

**FIVE-YEAR REVIEW REPORT FOR
HUDSON REFINERY SUPERFUND SITE
PAYNE COUNTY, OKLAHOMA**



Prepared by

**Oklahoma Department of Environmental Quality
Oklahoma City, Oklahoma**

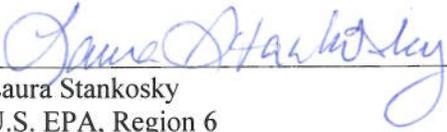
and

**U.S. Environmental Protection Agency
Region 6
Dallas, Texas**

February 2015

CONCURRENCES:

First Five-Year Review Report
Hudson Refinery Superfund Site
EPA ID No. OKD082471988



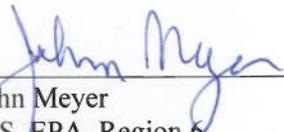
Laura Stankosky
U.S. EPA, Region 6
Remedial Project Manager

2-5-2015
Date



Michael Hebert
U.S. EPA, Region 6
Acting Chief, LA, OK, NM Section, Superfund Remedial Branch

2-12-2015
Date



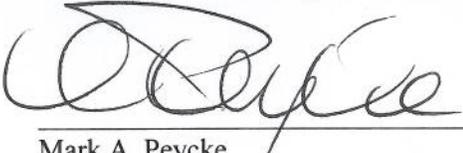
John Meyer
U.S. EPA, Region 6
Acting Associate Director, Superfund Remedial Branch

2-17-15
Date



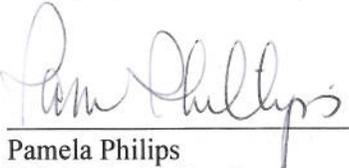
George Malone, III
U.S. EPA, Region 6
Attorney, Office of Regional Counsel

2-18-15
Date



Mark A. Peycke
U.S. EPA, Region 6
Chief, Superfund Branch, Office of Regional Counsel

02/20/15
Date

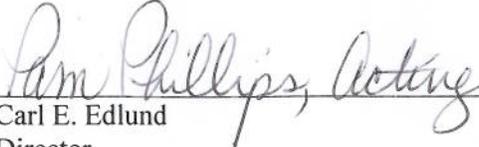


Pamela Philips
U.S. EPA, Region 6
Associate Director, Superfund Division

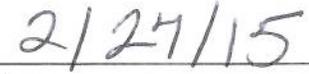
2/27/15
Date

Determinations

The remedy at the Hudson Refinery Superfund Site is protective of human health and the environment. Contamination at the former refinery has been addressed. Both short and long term protectiveness of the remedial action will be assured by continuing to monitor the Site ground water and maintaining the institutional controls to address the potential contamination remaining at greater than two feet in depth.



Carl E. Edlund
Director
Superfund Division, Region 6
U.S. Environmental Protection Agency



Date

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List of Acronyms

µg	Microgram
µg/L	Microgram per liter
AA-1	Additional Area 1
ACM	Asbestos-Containing Material
ASTs	Aboveground Storage Tanks
ARAR	Applicable or Relevant and Appropriate Requirements
ATSDR	Agency for Toxic Substances and Disease Registry
B[a]A	Benzo[a]anthracene
B[a]P	Benzo[a]pyrene
BTEX	Benzene, Toluene, Ethylbenzene, and Xylenes
CERCLA	Comprehensive Environmental Response, Compensation, and Liability Act
CFR	Code of Federal Regulations
CoCs	Contaminants of Concern
EE/CA	Engineering Evaluation/Cost Analysis
EPA	United States Environmental Protection Agency, Region 6
ESD	Explanation of Significant Differences
FS	Feasibility Study
FSP	Field sampling plan
HASP	Health and Safety Plan
HF	Hydrofluoric Acid
HRS	Hazard Ranking System
IC	Institutional Control
ITEC	Inter-Tribal Environmental Council
kg	Kilogram
L	Liter
LNAPL	Light Non-Aqueous Phase Liquid
LOL	Land O'Lakes
LTU	Land Treatment Unit
MCL	Maximum Contaminant Level
mg	Milligram
mg/kg	Milligrams per kilogram
mg/L	Milligrams per liter
MW	Monitoring Well
NCP	National Oil and Hazardous Substances Pollution Contingency Plan
NPL	National Priorities List
ODEQ	Oklahoma Departmental of Environmental Quality
ODOT	Oklahoma Department of Transportation
O&M	Operation and Maintenance
OWRB	Oklahoma Water Resources Board
PAH	Polycyclic Aromatic Hydrocarbon
PCOR	Preliminary Close Out Report
PHA	Public Health Assessment
ppm	Parts Per Million
PRP	Potentially Responsible Party

