that the remaining contaminant concentrations do not present a threat to human health or the environment. Upon request, the Owner shall provide written evidence (including sampling data) that said disturbance does not represent a threat. Manage all contaminated soil according to all applicable federal and state rules and regulations. In addition, soil disturbance will also be subject to the IDEM-Approved SMP (and all subsequent revisions).
- f) Do not allow excavation of soil in the “Construction Worker Restriction Area”, unless the approved SMP is followed. In addition, provide written notice to IDEM at least 7 days before the start of disturbance activities. The Owner shall comply with all applicable laws pertaining to the excavated and restored area, including required monitoring of the area, required to show the excavated and restored area does not represent a threat to human health or the environment.
- g) Do not construct or allow occupancy of a dwelling or workspace on the Site unless a vapor mitigation system (VMS) is installed, operated, and maintained. IDEM may waive this requirement if the Owner provides data demonstrating there is no unacceptable human health risk via the vapor intrusion exposure pathway.
- h) Maintain the integrity of the existing asphalt, concrete, gravel cover, or building which serves as an engineered barrier to prevent direct contact with the underlying soil and not allow them to fall into disrepair. The barrier may be disturbed during redevelopment, construction, or maintenance activities as long as activities are in compliance with the approved SMP (and all applicable revisions) or as otherwise approved by IDEM.
- i) Prohibit any activity at the Site that may interfere with groundwater monitoring or monitoring well network.
- j) Construction of new sewers must be sealed per industry standards in order to not cause a new release, exacerbation of existing contamination, facilitate groundwater contaminant migration, or cause violation of local, state, or federal laws or regulations.
- k) Maintain an up-to-date IDEM-Approved SWMP and any subsequent revisions for controlling release(s) of contamination via all stormwater structure(s).
- l) Retain and maintain the stormwater control structures (stormwater pond pump system and Outfall OS-1 underflow weir system).

Certificate of Completion – February 2023

On December 12, 2022, IDEM’s VRP approved the RCR for the former Ford facility (dated July 22, 2022) (Document #83401816) using IDEM’s 2018 RCG SLs. In the approval correspondence, the VRP applicant, Ford Motor Company, was instructed to properly abandon all remaining monitoring wells and piezometers per 312 Indiana Administrative Code (IAC) 13-10-2. On February 1, 2023, IDEM issued a Certificate of Completion (COC) (Document #83424414) to Ford Motor Company for VRP site

6141107. The media addressed in the COC include surface soil, subsurface soil, and groundwater.

As required by IDEM, the COC was recorded by Ford at the Marion County Recorder's Office on August 24, 2023, as Instrument #A202300070469 (Document #83529080).

Covenant Not to Sue – February 2024

IDEM's VRP issued a Covenant Not to Sue (CNTS) on behalf of the State of Indiana to Ford Motor Company on February 2, 2024 (Document #83594125) to memorialize the satisfaction of the scope of VRP project #6141107. The media addressed in the COC include surface soil, subsurface soil, and groundwater.

Environmental Conditions

As part of the request for assistance in determining any existing environmental contamination and potential liability at the Site, Program staff reviewed the following additional documents which may be viewed electronically by searching online by the noted document number in IDEM's VFC accessible through IDEM's website.

- *Phase I Environmental Site Assessment* (December 2020 Phase I ESA), dated December 14, 2020, prepared by Civil & Environmental Consultants, Inc. (CEC) (Document #83093709 pages 8 - 888)
- *Phase II Environmental Site Assessment* (January 2021 Phase II ESA), dated January 18, 2021, prepared by CEC (Document #83097058)
- *Phase II Environmental Site Assessment* (December 2021 Phase II ESA), dated December 1, 2021, prepared by August Mack (Document #83279477 page 2)
- *Concrete Slab Characterization*, dated May 26, 2022, prepared by August Mack (Document #83324729)
- *Monitoring Well Abandonment Log*, prepared by GHD Services Inc. (GHD), dated February 16, 2023 (Document #83439960)

Phase I Environmental Site Assessment – December 2020

The December 2020 Phase I ESA identified the following RECs associated with the former Ford facility (including the Site):

- The presence of hazardous substances and petroleum products in soil, groundwater, and soil vapor from historical operations associated with the automotive parts manufacturing plant, as documented in association with the subject property's ongoing participation in the IDEM VRP as site #6141107.
- The documented oil release in July 2020 at a stormwater outfall, in conjunction with the residual oily waste observed in wastewater treatment tanks, existing process lines, sumps, pits, and trenches.

Although the December 2020 Phase I ESA did not specifically address the presence of potential VECs at the Site, a January 8, 2021²⁰ letter from CEC states, “Based on information in prior environmental reports reviewed as part of the Phase I ESA, there is a potential for vapor intrusion risk associated with remnant VOCs in soil, groundwater, and soil vapor under portions of the property.” Although the report does not reference the term “VEC”, CEC and Ford recognized that the presence of these chemicals poses a vapor intrusion risk (Document #83093714) and should be considered a REC.

Phase II ESA – January 2021

In November 2020, Phase II ESA activities included the excavation of 16 test pits and the advancement of 23 borings across the former Ford facility. The 23 borings included seven advanced for the collection of soil samples, eight for the collection of groundwater samples via temporary wells, and eight for the collection of soil gas samples from vapor ports. Ten of the test pits (TP-1, TP-4, TP-5, TP-6, TP-7, TP-11, TP-12, TP-13, TP-14, and TP-16) were located within the on-Site portion of the former Main Building concrete slab, measuring approximately 4 feet wide by 4 feet in length by a maximum 4 feet in depth. Six (SB-2 through SB-7) of the seven soil borings designated for collection of soil samples were advanced on Site to a maximum depth of 8 feet bgs. Eight temporary monitoring wells²¹ (CEC-MW-1 through CEC-MW-5, CME-MW-6D, CEC-MW-7, CEC-MW-8) were installed across the Site to a maximum depth of 34 feet bgs. In addition, six (CEC-SV-1 through CEC-SV-6) of eight total exterior soil vapor points installed across the former Ford facility to an approximate depth of 6 feet bgs, were located on-Site. Soil samples collected from the test pits and borings were screened with a photo-ionization detector (PID) to determine the relative presence of organic vapors within each sample. Soil and groundwater samples were analyzed for VOCs, polynuclear aromatic hydrocarbons (PAHs), PCBs and/or per- and polyfluoroalkyl substances (PFAS).²² Exterior soil gas samples were analyzed for VOCs (only) using the EPA TO-15 Method.

Subsurface soil encountered beneath the concrete slab during test pit excavation consisted of compacted fill/native soil, stained soil with elevated PID readings detected in TP-6, TP-7, TP-12, and TP-13. These locations appeared to be within or near former USTs and/or underground piping. LNAPL was encountered in test pits TP-6, TP-7, and TP-12. Visible dark soil staining, odors and/or elevated PID readings were observed at seven test pit locations (TP-5, TP-6, TP-7, TP-8, TP-11, TP-12 and TP-13) indicative of remnant impact from hazardous substances or petroleum products. Free product associated with sumps, USTs, and/or saturated sand and gravel was encountered at three test pit locations (TP-6, TP-7, and TP-12).

²⁰ CEC issued a letter (Document #83093714) to the Program regarding VEC evaluation at the Site. Section 7.1 - Conclusions in the December 2020 Phase I ESA identifies soil, groundwater, and soil vapor as RECs.

²¹ Although the January 2021 Phase II report identifies temporary monitoring wells as CEC-TMW-1 (et al), the laboratory report for these samples identifies groundwater collected from these locations as CEC-MW-1 (etc.)

²² PFAS are a group of man-made chemicals that includes PFOA, PFOS, GenX, and many other chemicals. PFAS have been manufactured and used in a variety of industries around the world, including in the United States since the 1940s. PFOA and PFOS have been the most extensively produced and studied of these chemicals. Both chemicals are very persistent (don't break down and bioaccumulate) in the environment and in the human body. There is evidence that exposure to PFAS can lead to adverse human health effects.

Although numerous cVOCs including TCE were detected in soil, all detected concentrations were below applicable R2 published levels. Vinyl chloride was detected in groundwater samples CEC-MW-3 and CEC-MW-6D above its R2 GWPL. No other constituents analyzed in groundwater were detected at levels above applicable R2 published levels. Refer to Table 5, below, for a summary of groundwater analytical data above applicable R2 published levels.

TABLE 5
November 2020 Groundwater Concentrations Exceeding
Applicable IDEM R2 Published Levels

Sample ID	Contaminant Concentrations (parts per billion (ppb))
	Vinyl Chloride
CEC-MW-3	20.2
CEC-MW6D	2.46
GWPL	2

Note: **bold** = above R2 Groundwater Published Level

Of the six exterior soil gas samples (CEC-SV-1 through CEC-SV-6) advanced on-Site, 1,1-DCA was detected in sample CEC-SV-6 (located near the southeastern portion of the Main Building concrete slab) above IDEM's calculated²³ 2018 RCG²⁴ residential soil gas screening level of 130 µg/m³ (SV-6 at 140 µg/m³), but below its current R2 RSGPL. No other constituents analyzed in exterior soil gas were detected at levels above applicable R2 published levels.

Three groundwater samples were collected from temporary monitoring wells (TMWs) CEC-TMW-1 (Block A), CEC-TMW-3 (Lot 2) and CEC-TMW-5 (Block A) for laboratory analysis of PFAS. Both perfluorobutanoic acid (PFBA) at 32 parts per trillion (ppt) and perfluorooctanoic acid (PFOA) at 4.6 ppt were detected in the CEC-TMW-3 dissolved groundwater sample. PFBA was also detected in CEC-TMW-1 (6.5 ppt) and CEC-TMW-3 (32 ppt). PFOA was detected in CEC-TMW-3 at a concentration above its US EPA Interim Drinking Water Health Advisory Level (HAL) of 0.004 ppt. There is no HAL established for PFBA at this time. Both detected compounds were at levels below their respective R2 GWPLs. None of the other 30 PFAS compounds analyzed were detected in the three groundwater samples.

Phase II ESA – December 2021

In October 2021, a Phase II ESA investigation was conducted that included the advancement of 24 borings (AME-SB-01 through AME-SB-24) across the former Ford facility to a maximum depth of 32 feet bgs which were subsequently completed as TMWs (AME-MW-01 through AME-MW-24). Twenty of the 24 soil borings/TMWs were advanced

²³ As specified on Table 6-1 of the June 2015 U.S. EPA *Technical Guidance for Assessing and Mitigating the Vapor Intrusion Pathway from Subsurface Vapor Sources to Indoor Air* (with concurrence from IDEM in its *Attenuation Factors Technical Guidance Document* (September 29, 2016)), deep exterior soil gas screening levels were previously calculated by dividing the applicable RCG residential and commercial/industrial indoor air screening levels by an attenuation factor of 0.03 for deep exterior soil gas samples collected from more than five feet bgs.

²⁴ IDEM's VRP determined that 2018 RCG screening levels would be applicable to VRP site #6141107 for closure purposes.

on the Site (AME-MW-1 through AME-MW-13 and AME-MW-18 through AME-MW-24). In addition, four exterior soil gas ports (AME-SGe-B²⁵ through AME-SGe-E) were installed between 5 feet and 10 feet bgs near the north-central portion of the Site, and one additional soil gas port (AME-SGe-F) was installed in the northwestern portion of the Site within a utility trench at a depth between 4.5 feet and 5 feet bgs. Soil and utility trench soil samples were analyzed for VOCs (including 1,4 dioxane), SVOCs, PAHs, and RCRA metals and cyanide (Weak Acid Dissociable). Surface water samples (AME-SW-1 through AME-SW-8), WTP water samples (AME-WWTP-1 through AME-WWTP-5), and/or groundwater samples were analyzed for one or more of the following: VOCs (with 1,4 dioxane), SVOCs, PAHs, dissolved RCRA metals (including thallium), PCBs (WWTP only), flashpoint (WTP only), and/or cyanide for weak acid dissociable (all water samples). Exterior soil gas (four) and utility conduit (one) vapor samples were analyzed for VOCs (only) per EPA Method TO-15.

To evaluate the potential migration of subsurface contamination through utility corridors, a total of six utility backfill samples (AME-UE-F through AME-UE-K) were collected using air knife technology from facility sewers at depths between 1.5 feet and 9 feet bgs. Five of the six samples were collected on-Site. In addition, four water samples were collected via dedicated bailers from on-Site vats/pits located northeast of the WWTP and from one “wet well” located southeast of the WWTP for waste characterization. Also, eight pond soil samples (AME-Pond-Soil-1 through AME-Pond-Soil-8) were collected from beneath the water column at depths ranging from 8 to 9 feet from the stormwater pond formerly located in the northeastern corner of the Site.

Analytical results of soil samples collected on-Site detected benzo(a)pyrene, arsenic, and thallium above their respective RSPLs. Although chromium was not speciated between trivalent chromium (chromium III) and the more toxic hexavalent chromium (chromium VI) when analyzed and detected total chromium levels exceeded the RSPL for chromium VI, available facility operation records suggest chromium VI was not used or generated as a hazardous waste. Therefore, chromium VI was determined not to be present in soil. No other constituents analyzed in soil were detected at levels above applicable RCG screening levels. Refer to Table 6, below, for a summary of soil analytical data above applicable R2 published levels.

Laboratory analysis of soil samples collected from the base of the stormwater pond formerly located near the northeastern corner of the Site detected concentrations of benz(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, dibenz(a,h)anthracene, indeno(1,2,3-cd)pyrene, arsenic, cadmium, and/or lead above applicable R2 published levels²⁶. Refer to Table 7, below, for a summary of pond soil analytical data above applicable R2 published levels.

²⁵ Soil gas point AME-SGe-A was not installed because of standing water within the “step-off” area of boring AME-22.

²⁶ Ecological sediment screening levels were deemed inappropriate for an anthropogenic stormwater structure.

TABLE 6
October 2021 Soil Concentrations Exceeding Applicable IDEM R2 Published Levels

Sample ID	Depth (feet bgs)	Contaminant Detected & Results (parts per million (ppm))		
		Arsenic	Thallium	Benz(a)pyrene
AME-SB-4	8-10	10.6	<1.1 [^]	0.214
AME-SB-7	4-6	10	1.2	0.263
AME-SB-10	8-10	15.6	<1.0	<0.0059
AME-SB-12	2-4	12.6	<1.0	3.67
AME-SB-21	0-2	8.1	1.2	<0.0292
RSPL		10	1.0	2

Notes: **bold** = above R2 Residential Soil Published Levels

[^] = laboratory detection limit was higher than its published level. Therefore, this data is inconclusive as an actual detected level.

bgs = below ground surface

TABLE 7
October 2021 Pond Soil Concentrations Exceeding Applicable IDEM R2 Published Levels

Sample ID	Contaminant Detected & Results (parts per million (ppm)) Collected from a depth of 8 feet to 9 feet below water surface							
	Benz(a)anthracene	Benzo(b)fluoranthene	Benzo(a)pyrene	Dibenz(a,h)anthracene	Indeno (1,2,3-cd)pyrene	Arsenic	Cadmium	Lead
AME- Pond – “#”								
Soil-1	59.2	95.0	68.5	14.1	40.7	108	31.4	771
Soil-2	16.4	31.4	21.2	4.34	13.2	48.2	<13E	340
Soil-3	29.1	51.2	37.1	7.34	22.4	66.8	<14.5E	423
Soil-4	6.70	11.2	7.96	1.56	4.64	14.7	4.0	105
Soil-5	130	161	127	19.6	45.7	5.7	12.1	78.7
Soil-6	1.48	3.22	2.02	0.425	1.29	5.8	1.6	39.5
Soil-8	2.15	1.75	1.52	<0.67	<0.67	48.9	14.2	339
RSPL	20	20	2	2	20	10	10	400
CSPL	200	200	20	20	200	30	100	800

Notes: **bold** = above R2 Residential Soil Published Levels

italics = above R2 Commercial Soil Published Level

E = reporting limit exceeds screening limit due to laboratory dilution/analytical limitations

Of the groundwater samples collected, 1,4-dioxane, arsenic, total chromium, and lead were detected above their respective R2 GWPLs. No other constituents analyzed in groundwater were detected at levels above applicable RCG screening levels. Refer to Table 8, below, for a summary of groundwater analytical data above applicable R2 published levels.

TABLE 8
October 2021 On Site Groundwater Concentrations
Exceeding Applicable IDEM RCG Screening Levels

ID AME- “#”	Contaminant Detected & Results (parts per billion (ppb))			
	1,4 Dioxane	Arsenic	Lead	Total Chromium
MW-02	< 3	10.3	< 10	< 10
MW-03	9.9	< 10	< 10	< 10
MW-04	< 3	11.4	11.5	< 10
MW-05	< 3	< 10	20.0	22.1
MW-07	< 3	11.2	< 10	< 10
MW-13	121	< 10	< 10	< 10
DUP	129	< 10	< 10	< 10
MW-18	< 3	11.4	< 10	< 10
MW-19	< 3	< 10	< 10	< 10
MW-21	< 3	21.6	< 10	12.7
MW-22	< 3	16.4	46	151
MW-23	< 3	14.6	< 10	< 10
GWPL	5	10	15	100

Note: **bold** = above R2 Groundwater Published Level

Of the deep exterior soil gas samples²⁷ collected, only one sample (AME-SGe-B (Block A)) detected contaminant concentrations above RSGPLs and/or CSGPLs: 1,1-DCA at 901 µg/m³ and the sample duplicate (DUP-1) at 1,290 µg/m³ and VC at 152 µg/m³ and the duplicate at 209 µg/m³. Refer to Table 9, below, for a summary of deep exterior soil gas analytical data above applicable R2 published levels.

TABLE 9
October 2021 Deep Exterior Soil Gas Concentrations Exceeding
Applicable IDEM R2 Published Levels

Contaminant Detected	Sample ID & Results (micrograms per cubic meter (µg/m ³))		Deep RSGPL	Deep CSGPL
	AME-SGe-B	DUP-1		
1,1 Dichloroethane	901	1,209	600	3,000
Vinyl Chloride	152	209	60	90

Note: **bold** = above R2 Deep Exterior Residential Soil Gas Published Levels
italics = above R2 Deep Exterior Commercial Soil Gas Published Levels
 DUP-1 = field duplicate

Eight stormwater pond surface water samples and five WWTP water samples were collected from 13 locations. The on-Site WWTP vaults/tanks were reportedly emptied of all free-standing fluids in late 2020/early 2021. However, the WWTP remained in operation after being emptied and water had re-accumulated in the vaults/tanks. A total of five water samples from the vaults/tanks located near the on-Site WWTP were collected for analysis.

²⁷ Although tentative buildings were placed on Figure 1 of this report (Document #83279477 page 15), to date, building placement has not been finalized. Therefore, building placement on Figure 1 of this investigation is strictly tentative.

Only water samples collected from the WWTP vault/tanks detected concentrations of cVOCs. No cVOCs were detected from the stormwater pond surface water samples or WWTP vaults/tanks water samples above applicable U.S. EPA Hazardous Waste Limits.

Concrete Slab Characterization Report – May 2022

As part of the former Ford facility closure process, a 2013 *Regulatory Materials Survey*²⁸ identified and quantified wastes and regulated materials remaining within the building that might require removal and/or cleaning. The 2013 survey report described sample collection from concrete slabs, roofing materials, expansion joints, window caulking, wood block, equipment wipes, and suspect asbestos containing materials (ACM). As part of the survey, a total of 156 concrete slab samples were collected throughout the facility from areas where known or suspected spills or releases had occurred. Grid sampling occurred in production areas (100-foot by 100-foot grid) and in non-production areas (approximately 350 foot by 350 foot grid), with the following analytical results above the Maximum Leachable (20x US EPA Hazardous Waste Limits), and/or the Toxic Substance Control Act (TSCA) PCB Remediation Waste Cleanup Level (High Occupancy)²⁹ of the concrete samples collected on the Site:

- Total PCBs in concrete slab samples CC-32 and CC-34 (Block B) were above the High Occupancy TSCA Screening Level of 1.0 ppm at concentrations of 3.64 ppm and 1.26 ppm, respectively.
- Total PCBs in concrete slab sample CC-67 at a concentration of 1.51 ppm (Lot 2).
- Total PCBs in concrete slab sample CC-507 (Lot 2) at a concentration of 28.7 ppm.

Following equipment removal from the former Ford facility, the Main Building was razed and the concrete slab initially left in place. The WWTP was decommissioned with the concrete structure remaining in-place to be managed by Lauth during redevelopment activities.

The purpose of the April 2022 concrete slab characterization was to delineate PCB contamination identified in the 2013 *Regulatory Materials Survey* report by collecting a total of 27³⁰ additional concrete slab samples via hammer-drill and chisel to a depth of 0.5 feet bgs at the following on-Site locations:

- 14 concrete samples were collected to further delineate areas where PCBs had been detected in 2013 including: two samples near CC-32 and CC-34 and four sample locations near CC-507.
- 13 additional concrete samples (CC-101 through CC-113) were collected across the slab from locations determined by a random number generator including:

²⁸ The 2013 *Regulatory Materials Survey* report was not available in its entirety for review by the Program.