QAPP	Quality Assurance Project Plan
RA	Remedial Action
RAO	Remedial Action Objective
RCRA	Resource Conservation and Recovery Act
RD	Remedial Design
RI	Remedial Investigation
RI/FS	Remedial Investigation/Feasibility Study
ROD	Record of Decision
RPM	Remedial Project Manager
SARA	Superfund Amendments and Reauthorization Act of 1986
Site	Hudson Refinery Superfund Site
SOW	Statement of Work
TAG	Technical Assistance Grant
TCLP	Toxicity Characteristic Leaching Procedure
TEL	Tetra-ethyl Lead
UAO	Unilateral Administrative Order
WSW-1	Water Supply Well 1

Executive Summary

The Hudson Refinery Superfund Site (Site) is located in the City of Cushing in Payne County, Oklahoma. The approximately 200-acre Site is located on the west side of the City of Cushing. The Site is bisected by State Highway (SH) 33 with approximately 165 acres north of SH 33 (North Refinery) and approximately 35 acres south of SH 33 (South Refinery).

EPA signed the Record of Decision (ROD) for the Site on November 23, 2007. The selected remedy included excavation and off-site disposal of contaminated soil and sediments, monitoring groundwater, and institutional controls. The Site achieved construction completion with the signing of the Preliminary Close Out Report on November 23, 2010. The trigger for this five-year review was the site mobilization and the actual start of construction on February 28, 2010.

The assessment of this five-year review found that the remedy was constructed in accordance with the requirements of the ROD, as amended by an Explanation of Significant Difference (ESD), signed November 19, 2010. The ESD was issued to document significant differences to the remedy described in the ROD and to also document some minor changes. No follow up actions are required as a results of this five-year review. The remedy at the Hudson Refinery Superfund Site is protective of human health and the environment. Contamination at the former refinery has been addressed. Both short and long term protectiveness of the remedial action will be assured by continuing to monitor the Site ground water and maintaining that the institutional controls to address the potential contamination remaining at greater than two feet in depth.

Five-Year Review Summary Form

SITE IDENTIFICATION		
Site Name: Hudson Refinery Superfund Site (Site)		
EPA ID: OKD082471988		
Region: 6	State: OK	City/County: Cushing, Payne County
SITE STATUS		
NPL Status: Final		
Multiple OUs? No	Has the site achieved construction completion? Yes	
REVIEW STATUS		
Lead agency: State If "Other Federal Agency" was selected above, enter Agency name:		
Author name (Federal or State Project Manager): Aron Samwel		
Author affiliation: Oklahoma Department of Environmental Quality		
Review period: March 2014 – January 2015		
Date of site inspection: May 15, 2014		
Type of review: Statutory		
Review number: 1		
Triggering action date: February 28, 2010		
Due date (five years after triggering action date): February 28, 2015		

Five-Year Review Summary Form (continued)

Issues/Recommendations

OU(s) without Issues/Recommendations Identified in the Five-Year Review:
None

Sitewide Protectiveness Statement (if applicable)	
Protectiveness Determination: Protective	<i>Addendum Due Date (if applicable):</i> Not Applicable
<i>Protectiveness Statement:</i> The remedy at the Hudson Refinery Superfund Site is protective of human health and the environment. Contamination at the former refinery has been addressed. Both short and long term protectiveness of the remedial action will be assured by continuing to monitor the Site ground water and maintaining the institutional controls to address the potential contamination remaining at greater than two feet in depth.	

**Hudson Refinery Superfund Site
City of Cushing, Payne County, Oklahoma
First Five-Year Review Report**

I. Introduction

The purpose of the five-year review is to determine whether the remedy at a site is protective of human health and the environment. The methods, findings, and conclusions of reviews are documented in Five-Year Review reports. In addition, Five-Year Review reports identify issues found during the review, if any, and identify recommendations to address them.

The Agency is preparing this Five-Year Review report pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) Section 121(c), 42 U.S.C. § 9621(c) and the National Oil and Hazardous Substances Pollution Contingency Plan (NCP), 40 CFR Part 400. CERCLA Section 121(c) states:

If the President selects a remedial action that results in any hazardous substances, pollutants, or contaminants remaining at the site, the President shall review such remedial action no less often than each five years after the initiation of such remedial action to assure that human health and the environment are being protected by the remedial action being implemented. In addition, if upon such review it is the judgment of the President that action is appropriate at such site in accordance with section [104] [42 U.S.C. § 9604] or [106][42 U.S.C. § 9606], the President shall take or require such action. The President shall report to the Congress a list of facilities for which such review is required, the results of all such reviews, and any actions taken as a result of such reviews.

The Agency interpreted this requirement further in the NCP; 40 Code of Federal Regulations §300.430(f)(4)(ii) states:

If a remedial action is selected that results in hazardous substances, pollutants, or contaminants remaining at the site above levels that allow for unlimited use and unrestricted exposure, the lead agency shall review such action no less often than every five years after the initiation of the selected remedial action.

The United States Environmental Protection Agency (EPA), Region 6, and the Oklahoma Departmental of Environmental Quality (ODEQ) conducted the first Five-Year Review of the remedy implemented at the Hudson Refinery Superfund Site (Site), in the City of Cushing, Payne County, Oklahoma. This review was conducted by the ODEQ Environmental Programs Specialist and the EPA Remedial Project Manager (RPM) for the Site from March 2014 to January 2015. This report documents the results of the review.

This is the first five-year review for the Hudson Refinery Superfund Site. The triggering action for this statutory review is the start of on-site construction with the mobilization of Phase I of the Remedial Action on February 28, 2010. The five-year review is required due to the fact that hazardous substances, pollutants, or contaminants remain at the Site above levels that allow for unlimited use and unrestricted exposure.

II. Site Chronology

A chronology of site events for the Hudson Refinery Superfund Site is provided below in Table 1.

Table 1 – Chronology of Site Events

Date	Event
1922-1982	Refinery in operation.
January 1984	Hudson Oil Company files for bankruptcy
August 8, 1984	Department of Justice files a complaint on behalf of the EPA
1987	Final Consent Decree filed
November 30, 1993	Funds allocated for cleanup depleted
1994	Order of Closure of Final Consent Decree
1995	EPA performs Site Inspection
November 1997	DEQ requests EPA's assistance on the Site
1998	EPA performs an Expanded Site Inspection
August 1998	Superfund Division Director orally approves expenditure of up to \$1 million to initiate an Emergency Removal Action to address loose and friable Asbestos Containing Material (ACM) on South Refinery
November 1998	Superfund Division Director orally approves additional \$750,000 to address immediate threats posed by hydrofluoric acid (HF) alkylation unit
December 1, 1998	Public Meeting – Inform public of evacuation for HF alkylation removal
March 1999	EPA signs Removal Action Memorandum to perform emergency cleanup activities on both North and South Refineries
July 22, 1999	Final NPL listing
July 1999	Announcement of Technical Assistance Grant (TAG)
September 18, 2000	Superfund Site Redevelopment Cooperative Agreement awarded to City of Cushing
March 27, 2001	Public Meeting – Presentation of Engineering Evaluation/Cost Analysis (EE/CA)
August 9, 2001	Technical Assistance Grant awarded to Washington Heights Coalition, Inc.
September 25, 2001	EPA signs non-time-critical Removal Action Memorandum
September 2002-June 2003	EPA conducted a non-time-critical Removal Action to remove or eliminate principal threat wastes
September 10, 2002	Site ceremony – Presentation of Next Phase of Cleanup
August 5, 2003	Removal completion Ceremony
December , 19, 2003	Community Involvement Plan completed
May 13, 2004	Informational Open House – Start of Remedial Investigation/Feasibility Study (RI/FS) and Agency for Toxic Substances and Disease Registry (ATSDR) Public Health Assessment (PHA)
March 30, 2006	Informational Meeting – Present Results of RI
June 2006	ATSDR completes PHA