²⁹ This level was derived from the available tables in the 2013 Conestoga-Rovers & Associates, Inc. report.

³⁰ The text of the Concrete Slab Characterization report from May 2022 indicates 26 samples were collected when 27 sample were actually collected; Concrete Core (CC-113) was identified near sample CC-32/CC-34 on Site.

CC-105, CC-106, CC-107, CC-108, CC-109, CC-110, CC-111, CC-113.

The concrete slab samples were analyzed for VOCs, SVOCs, RCRA Metals, and PCBs. All analytical results from the April 2022 event were below applicable R2 published levels. By planning the removal of the concrete surrounding CC-163 for off-Site disposal (and omitting its initial sample results from the calculation), an exposure point concentration (EPC) was calculated at the 95 percent upper confidence level (UCL) using EPA's ProUCL version 5.1. The EPC for the remaining concrete samples collected was determined to be 0.0593 ppm which is below the 1.0 ppm PCB cleanup threshold concentration. Based on a review of the data by IDEM's VRP, the areas sampled (and not planned for removal) met the exemption provided under 329 IAC 10-3-1.1 for the disposal of uncontaminated concrete.

Technical Summary

Numerous investigations and remedial activities have been conducted at the former Ford facility as part of VRP site #6141107. On-Site remediation completed under VRP oversight included:

- The 2018 excavation of approximately 821 tons of contaminated soil from Area 9. Post-excavation soil verification sampling revealed no constituents above RCG IDCSSLs.
- From June 2019 through February 2020, ERH systems (Area 1N, 1S, Areas 2DRA, 2NW, and 2S, and Area 4) were installed beneath the Main Building concrete slab and along the northwestern corner of the former metal chip shed. A total of approximately 6,721 pounds of petroleum hydrocarbons/VOCs and 7,665 gallons of LNAPL were removed from the Site.
- Eight consecutive quarters of groundwater monitoring, sewer manhole vapor sampling, sewer outfall surface water sampling, and surface water discharge sampling.
- Recordation of the Original ERC in July 2022 restricting certain land uses to be protective of human health and environment.
- Recordation of VRP's COC by Ford in August 2023.
- Issuance of the CNTS by the State of Indiana in February 2024.

The southern LNAPL/DNAPL plume remains beneath the former Main Building footprint, of which approximately 11.75-acres is estimated to be on-Site (with the balance of the plume located on Lot 1 (off-Site) and primarily containing petroleum hydrocarbons). Much of the northern 1.5-acre DNAPL/LNAPL plume is estimated to remain on Site, located below part of the former Main Building slab footprint (T-20 Bay – Main Building north wall/central area) just south of former power plant building (Block B), pump house storage and perhaps the former V-8 bay area located beneath the Main Building (Lot 2), and the former metal chip shed building (Block A). Investigations have documented commingling of the two plumes. According to GHD Services, Inc. (Ford's environmental consulting firm), multiple lines of evidence suggested the two LNAPL/DNAPL plumes were stable (not expanding) and mostly immobile prior to removal of the Main Building concrete

slab and other building foundations during redevelopment activities. Outside of certain isolated locations, the plumes were generally thought to be unrecoverable.

Groundwater analytical results from the last sampling event of the monitoring well network (1Q2022) detected concentrations of 1,4 dioxane, TCE, 1,1,2-TCA, 1,1-DCA, 1,1-DCE, 1,2-DCA, cis-1,2-DCE, and VC above their respective R2 GWPLs. To better understand groundwater impacts associated with the Site, TCE, cis-1,2 DCE, VC, 1,1,1-TCA, 1,1-DCA, and 1,4-dioxane concentrations were plotted versus time on groundwater concentration graphs which demonstrated that all identified COCs have generally decreased post remediation. In addition, analytical results from perimeter monitoring wells were below the then-applicable 2018 RCG SLs (and below current applicable R2 published levels) and addressed to the satisfaction of VRP.³¹

The release of an oily sheen was observed from the former stormwater pond which ultimately flowed to structures OS-1 and OS-2. The cause of the oily sheen was determined to be the disruption of power to a pump that controlled discharge from the former stormwater pond and into the former stormwater structures. The former stormwater pond has now been filled in, the former stormwater structures OS-1, OS-2, and the weir system structure have been removed from the former Ford facility, and the release was appropriately remediated. Future stormwater control on the Site will be gravity-fed drainage (with no electrified pump system(s)) that will comply with stormwater requirements applicable to the Site to ensure that any potential release of historical contamination through stormwater structures is mitigated.

By planning the removal of concrete surrounding concrete slab sample CC-163 (located off-Site) for off-Site disposal (and omitting its sample results from the calculation), an EPC was calculated using EPA's ProUCL version 5.1. The 95 percent UCL for the remaining concrete samples collected was determined to be below the 1.0 ppm PCB cleanup threshold concentration. Based on review of the data by IDEM's VRP, the 95 percent UCL showed the remaining concrete areas met the exemption for the disposal of uncontaminated concrete below the 1.0 ppm PCB cleanup threshold concentration.³²

Redevelopment activities led to demolition of the Main Building and removal of the Main Building concrete slab, all remaining buildings, pavement, and other changes to previous surface conditions. To eliminate direct contact exposure and contaminant migration from the remaining LNAPL and/or DNAPL on the Site, future redevelopment activities should include the replacement of effective "protective barrier(s)" including all areas not covered by buildings/drives/sidewalk(s).

While the presence of PFAS on Site would not have been identified as a REC in any of the Phase I ESAs conducted at this Site to date because PFAS were not yet

³¹ A list of contaminants of concern identified by IDEM VRP as being addressed by the Remediation Work Plan are included in the COC (Document #83424414, page 14).

³² Construction and demolition waste is solid waste from construction, remodeling, repairing, or demolition of structures. For the reuse of painted concrete, refer to IDEM's Legitimate Use of Painted Concrete Fact Sheet. 329 IAC 10-3-1 (1) states that uncontaminated rock, brick, road demolition debris, or dirt is not subject to the provision of article 10. In general, unpainted concrete would not need to be tested unless it was contaminated (i.e. painted or had obvious staining on it or perhaps was from an industrial factory).

regulated hazardous substances under CERCLA, the potential historical use of PFAS at the former Ford facility was identified as a contingent risk in the September 2022 Phase I ESA due to PFAS being emerging contaminants of concern. Three on-Site groundwater samples were collected and analyzed for PFAS in January 2022 and analytical results detected two PFAS compounds, with one (PFOA in TMW-1) above its US EPA HAL. Historical operations, including the presence of an on-Site burn pit and/or WWTP, may have contributed to potential PFAS contamination. As emerging contaminants of concern, it is possible on-Site sampling for PFAS may be required in the future.

Site ownership and regulatory screening levels have changed since the recording of the Original ERC. In addition, conditions on the Site have changed since recording of the Original ERC in conjunction with redevelopment activities including: the removal of the concrete slab and parking pavement areas, removal of all previously-existing structures and monitoring wells, construction of a new main asphalt drive (west boundary of Lot 2), construction of a new stormwater pond (south property line of Lot 2), and the expected installation of additional stormwater pond(s), new asphalt drives and/or parking areas, and concrete slabs for warehouse buildings. Therefore, the Program concluded that the Original ERC's applicability to the Site should be terminated through a *Termination of Environmental Restrictive Covenant* (Termination of ERC) and a Replacement ERC with revised land use restrictions to better reflect current Site conditions should be recorded on the new deed for the Site.

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 Owner, that:

- (1) no state or federal enforcement action at the Site is pending;³³
- (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 Owner nor an agent or employee of the Owner caused, contributed to, or knowingly exacerbated the release or threat of release of any hazardous substance or petroleum at the Site; and,
- (5) the Owner 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/or for petroleum contamination under IC §§ 13-23-13 and 13-24-1, provided the applicable statutory criteria are met.

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

³³ The Program has discussed this transaction and redevelopment with VRP staff who do not object to the agency's use of enforcement discretion as it pertains to the Owner.

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 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 Owner 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 Owner 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 Owner 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 Owner acquired the Site on August 17, 2022, after January 11, 2002 and June 30, 2009, and the disposal of hazardous substances and petroleum at the Site 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 Owner 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 Owner 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 Owner 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 Owner 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 Owner 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 Owner 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 Owner 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 Owner 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.

Recommendations

IDEM has the following recommendation regarding Site conditions:

- Properly abandon all on-Site monitoring well(s) encountered during redevelopment and/or post-redevelopment activities that have not been properly abandoned in accordance with the Indiana Department of Natural Resources (IDNR) regulation 312 IAC 13-10-2 (Permanent Abandonment of Wells) and IDEM’s “Drilling Procedures and Monitoring Well Guidelines Non-rule Policy Document (Waste-0053)”.

Reasonable Steps

As of the date of issuance of this Comfort Letter, IDEM believes the following are appropriate reasonable steps for the Owner to undertake with respect to the hazardous substances and petroleum contamination found at the Site 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:

- Execute and record the enclosed *Termination of Environmental Restrictive Covenant* (Termination of Original ERC).
- Execute and record the Replacement ERC and comply with and maintain the land use restrictions therein.
- If use of the easement parcel (#49-10-11-115-002.000-770) located on Block A of the Site changes from an electrical substation because of future redevelopment, investigate the historical electrical substation operations on the parcel in accordance with a Program-approved work plan and properly mitigate the exposure pathways to any discovered contamination.
- Upon becoming aware of such information, communicate to IDEM any newly-

obtained information about existing hazardous substance and/or petroleum contamination or any information about new (or previously unidentified) contamination. This requirement does not apply to information developed by a third party that should be separately communicated to IDEM by the third party.

Implementation of the above-mentioned reasonable step(s) 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 to ensure no inadvertent exacerbation of existing contamination found on the Site which could give rise to liability.

Institutional Control

Since levels of benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, dibenz(a,h)anthracene, indeno(1,2,3-cd)pyrene, arsenic, cadmium, lead, and/or thallium remaining in soil; and levels of 1,4 dioxane and multiple VOCs remaining in groundwater and multiple VOCs remaining in soil gas on-Site were above then-applicable RCG residential screening levels, IDEM VRP required an ERC (Original ERC) to be recorded on the deed for the former Ford facility to ensure no exposure to residual contamination. Regulatory screening levels have changed since recording of the Original ERC. In addition, conditions on the Site have changed since recording of the Original ERC in conjunction with redevelopment activities. Therefore, the Program concluded that the Original ERC's applicability to the Site should be terminated through a Termination of ERC and that a Replacement ERC, with revised land use restrictions to better reflect current Site conditions taking into account new analytical data, should be recorded on the new deed for the Site.

As a condition of the issuance and effectiveness of this letter under the Comfort and Site Status Letter Policy, the Owner must comply with the land use restrictions in the Replacement ERC, which are summarized below:

- No residential use.
- Do not extract groundwater for any purposes except for monitoring or remediation.
- No agricultural use.
- Neither engage in nor allow drilling or excavation of soil on the Site that does not comply with the approved SMP (Document #83326683, pages 1 through 17) or any SMP revision or work plan subsequently approved by IDEM. Any soil that is removed, excavated or disturbed on the Site must be conducted in accordance with the IDEM-approved SMP including all applicable requirements of IOSHA/OSHA and any soil that is removed, excavated or disturbed on the Real Estate must be managed and disposed of in accordance with all applicable federal, state laws and regulations.
- No occupancy of any commercial/industrial building(s) constructed on the Site without first completing one of the following: Option 1) Evaluate and determine through a Program-approved sampling plan, the presence or absence of the intrusion of contaminated vapor into indoor air in any newly-constructed human-

occupied commercial/industrial building(s) on the Site; or, Option 2) Install, operate and maintain a vapor mitigation system within any newly-constructed commercial/industrial building(s) on the Site under an IDEM-approved operation, maintenance and monitoring (OM&M) plan unless the Program concurs that a vapor mitigation system(s) is no longer necessary based upon achievement of applicable IDEM R2 published levels.

- Install a minimum 2-foot clean (constituents not exceeding R2 residential published levels) soil and vegetative barrier in areas not covered by buildings, parking lots, or sidewalks and maintain its/their integrity. Buildings, parking lots sidewalks, and soil capped areas will serve as a protective barrier to prevent direct contact with the underlying soil and eliminate infiltration of precipitation that could impact migration of LNAPL and/or DNAPL in the subsurface. The barrier(s) may be disturbed during redevelopment, construction, or maintenance activities if barrier-disturbance activities follow the approved SMP (and any IDEM-approved revisions) or workplans otherwise approved by IDEM and are replaced by a barrier(s) that will provide equal or better protection.
- Construction of new sewers must be sealed per industry standards in order to not cause a new release, exacerbate existing contamination or facilitate groundwater contaminant migration.
- Comply with all applicable stormwater management requirements.

Conclusion

IDEM encourages the commercial/industrial 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 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. If new areas of contamination or new contaminants are identified, the Owner 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 requirement does not apply to information developed by a third party that should be separately communicated to IDEM by the third party. 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 Owner, then IDEM reserves the right to revoke this letter and pursue any responsible parties. Furthermore, if any activities undertaken by the Owner 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. Furthermore, activities conducted at the Site subsequent to purchase that result in a new release can give rise to full liability. This letter does not constitute an assurance that the Site is safe for any particular use.

For IDEM to consider this letter effective, the enclosed Termination of ERC and Replacement ERC, which includes a copy of the Comfort Letter, must each be executed and recorded on the Site deed by the Owner in the Marion County Recorder's Office. Please return a certified copy of each of the filed documents to Tonya Keller at tokeller@ifa.in.gov or at the address listed below:

Indiana Brownfields Program
100 North Senate Avenue, Room 1275
Indianapolis, Indiana 46204
ATTN: Tonya Keller

IDEM is pleased to assist Thunderbird CC Land Partners, LLC with this commercial/industrial redevelopment project. Should you have any questions or comments, please contact Ken Coad at 317-233-8409. He can also be reached via email at: kcoad@ifa.in.gov.

Sincerely,



Brian Wolff
Assistant Commissioner
Office of Land Quality

Attachments: Tables 2 & 3, Site Map

Enclosures: Termination of ERC and Replacement ERC

cc: Ashley Green, U.S. EPA Region 5
Meredith Gramelspacher, Indiana Brownfields Program
Ken Coad, Indiana Brownfields Program
Andrew Sergeant, IDEM VRP
Kevin Davis, IDEM Remediation Services Branch
Bryant Hoffer, August Mack
Matthew Neuman, Esq., Krieg DeVault LLP
Marion County Health Department

Table 2
Ford Motor Company, Indianapolis - BFD #4201211
Reported 1986/1992 Underground Storage Tanks

UST Identification Number	Capacity (gallons)	Product Type	Location [^]	Date Closed	VFC Document Number(s)
6	6,000	Coolant/oil	Inside Bldg. East Central	11/1990 (In-place)	22984738 (Pages 111 to 116)
	12,000	Used Oil		1/1991	22984706 (Page 6)
9	6,000 (listed) (actual 1,500)	Diesel/Fuel Oil	Outside Bldg. North Central	10/1990	22984706 (Page 8)
10	6,000	Gasoline		10/1990	
11	6,000	Pump Oil		10/1990	
12	10,000	Quench Oil	Outside Bldg. East Central Wall	12/1991	22984738 (Pages 14 to 74)
13	3,000	Gasoline/Used Oil	Outside Bldg. South Wall	11/1991	
14	3,000	Gasoline/Used Oil			
15	6,000	Used Oil	Inside Bldg. East Wall	1/1991	22984706 (Page 6)
16	20,000	Soluble Oil	Inside Bldg. East Central	1/1991	
17	27,000	Cutting Oil		1/1991	
18	10,000	Test Oil	Inside Bldg. North/Northeast Third of Bldg.	5/1983	22984738 (Page 4) 22984706 (Page 25)
19	10,000	Test Oil			
20	10,000	Test Oil			
21	15,000	Power Steering Oil	Inside Bldg. Central Near North Wall	1/1991	22984706 (Page 14)
22*	15,000	Used Oil	Inside Bldg. West Property Line of Lot 2	1/1991	22984706 (Page 6)

Notes: VFC = Virtual File Cabinet Document

Bldg. = Main Manufacturing Building

[^] = All UST locations are on Lot 2 and based on the map included in the UST Notification Form (Document #22984706 page 28).

*= Based on recent property prepared for Thunderbird Commerce Center for Lot 1 and Lot 2, UST #22 appears to be located on both these lots. Therefore, UST 22 appears in both Comfort Letters prepared for Lots 1 and 2.

Table 3
Ford Motor Company, Indianapolis - BFD #4201211
Report & Document Information

Report/Document Title	Date	Source	VFC Document Number(s)
Withdrawal of Part A & B Permits from TSD/generator to generator (only)	10/24/1983 4/30/1987	EPA IDEM	83247387, 67895926
Notification for Underground Storage Tanks	4/28/1986	IDEM	22984706
Environmental Emergency Branch – Final Incident Report	5/13/1988	IDEM	60465922
LUST Incidents	10/24/1990	IDEM	22984698 Incident #9010588 (pages 5 - 6)
	10/19/1991		22984698 Incident #9111524 (pages 1 to 2)
UST Closure Report	May 1992	HRE	22984738 (pages 14 to 75)
Hazardous Waste Handler ID Report 2006	2/6/2007	IDEM	64907148
Response to IDEM Regarding LUST Incidents on Site	7/3/2015	GHD	80098641
Phase II Environmental Site Assessment	7/1/2016	GHD	80331093 (Text), 80331094 (Tables, Boring Logs), 80331102, 80331107, 80331093, 80331094, 80331095, 80331096, 80331098, 80331099, 80331116, 80331122, 80331111, 80331115, 80331118, 80331101, 80331110, 80331113, 80331114, 80331120, 80331105, 80331119, 80331121, 80331123
Remediation Work Plan (March 2017 RWP)	3/13/2017	GHD	80433520
RWP – IDEM Comments	8/18/2017	IDEM-VRP	80507513
Response to IDEM Comments of RWP	10/16/2017	GHD	80541319
IDEM Comments of GHB Letter	3/20/2018	IDEM-VRP	80630344
IDEM Approval of RWP (email) including all approved IDEM/GHB comments	6/20/2018	IDEM-VRP	82563199
Pit, Trench, and Sump Closure Process - Ford Motor Company Memo	9/5/2018	IDEM-RCRA	82644931 (page 1)
Ford facility removed from future RCRA Corrective Action	11/7/2018	IDEM RCRA	82644931 (page 2 email)
Site Status Letter	3/2/2020	IDEM-VRP	82925636
Response to 3/2/2020 IDEM Comments	4/2/2020	GHD	82942950
Emergency Response Activities Related to Stormwater	9/25/2020	GHD	83070539
Conceptual Site Model for the Northwest Portion of the Property	10/2020	GHD	83053844
Eliminate Contaminant Discharge to Surface Waters	10/27/2020	IDEM	83063920
Conceptual Site Model for the Northwest Portion of the Property (Comments)	12/1/2020	IDEM-VRP	83077580
Response to IDEM Comments dated 10/27/2020	12/9/20	GHD	83081584

Notes: HRE = Heritage Remediation/Engineering, Inc.

GHD = GHD Services Inc.

IDEM = Indiana Department of Environmental Management

TSD = Transporter/Storage/Disposal

EPA = Environmental Protection Agency

VFC = Virtual File Cabinet Document

VRP = Voluntary Remediation Program

**Table 3 (Cont.)
Ford Motor Company, Indianapolis - BFD #4201211
Report & Document Information**

Report/Document Title	Date	Source	VFC Document Number(s)
1 st through 7 th Groundwater Monitoring Events (2Q2020 through 4Q2021)	5/2020 through 12/2021	GHD	83082615, 83091261, 83098616, 83139382, 83196673, 83239303, 83273864
Quarterly Progress Report – Stormwater	4Q2020-1Q2021	GHD	83103873, 83150476
Remediation Work Plan (January 2021)	1/25/2021	GHD	83099324 (RWP Report), 83099325 (Lab), 83099327(Lab), 83099331(Lab), 83099334 (Lab), 83129725 (page 4 - 326 Revised QAPP)
Sanitary Sewer Vapor Results	4/2020 (Tables only) to 7/2021	GHD	83125077 (1/2021), 83142190 (2/2021), 83163849 (3/2021), 83162015 (4/2021), 83182155 (5/2021), 83182158 (6/2021), 83218701 (7/2021)
Remediation Work Plan Addendum 2021-Comments (from IDEM)	3/25/21	IDEM	83136021
Remediation Work Plan Addendum 2021-Comments (from GHB)	6/23/2021	GHD	83174305
Storm Sewer Evaluation and Sealing Report	6/30/2021	GHD	83177038
Industrial/Hazardous Inspection Report & Return to Compliance Letter	10/29/2021, 12/01/2021	IDEM	83235123, 83249576
Stormwater Outfall OS-2 Sampling Summary Report	2/3/2022	GHD	83279483
RWP 2 Addendum No. 2 - Updated Response to IDEM Comments Letter Dated 3/25/2021 & Summary of Supplemental Activities	2/21/2022	GHD	83285704
IDEM Monthly Summary Requests	10/2020 thru 6/2022	GHD	83066743, 83077970, 83094399, 83124478, 83142636, 83155778, 83172305, 83186747, 83206393, 83221505, 83230244, 83250046, 83253495, 83273969, 83283611, 83292452, 83303506, 83314888, 83303506, 83333757, 83348061
Remediation Work Plan Technical Approval Letter	3/28/2022	IDEM	83296904
Soil Management Plan (SMP) Stormwater Management Plan (SWMP)	6/3/2022	GHD	83326683 (pages 1 through 17) 83326683 (pages 18 through 39)
SMP & SWMP Approval Letter	6/8/2022	IDEM	83328473
Concrete Slab Characterization (Approval) Letter	6/20/2022	IDEM	83332892
Remediation Completion Report (8 th Quarter of Groundwater Monitoring Event on pages 32-2524)	7/22/2022	GHD	83349829

Notes: VFC = Virtual File Cabinet Document

GHD = GHD Services Inc.