2004-2007	DEQ conducts Remedial Investigation/Feasibility Study (RI/FS)
September 2006	Remedial Investigation completed
March 2007	Feasibility Study completed
May 31, 2007	Public Meeting – Present Proposed Plan
November 23, 2007	Record of Decision (ROD) signed
January 6, 2009	A Unilateral Administrative Order (UAO) signed requiring Land O'Lakes (LOL) to implement the Site remedy outlined in the ROD
July 6, 2009	Community Involvement Plan updated
September 22, 2009	Availability Session - Remedial Design (RD) start
December 5, 2009	Remedial Action (RA) Work Plan for Phase I approved
December 15, 2009	Availability Session – RA Phase I start
February 28, 2010	Mobilization for Phase I RA construction
April 9, 2010	EPA approves the RD
April 13, 2010	Door to Door notification of Site Pond discharge
April 20, 2010	Open House – Information on Site Pond discharge
May 19, 2010	EPA approves Final Field Sampling Plan
June 1, 2010	Mobilization for Phase II RA construction
June 8, 2010	EPA approves revised RA Work Plan
October 19, 2010	First Pre-final Inspection conducted
November 19, 2010	An Explanation of Significant Differences (ESD) was signed
November 23, 2010	Preliminary Close Out Report (PCOR) signed
December 9, 2010	Open House – Completion of RA construction
August 2011	Area of coke tar waste and a surface level pipeline was identified (Referred to as Additional Area 1 (AA-1) in work plans
September 23, 2011	A Notice of Remediation and Easement was filed – Book 1978, pages 0008-0186 (Tracts A-D)
November 2, 2011	A Notice of Remediation and Easement was filed – Book 1985, pages 0154-0333 (updates to Tracts A and B)
June 19, 2012	A Notice of Remediation or Related Action was filed – Book 2026, pages 0523-0529 (Remediation work on AA-1)
August 14, 2012	An Amended Notice of Remediation and Easement was filed – Book 2037, pages 0958-0964 (Tracts E, F, and G)
September 21, 2012	A Second Amended Notice of Remediation and Easement was filed – Book 2046, pages 0581-0587 (Tract H)
November 2012	AA-1 cleanup completed
December 19, 2013	Second Pre-final Inspection/Precertification Inspection conducted
March 19, 2014	Draft Remedial Action Report and draft Data Evaluation Report submitted

III. Background

A. Physical Characteristics

The Site is located on the west side of the City of Cushing, Payne County, Oklahoma. The Site is divided into two parcels by State Highway 33 with 165 acres north of State Highway 33 (North Refinery) and 35 acres south of State Highway 33 (South Refinery). The North Refinery is bounded by Depot Avenue to the east, the former Empire Refinery to the north, Kings Highway to the west, and State Highway 33 to the south. The South Refinery is bounded by Depot Avenue to the east, State Highway 33 to the north, Violet Avenue to the west, and Moses Street to the south. A site location map is included in Attachment 1.

Most of the buildings have been dismantled leaving the property as open fields. A former refinery pond, the “fire water pond,” remains on the Site. Former refinery wastewater ponds and a runoff pond have been modified as storm water retention ponds. These storm water retention ponds retain and slow storm water runoff from the Site to Skull Creek.

Overland drainage at the Site follows the topography with a slight slope to the northeast at the South Refinery, and to the southeast at the North Refinery. Both the North and South Refineries drain into Skull Creek on the east side of the North Refinery.

B. Land and Resource Use

Residential neighborhoods are located adjacent to the Site to the east and west. There are commercial properties to the east and south of the Site. According to the 2010 United States Census there are approximately 7,889 residents in the City of Cushing.

The Site is fenced with locked gates, and is currently not being used. The site property is zoned for a commercial/industrial reuse. The former refinery site property described in the Notices of Remediation and Easement (Attachment 8) is owned by Cushing, Oklahoma Brownfields, LLC.

The North Refinery topography slopes to the southeast, and the South Refinery is relatively flat, but slopes slightly to the northeast. One active pipeline runs from east/west and bisects the North Refinery. A Land Treatment Unit (LTU) at the Site was closed under Resource Conservation and Recovery Act (RCRA) Land Treatment Unit (LTU) and was not part of Site cleanup conducted under CERCLA. A biotreatment LTU constructed during removal action work also remains at the Site. The biotreatment LTU achieved required soil treatment goals approximately one year after construction.