IDEM = Indiana Department of Environmental Management

VRP = Voluntary Remediation Program

**Table 3 (Cont.)
Ford Motor Company, Indianapolis - BFD #4201211
Report & Document Information**

Report/Document Title	Date	Source	VFC Document Number(s)
Monthly Inspection Reports	10/2020 through 7/2022	GHD	83066743, 83077970, 83094399, 83107311, 83124478, 83142636, 83155778, 83172305, 83186747, 83206393, 83221505, 83230244, 83250046, 83253495, 83273969, 83283611, 83292452, 83314888, 83303506, 83333757, 83348061
Monitoring Well Closure Logs	9/1/2022	GHD	83398800
Emergency Response - Concrete Dust Complaint Incident #104016	10/12/2022	IDEM	83390716
Completion Report Approval	12/12/2022	IDEM	83401816
Certificate of Completion	2/1/2023	IDEM	83424414
Groundwater Monitoring Well Abandonment Records	2/16/2023	GHD	83439960
Recordation of Certification of Completion	8/24/2023	Ford	83529080
Covenant Not To Sue	2/2/2024	IDEM	83594125

Notes: VFC = Virtual File Cabinet Document

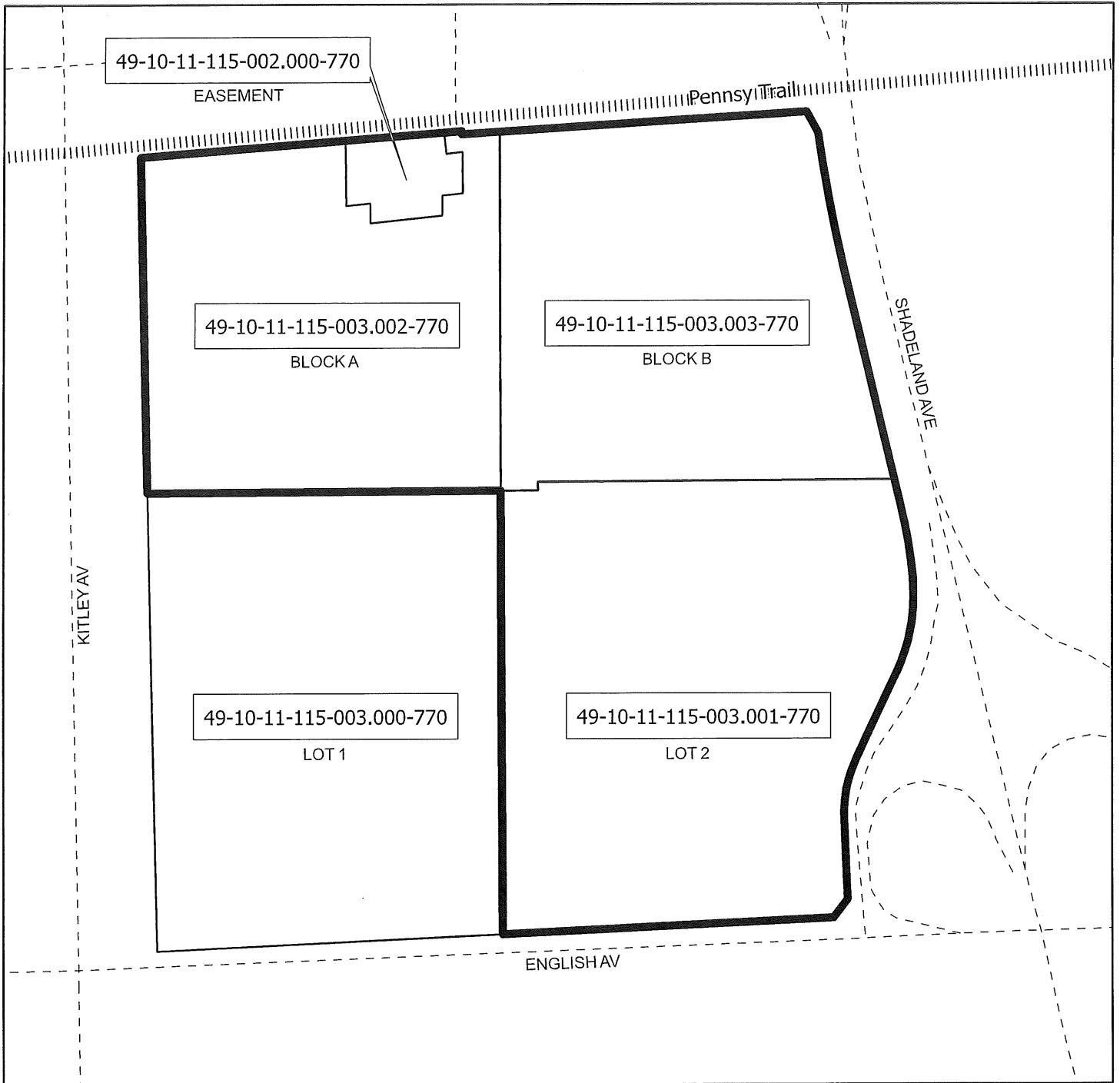
GHD = GHD Services Inc.

IDEM = Indiana Department of Environmental Management

VRP = Voluntary Remediation Program

Ford = Ford Motor Company

Indiana Brownfields Program Number 4201211 - Site Map







Mapped By: Vickey Robinson, GIS & Digital Services Specialist, Indiana Brownfields Program, June 06, 2023

Site: Lot 2 and Blocks A & B – Thunderbird Commerce Center
 Instrument Number – A202200090561, Recorded 8/11/2022
 49-10-11-115-003.002-770 49-10-11-115-002.000-770
 49-10-11-115-003.003-770 49-10-11-115-003.001-770

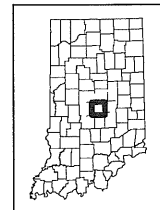
PLSS Info: Section 11, T15N, R4E, Warren Township, Marion County, Indiana

Property Info: NW corner Shadeland Ave & English Ave, Indianapolis, Indiana

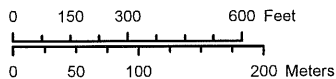
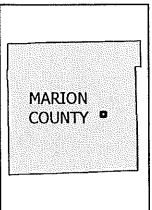
Disclaimer: This Map is intended to serve as an aid in graphic representation only. This information is not warranted for accuracy or other purpose.

 SITE	 STREET
 PARCEL	 PENNSY TRAIL

Marion County



Project Area



Environmental Restrictive Covenant

THIS ENVIRONMENTAL RESTRICTIVE COVENANT is made this ____ day of _____, 202__, by Thunderbird CC Land Partners, LLC ("Owner").

WHEREAS: Owner is the fee owner of certain real estate in the County of Marion, Indiana, which is located at 305 (Block A), 405 (Block B), and 429 (Lot 2) Fintail Drive in Indianapolis 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 August 17, 2022, and recorded on August 24, 2022, as Deed Record A202200095455, in the Office of the Recorder of Marion County, Indiana. The Real Estate consists of approximately 109.987 acres and is identified by the State by parcel identification numbers 49-10-11-115-003.001-770, 49-10-11-115-003.002-770, 49-10-11-115-002.000-770, and 49-10-11-115-003.003-770. 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 to address the redevelopment potential of the Real Estate which is a portion of a brownfield site resulting from a release of hazardous substances and petroleum contamination relating to historical operations on the Real Estate, Program site number BFD #4201211 and a portion of IDEM Voluntary Remediation Program ("VRP") site #6141107.

WHEREAS: The Comfort Letter, as approved by the Department, provides that certain contaminants of concern ("COCs") remain in soil, groundwater, and/or soil gas on the Real Estate following remediation activities 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 in soil, groundwater, and/or exterior soil gas are 1,4-dioxane, trichloroethene ("TCE"), 1,1,1 trichloroethane (1,1,1 TCA), 1,1,2-trichloroethane ("1,1,2-TCA"), 1,1-dichloroethane ("1,1-DCA"), 1,1-dichloroethene ("1,1-DCE"), 1,2-dichloroethene ("1,2-DCE"), cis-1,2-dichloroethene ("cis-1,2-DCE"), vinyl chloride, dibenz(a,h)anthracene, benzo(a)pyrene, benz(a)anthracene, benzo(b)fluoranthene, indeno(1,2,3-cd)pyrene, arsenic, cadmium, thallium, and/or lead on and/or in the immediate vicinity of the Real Estate.

WHEREAS: Soil, groundwater, soil gas, and/or conduit vapor on the Real Estate and the larger facility of which the Real Estate was formerly part were sampled under the direction of the Department's VRP for volatile organic compounds ("VOCs"), semi-volatile organic compounds ("SVOCs"), Resource, Conservation and Recovery Act ("RCRA") metals plus antimony, beryllium, copper, nickel, selenium, thallium, zinc, and/or cyanide, pesticides,

herbicides, and/or polychlorinated biphenyls ("PCBs"). Analytical results indicate that a number of COCs remain in soil, soil gas, and/or groundwater on the Real Estate above published levels established by IDEM in the *Risk-based Closure Guide* ("R2") (July 8, 2022 and applicable revisions). Of the COCs remaining on the Real Estate, arsenic, thallium, benzo(a)pyrene, benz(a)anthracene, benzo(b)fluoranthene, indeno(1,2,3 cd)pyrene, dibenz(a,h)anthracene, cadmium, and lead remain in soil; 1,4-dioxane, TCE, 1,1,1-TCA, 1,1,2-TCA, 1,1-DCA, 1,1-DCE, 1,2-DCA, cis-1,2-DCE, and vinyl chloride remain in groundwater; and 1,1 DCA and vinyl chloride remain in soil gas. Soil, soil gas, and groundwater analytical results above applicable R2 published levels are summarized on Tables 1, 2, 3, 4, and 5 attached hereto as **Exhibit "D"**. A site map, attached hereto as **Exhibit "E"**, depicts sample locations on the Real Estate at which the COCs were detected in soil, groundwater, and/or soil gas above applicable R2 published levels.

WHEREAS: The Real Estate was subject to an environmental restrictive covenant ("Original ERC") recorded on July 21, 2022, as Instrument Number A202200081640, in conjunction with issuance of a Certificate of Completion and Covenant Not to Sue issued by the Department's Voluntary Remediation Program ("VRP") project #6141107. The Original ERC established certain restrictions and/or obligations on the Real Estate and its future use to ensure the protection of public health, safety or welfare and the environment due to the presence of chlorinated volatile organic compound ("cVOC") contamination in soil, groundwater, and soil gas relating to the historical operations on or in the vicinity of the Real Estate (a portion of Brownfield Site #4201211).

WHEREAS: Ownership of the Real Estate and regulatory screening levels changed since recording of the Original ERC. In addition, conditions changed on the Real Estate since recording of the Original ERC in conjunction with redevelopment activities that have included the removal of a concrete building slab and parking pavement areas, removal of all previously-existing structures and monitoring wells, construction of a new asphalt drive, and construction of at least one new stormwater pond. Therefore, the Program concluded that the Original ERC's applicability to the Real Estate could be terminated through a Termination of ERC (that was recently recorded) and that this Replacement ERC, with revised land use restrictions that better reflect current site conditions, should be recorded on the deed for the Real Estate to ensure the protection of public health, safety or welfare and the environment.

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: <https://www.in.gov/idem/legal/public-records/virtual-file-cabinet/>.

NOW THEREFORE, Thunderbird CC Land Partners, LLC subjects the Real Estate to the following restrictions and provisions, which shall be binding on Thunderbird CC Land

Partners, LLC and all future owners:

I. RESTRICTIONS

1. Restrictions. The Owner and all future owners:

- (a) Shall not use or allow the use of the Real Estate for residential purposes, including, but not limited to, daily childcare facilities or educational facilities for children (e.g., daycare centers or K-12 schools).
- (b) Shall not use the Real Estate for any agricultural use.
- (c) Shall neither engage in nor allow drilling or excavation of soil on the Real Estate that does not comply with the Department-approved soil management plan ("SMP") (VFC #83326683 pages 1 to 17), any Department-approved revision thereto, or any other work plan subsequently approved by the Department. Any proposed work plan outside the scope of the SMP must be submitted to the Department for approval at least sixty (60) days prior to beginning work. Any removal, excavation or disturbance of soil from the Real Estate must be conducted in accordance with a Department-approved SMP including all applicable requirements of IOSHA/OSHA and any soil that is removed, excavated or disturbed on the Real Estate must be managed and disposed of in accordance with all applicable federal and state laws and regulations.
- (d) (i) Shall not occupy any commercial/industrial building(s) constructed on the Real Estate without first completing, or allowing a third party to complete, one of the following: Option 1) Evaluate and determine through a Program-approved sampling plan, the presence or absence of the intrusion of contaminated vapor into indoor air ("vapor intrusion") in any newly-constructed human-occupied commercial/industrial building(s) on the Real Estate; or, Option 2) Install, operate and maintain a 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 the IDEM R2 within any newly-constructed commercial/industrial 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 R2 commercial subslab published levels ("CSSPLs") and/or commercial indoor air published levels ("CIAPLs"), based upon commercial/industrial use of the Real Estate or site-specific remediation objectives approved by the Department.

(ii) If Option 2 is selected from (d)(i) above, a detailed work plan must be submitted and approved by the Program outlining activities to be completed to evaluate vapor intrusion risk and to determine the effectiveness of any operating vapor mitigation system(s) after occupancy using an operation, maintenance, and monitoring ("OM&M") plan approved by the Program.

Following Program approval, operate and maintain, or allow a third party to operate and maintain, the vapor mitigation system(s) for the purpose of mitigating the COCs potentially impacting indoor air in any human-occupied newly-constructed commercial/industrial building(s) on the Real Estate per the IDEM R2 until the Department a) concurs that a vapor mitigation system(s) is no longer necessary based upon demonstrated achievement under an Program-approved sampling work plan of the applicable IDEM R2 CSSPLs and/or CIAPLs and/or site-specific remediation objectives approved by the Department; and, b) makes a determination regarding acceptable risk under Paragraph No. 9 of this Covenant. The Department's determination in concert with Paragraph No. 9 shall not be unreasonably withheld. If the vapor intrusion mitigation system(s) malfunction(s) or cease(s) operation, the Department shall afford the Owner, or a third party responsible for system operation, 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.

- (e) 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.
- (f) Shall install a minimum 2-foot clean (constituents not exceeding R2 residential published levels) soil and vegetative barrier in areas not covered by buildings, parking lots, or sidewalks and maintain its/their integrity. Buildings, parking lots sidewalks, and soil capped areas will serve as a protective barrier to prevent direct contact with the underlying soil and eliminate infiltration of precipitation that could impact migration of light non-aqueous phase liquid ("LNAPL") and/or dense non-aqueous phase liquid ("DNAPL") in the subsurface. The barrier(s) may be disturbed during redevelopment, subsequent construction, or maintenance activities if barrier-disturbance activities follow the approved SMP (and any Department-approved revisions) or workplans otherwise approved by the Department and are replaced by a barrier(s) that will provide equal or better protection.
- (g) Shall seal sewers newly-constructed on the Real Estate per industry standards in order to not cause a new release, exacerbate existing contamination or facilitate groundwater contaminant migration.
- (h) Shall comply with all regulations applicable to stormwater management on the Real Estate.

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 MARION 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 Marion 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:

Thunderbird CC Land Partners, LLC
10 West Carmel Drive, Suite 100
Carmel, IN 46032
ATTN: Ryan G. Thomas

To Department:

Indiana Brownfields Program
100 N. Senate Avenue, Rm. 1275
Indianapolis, Indiana 46204
ATTN: Ken Coad

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.

ACKNOWLEDGMENT BY A NOTARY

IN WITNESS WHEREOF, Thunderbird CC Land Partners, LLC, the said Owner of the Real Estate described above has caused this Environmental Restrictive Covenant to be executed on this _____ day of _____, 20____.

Thunderbird CC Land Partners, LLC

Printed Name of Signatory

STATE OF _____)
) SS:
COUNTY OF _____)

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

Witness my hand and Notarial Seal this ____ day of _____, 20____.

_____, Notary Public
Residing in _____ County, _____

My Commission Expires:

This instrument prepared by:

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

Special Warranty Deed for the Real Estate

JOSEPH P. O'CONNOR
MARION COUNTY ASSESSOR
Aug 23 2022 PM 03:26
DULY ENTERED FOR TAXATION
SUBJECT TO FINAL ACCEPTANCE
FOR TRANSFER
E-025942060 LH

A202200095455

08/24/2022 07:07 AM
KATHERINE SWEENEY BELL
MARION COUNTY IN RECORDER
FEE: \$ 35.00
PAGES: 5
By: ER

JR

SPECIAL WARRANTY DEED

THIS INDENTURE WITNESSETH, that **FORD MOTOR COMPANY**, a Delaware corporation, with an address of 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126 ("**Grantor**"), CONVEYS AND SPECIALLY WARRANTS to **THUNDERBIRD CC LAND PARTNERS, LLC**, an Indiana limited liability company, with an address of 10 West Carmel Drive, Suite 100, Carmel, Indiana 46032 ("**Grantee**"), for and in consideration of Ten Dollars (\$10.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, the real estate in the City of Indianapolis, County of Marion, in the State of Indiana described on Exhibit "A" attached hereto and made a part hereof (the "**Property**");

This conveyance is made, and the Property, is subject only to all matters described on Exhibit "B" attached hereto.

TO HAVE AND TO HOLD the Property, together with all rights and appurtenances to the same belonging, unto Grantee and unto its successors and assigns forever. Grantor hereby covenants that it and its successors shall and will warrant and defend the title to the Property unto Grantee and to its successors and assigns forever, against the lawful claims of all persons claiming to title or asserting claims affecting title to the Property by, through or under Grantor, but none other.

The undersigned person executing this deed on behalf of Grantor represents and certifies that he/she is a duly authorized officer of Grantor and has been fully empowered to execute and deliver this deed.

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL RESTRICTIVE COVENANT, DATED JUNE 15, 2022, RECORDED IN THE OFFICE OF THE RECORDER OF MARION COUNTY ON JULY 21, 2022, INSTRUMENT NUMBER (or other identifying reference) A202200081640 IN FAVOR OF AND ENFORCEABLE BY THE INDIANA DEPARTMENT OF ENVIRONMENTAL MANAGEMENT.

[Remainder of Page Intentionally Left Blank.]

15899294 v6

Marion County Assessor
Aug 23 2022
Received If

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed as of this 17 day of August, 2022.

GRANTOR:

FORD MOTOR COMPANY, a Delaware corporation

By: Ford Motor Land Development Corporation
Its: Authorized Subsidiary and Agent

By: *Jeffrey Lynch*
Name: Jeffrey Lynch
Title: Vice President

STATE OF MICHIGAN)
) SS.
COUNTY OF Wayne)

BEFORE ME, a Notary Public in and for said County and State, appeared Jeffrey Lynch, the Vice President of Ford Motor Land Development Corporation, the Authorized Subsidiary and Agent of Ford Motor Company, a Delaware corporation, who acknowledged he did sign the foregoing instrument on behalf of said corporations and that the same is his free act and deed both individually and as such officer and the free act and deed of said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29 day of July 2022.

ELLEN ROSE DARCA
NOTARY PUBLIC - STATE OF MICHIGAN
COUNTY OF OAKLAND
My Commission Expires May 25, 2027
Acting in the County of Wayne

Ellen Rose Darca
Notary Public
My commission expires: May 25, 2027

This instrument was prepared by Alexis Woodworth of Benesch, Friedlander, Coplan and Aronoff LLP.

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

EXHIBIT A

Legal Description

Block A, Block B, and Lot 2, "Final Plat of Thunderbird Commerce Center", recorded August 11, 2022 as Instrument No. A202200090561, in the Office of the Marion County, Indiana, Recorder.

EXHIBIT B

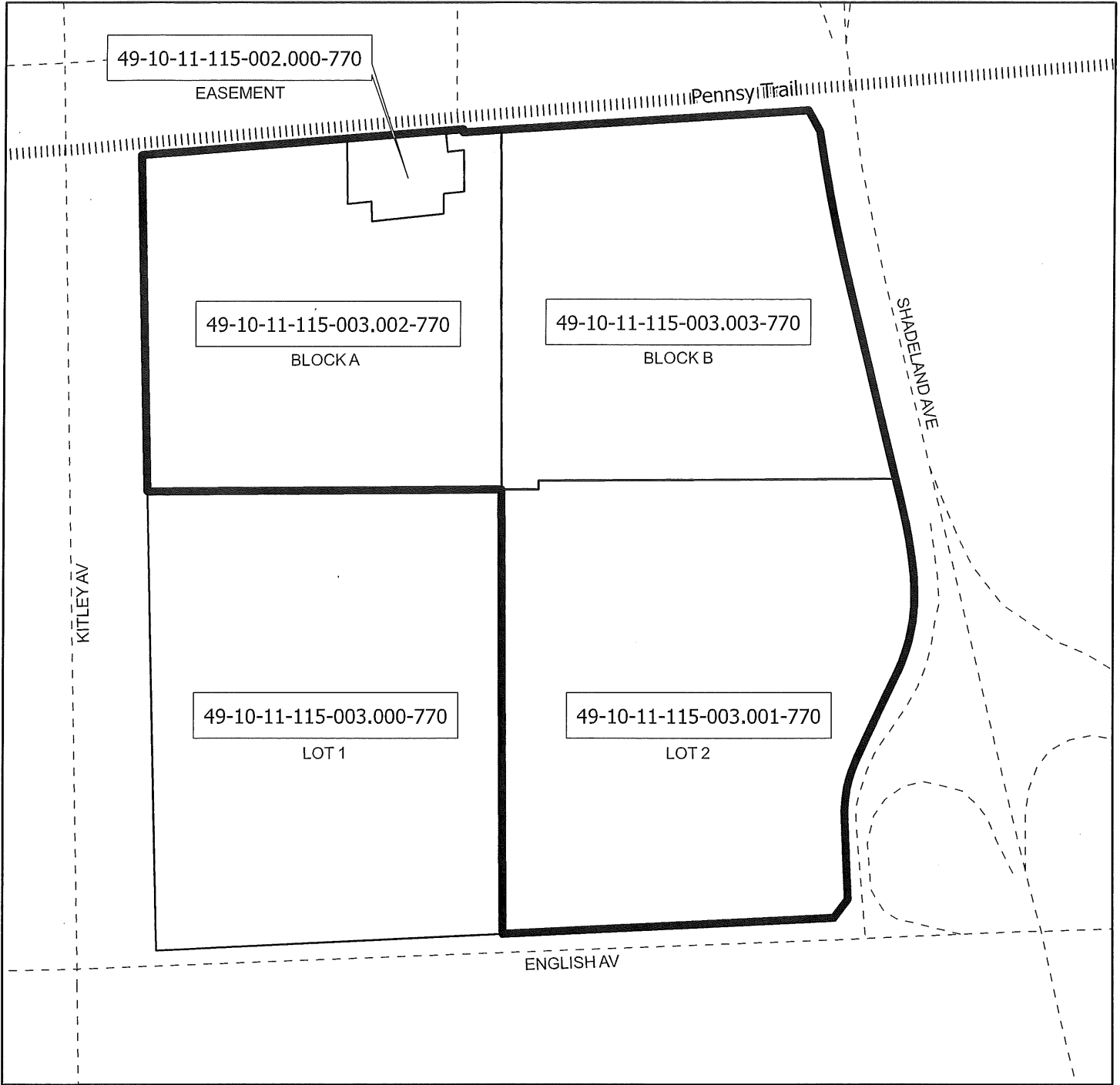
Permitted Exceptions

1. Applicable zoning, subdivision, building and other land use laws and regulations;
2. All matters, whether or not of record, that arise out of the actions of Grantee or its agents, representatives or contractors;
3. The lien of real estate taxes and assessments not yet due and payable; and
4. All other matters shown on or referenced in the ALTA Owner's pro forma for Amrock's File No. C000124729 or as would be disclosed by a physical inspection of the Property or an ALTA "as-built" survey of the Property.

EXHIBIT B

Map of the Real Estate

Indiana Brownfields Program Number 4201211 - Real Estate



Mapped By: Vickey Robinson, GIS & Digital Services Specialist, Indiana Brownfields Program, September 05, 2023

Real Estate: Lot 2 and Blocks A & B – Thunderbird Commerce Center
 Instrument Number – A202200090561, Recorded 8/11/2022
 49-10-11-115-003.002-770 49-10-11-115-002.000-770
 49-10-11-115-003.003-770 49-10-11-115-003.001-770

PLSS Info: Section 11, T15N, R4E, Warren Township, Marion County, Indiana

Property Info: NW corner Shadeland Ave & English Ave, Indianapolis, Indiana

Disclaimer: This Map is intended to serve as an aid in graphic representation only. This information is not warranted for accuracy or other purpose.

REAL ESTATE STREET
 PARCEL PENNSY TRAIL

Marion County



Project Area

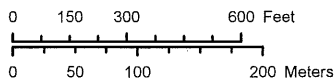
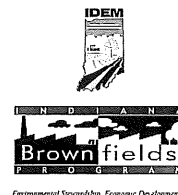


EXHIBIT C

Copy of the Comfort Letter

EXHIBIT D

TABLE 1

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211
November 2020 Groundwater Concentrations Exceeding Applicable IDEM R2 Published Levels

TABLE 2

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211
October 2021 Soil Concentrations Exceeding Applicable IDEM R2 Published Levels

TABLE 3

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211
October 2021 Pond Soil Concentrations Exceeding Applicable IDEM R2 Published Levels

TABLE 4

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211
October 2021 Deep Exterior Soil Gas
Concentrations Exceeding Applicable IDEM R2 Published Levels

TABLE 5

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211
1Q2022 Groundwater Concentrations Exceeding Applicable IDEM RCG Screening Levels

TABLE 1

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211

November 2020 Groundwater Concentrations Exceeding Applicable IDEM R2 Published Levels

Sample ID	Contaminant Concentrations (parts per billion (ppb))	
	Vinyl Chloride	
CEC-MW-3	20.2	
CEC-MW-6D	2.46	
GWPL	2	

Note: **bold** = above R2 Groundwater Published Level

TABLE 2

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211

October 2021 Soil Concentrations Exceeding Applicable IDEM R2 Published Levels

Sample ID	Depth (feet bgs)	Contaminant Detected & Results (parts per million (ppm))		
		Arsenic	Thallium	Benzo(a)pyrene
AME-SB-4	8-10	10.6	<1.1 [^]	0.214
AME-SB-7	4-6	10	1.2	0.263
AME-SB-10	8-10	15.6	<1.0	<0.0059
AME-SB-12	2-4	12.6	<1.0	3.67
AME-SB-21	0-2	8.1	1.2	<0.0292
RSPL		10	1.0	2

Notes: **bold** = above R2 Residential Soil Published Levels

[^] = laboratory detection limit was higher than its published level. Therefore, this data is inconclusive as an actual detected level.

bgs = below ground surface

TABLE 3

Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211

October 2021 Pond Soil Concentrations Exceeding Applicable IDEM R2 Published Levels

Sample ID	Contaminant Detected & Results (parts per million (ppm)) Collected from a depth of 8 feet to 9 feet below water surface							
	Benzo(a)-anthracene	Benzo(b)-fluoranthene	Benzo(a)-pyrene	Dibenz(a,h)-anthracene	Indeno-(1,2,3-cd)pyrene	Arsenic	Cadmium	Lead
AME- Pond - "#"								
Soil-1	59.2	95.0	68.5	14.1	40.7	108	31.4	771
Soil-2	16.4	31.4	21.2	4.34	13.2	48.2	<13E	340
Soil-3	29.1	51.2	37.1	7.34	22.4	66.8	<14.5E	423
Soil-4	6.70	11.2	7.96	1.56	4.64	14.7	4.0	105
Soil-5	130	161	127	19.6	45.7	5.7	12.1	78.7
Soil-6	1.48	3.22	2.02	0.425	1.29	5.8	1.6	39.5
Soil-8	2.15	1.75	1.52	<0.67	<0.67	48.9	14.2	339
RSPL	20	20	2	2	20	10	10	400
CSPL	200	200	20	20	200	30	100	800

Notes: **bold** = above R2 Residential Soil Published Levels

italics = above R2 Commercial Soil Published Level

E = reporting limit exceeds screening limit due to laboratory dilution/analytical limitations

TABLE 4
October 2021 Deep Exterior Soil Gas
Concentrations Exceeding Applicable IDEM R2 Published Levels

Contaminant	Contaminant Concentration (micrograms per meter cubed (µg/m ³))		RSSPL
	Sample ID		
	AME-SGe-B	DUP-1	
1,1-Dichloroethane	901	1,209	600
Vinyl Chloride	152	209	60

Note: **bold** = above R2 deep exterior/utility conduit published levels
DUP-1 = field duplicate

TABLE 5
Ford Motor Company-Blocks A & B & Lot 2, Indianapolis - BFD #4201211
1Q2022 Groundwater Concentrations Exceeding Applicable IDEM RCG Screening Levels

Contaminant Detected	Sample Location & Results (parts per billion (ppb))							GWPLs
	MW-V8isR	MW-H12sR#	MW-R12di	MW-X14sR	MW-M16sR#	MW-R18sR	MW-T20GisR	
1,4 Dioxane	413	20	52	33.1	2.2/2.3	4,500	200	5
Trichloroethene	66.1	<1.0	<1.0	<5.0	39.3/41.3	<1.0	<1.0	5
1,1,1-Trichloroethane	1,140	<1.0	1.2	<5.0	<5.0/5.0	17.0	<1.0	200
1,1,2-Trichloroethane	10.4	<5.0	<5.0	25[^]	<25[^]/25[^]	1.3*	<5.0	5
1,1-Dichloroethane	3,910	4.7	0.71*	46.3	1.9*/1.3*	614	75.2	30
1,1-Dichloroethene	837	<1.0	<1.0	<5.0	8.4/8.9	1.1	<1.0	7
1,2-Dichloroethane	6.8	<1.0	<1.0	<5.0	<5.0	4.8	<1.0	5
cis-1, 2-Dichloroethene	294	17.1	<1.0	<5.0	558/532	24.7	250	70
Vinyl Chloride	369	19.3	<1.0	2.2*	451/425	81.8	1,630	2

Notes: **bold** = above R2 Groundwater Published Level

[^] = laboratory detection limits were higher than the applicable R2 published levels; and, therefore, this data is inconclusive as an actual detected level

* = indicates an estimated value and the presence of compound but the results are less than the quantification limit, but greater than zero

= nearby off Site (Lot 1) monitoring well

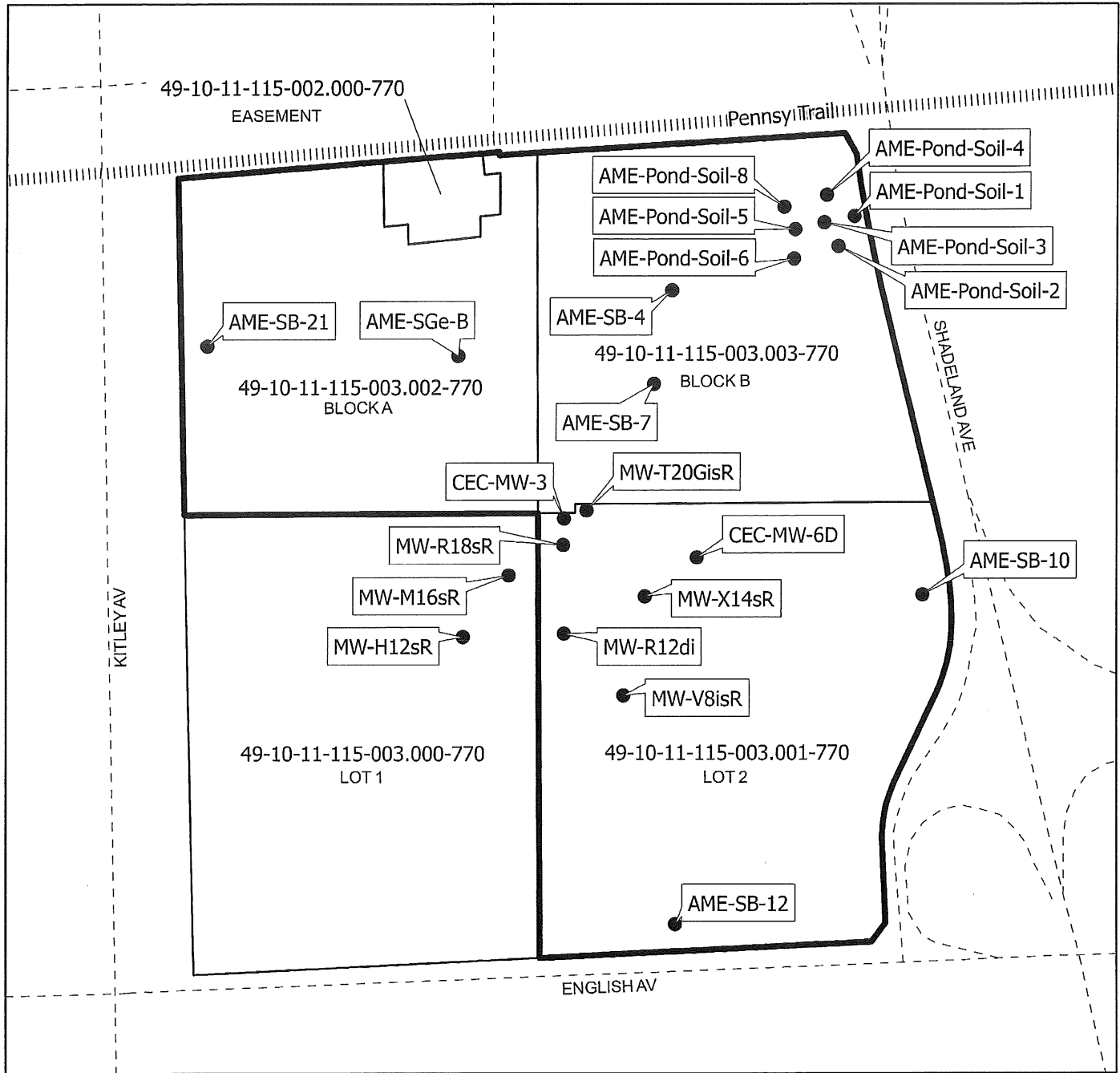
= sample concentration/duplicate concentration/duplicate concentration

EXHIBIT E

***Ford Motor Company-Blocks A & B & Lot 2, Indianapolis BFD #4201211
Site Map Depicting Sampling Locations At Which
COCs Were Detected Above Applicable IDEM R2 Published 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.

BFD 4201211- Site Map Depicting Sample Location Where COCs Were Detected Above Applicable IDEM Risk-Based Closure Guide (R2) Published Levels



Mapped By: Vickey Robinson, GIS & Digital Services Specialist, Indiana Brownfields Program, November 6, 2023

Real Estate: Lot 2 and Blocks A & B – Thunderbird Commerce Center
Instrument Number – A202200090561, Recorded 8/11/2022
49-10-11-115-003.002-770 49-10-11-115-002.000-770
49-10-11-115-003.003-770 49-10-11-115-003.001-770

Sample Info: Sample Locations are based on "Figure 1 - Site Plan" from Phase II Subsurface Investigation by August Mack, dated December 1, 2021, "Phase II ESA Test Pit & Sample Locations" from Phase II Environmental Site Assessment Report by Civil & Environmental Consultants, Inc, dated January 18, 2021, and "Figure 1.2 - Site Plan" dated May 2022 by GHD


PLSS Info: Section 11, T15N, R4E, Warren Township, Marion County, Indiana


Property Info: NW corner Shadeland Ave & English Ave, Indianapolis, Indiana

Disclaimer: This Map is intended to serve as an aid in graphic representation only. This information is not warranted for accuracy or other purpose.


- SAMPLE LOCATION - - - STREET
- ▭ REAL ESTATE ||||| PENNSY TRAIL
- ▭ PARCEL

Marion County



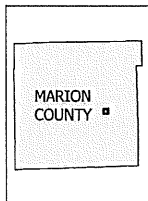


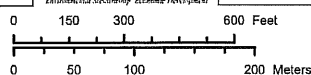
INDIANA



Environmental Stewardship. Economic Development.

Project Area





0 150 300 600 Feet
0 50 100 200 Meters

Cross Reference: Instrument No. A202200095455 and A202200081640

TERMINATION OF ENVIRONMENTAL RESTRICTIVE COVENANT

THIS TERMINATION of Environmental Restrictive Covenant (“ERC”) is made this _____ day of _____, 20____, by Thunderbird CC Land Partners, LLC (“Owner”) with the approval of the Indiana Department of Environmental Management (“IDEM”).

I. Recitals

A. Owner is the fee owner of certain real estate in the County of Marion Indiana, which is located at 305 (Block A), 405 (Block B), and 429 (Lot 2) Fintail Drive, Indianapolis, Indiana, and is more particularly described in the attached legal description designated as **Exhibit “A”** (the “Real Estate”). The Real Estate was acquired by deed on August 17, 2022 and recorded on August 24, 2022 as Instrument Number A202200095455 in the Office of the Recorder of Marion County, Indiana. The Real Estate consists of approximately 109.987 acres and is also identified by parcel identification numbers 49-10-11-115-003.001-770, 49-10-11-115-003.002-770, 49-10-11-115-002.000-770, and 49-10-11-115-003.003-770.

B. The Real Estate is subject to an ERC (“Original ERC”) recorded on July 21, 2022, as Instrument Number A202200081640, in conjunction with issuance of a Certificate of Completion issued by the Department’s Voluntary Remediation Program (“VRP”) project #6141107. The Original ERC established certain restrictions and/or obligations on the Real Estate and its future use to ensure the protection of public health, safety or welfare and the environment due to the presence of chlorinated volatile organic compound (“cVOC”) contamination in soil, groundwater, and soil gas relating to the historical operations on or in the vicinity of the Real Estate (Brownfield Site #4201211).

C. Paragraph 10 of the Original ERC provides that, if any owner desires to terminate the Original ERC, the person shall obtain the Department’s prior written approval.

D. Ownership of the Real Estate and regulatory screening levels have changed since recording of the Original ERC. Screening levels have been revised under IDEM’s *Risk-based Closure Guide* (“R2”) (July 8, 2022 and applicable revisions). In addition, conditions on the Real Estate have changed since recording of the

Original ERC in conjunction with redevelopment activities including construction of a new asphalt drive, construction of a new stormwater pond(s), and the expected installation of new asphalt drives and/or parking areas, and concrete slabs for warehouse buildings. Therefore, the Program concluded that the Original ERC's applicability to the Real Estate should be terminated through a Termination of ERC and that a Replacement ERC with revised land use restrictions to better reflect current site conditions should be recorded on the new deed for the Real Estate.

II. Termination of Original ERC

- A. Owner desires to terminate the Original ERC described in Section I, Paragraph B of this instrument.
- B. The Original ERC described in Section I, Paragraph B of this instrument is superseded by the ERC recorded on _____, as Instrument Number _____.
- C. After approval and signature by IDEM, Owner shall record this Termination of ERC with the Office of the Recorder of Marion County and provide a copy to IDEM within 30 days of recording.
- D. This Termination of ERC is effective when signed by the parties.

III. Approval

Pursuant to the terms of Paragraph 10 of the Original ERC, IDEM has reviewed and approves the Termination of ERC.

IV. Authorization

The undersigned persons executing this Termination of ERC on behalf of Owner and IDEM represent and certify that they are empowered and duly authorized by their respective entities to execute this document. The undersigned person on behalf of the Owner further represents and certifies that Owner is the current owner of the Real Estate. Owner hereby attests to the accuracy of the statements in this document and all attachments.

INDIANA DEPARTMENT OF ENVIRONMENTAL MANAGEMENT

This Termination of ERC is approved this _____ day of _____, 20____, by IDEM.

By: Andrea Robertson Habeck

Printed: Andrea Robertson Habeck

Title: Technical Staff Coordinator

ACKNOWLEDGMENT BY A NOTARY FOR IDEM

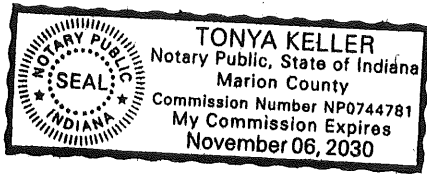
STATE OF Indiana)

) SS:

COUNTY OF Marion)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Andrea Robertson Habeck, of the Indiana Department of Environmental Management, Technical Staff Coordinator, who acknowledged the execution of the foregoing instrument for and on behalf of said entity.

Witness my hand and Notarial Seal this 18th day of June, 2024.



Tonya Keller
Tonya Keller, Notary Public
Residing in Marion County, IN

My Commission Expires:

November 6, 2030

This instrument prepared by:

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

LEGAL DESCRIPTION OF REAL ESTATE

EXHIBIT A

Legal Description

Block A, Block B, and Lot 2, "Final Plat of Thunderbird Commerce Center", recorded August 11, 2022 as Instrument No. A202200090561, in the Office of the Marion County, Indiana, Recorder.