Ground water occurs in all of the geological units underlying the Site, including the unconsolidated soil, the Vanoss Group, and the Vamoosa-Ada Aquifer. Ground water in the shallow portions of the Vanoss generally has limited value as a drinking water source. This unit yields low quantities of poor quality, mineralized ground water. The poor water quality is the result regional elevated concentrations of chloride, nitrate, sulfate, and total dissolved solids (TDS). This coupled with poor yield reduces the viability of the Vanoss as a domestic water source. Based on current ground water monitoring data obtained during the RI, the shallow ground water at the Site has naturally poor quality and would require extensive treatment for drinking water purposes. There are currently no ground water users water wells completed into the Vanoss underlying the Site. A survey of ground water use in the site vicinity conducted during the RI indicated no municipal water supply wells or private wells completed into the Vanoss within one-half mile upgradient/downgradient of the Site. Residences within close proximity to the Site receive their water from the City of Cushing public water supply system. Deed notices placed on site parcels and filed with the County Clerk of Payne County restrict ground water use and the drilling of water wells.

C. History of Contamination

The abandoned refinery operated at the Site from at least 1922 until 1982. The refinery produced liquid propane gas, gasoline, aviation fuel, diesel fuel, and fuel oils. These production activities generated wastes which resulted in the release of hazardous substances at the Site. Sanborn maps show that refinery operations may have started on the South Refinery as early as 1917. Two small refineries, Inland Refinery Company and Cushing Refinery & Gasoline Company, are shown on the 1924 and 1931 maps. The City of Cushing historical directories show various refineries operating, including Gustafson & Spencer Refinery Company on the site in 1921, Cushing Refinery & Gasoline Company and Inland Refinery Company on the site in 1926, and Cushing Refinery & Gasoline Company on the site in 1938. Title records show the refinery changed ownership in 1943 when it was acquired by Midland Cooperative Wholesale (later Midland Cooperatives). Midland manufactured liquid propane gas, gasoline, diesel fuel, fuel oils, and coke.

The refinery expanded in size during its ownership by Midland Cooperatives. The refinery quadrupled its size in 1952 when it acquired the property north of State Highway 33. Refinery records and aerial photographs outline construction of processing units on the southern edge of the North Refinery, including a fluids catalytic cracker plant with a polymerization unit, a platformer, and an alkylation plant. Additionally, a delayed coking unit was built on the South Refinery. Aerial photographs show an increase, from the 1954 photograph to the 1969 photograph, in the number of refinery tanks with the addition of a concrete-lined aeration pond and six unlined wastewater treatment lagoons covering approximately 40 acres on the north portion of the Site.

The refinery changed ownership in 1977 when it was acquired by Hudson Oil Refinery Company and operated by Hudson Refining Company. Refining operations ceased in 1982 when the Site was abandoned. Hudson Oil Company filed for bankruptcy in January 1984.

D. Initial Response

Since the early 1980s, areas of the Site have been sampled pursuant to the requirements of the 1987 Final Consent Decree or RCRA compliance monitoring. After Consent Decree funds allocated for the cleanup were depleted on November 30, 1993, Hudson filed a motion in the United States District Court of the Western District of Oklahoma (Court) to terminate the Final Consent Decree. The Court recognized that all of the requirements of the Final Consent Decree had not been met; however there were no financial resources remaining, so the Court moved to release Hudson from the obligations of the Final Consent Decree (E&E, 1999). An Order of Closure of the Final Consent Decree was issued in 1994 (ODEQ, 2003).

As part of the proposed relocation of SH 33 through the Hudson Refinery, an Initial Site Assessment was performed by the Oklahoma Department of Transportation (ODOT) to identify the potential of encountering hazardous wastes during highway construction. Eight soil boring samples were taken from zones reported as exhibiting strong petroleum odors found in 14 areas. During soil sampling, carbon disulfide, styrene, naphthalene, and 2-methylnaphthalene were detected and petroleum product was observed floating on ground water as it filled the boreholes. (ODOT, 1991).

In 1995, soils samples were collected for an EPA Site Inspection. These samples indicated inorganic constituents and organic polynuclear aromatic hydrocarbons (PAHs) at the Site. The Site Inspection Prioritization Report also documented that 28,000 pounds of chemicals, including hydrofluoric acid (HF), tetra-ethyl lead (TEL), solid chlorine (hypochlorite), and ethylene dichloride, were stored in on-site buildings (ODEQ, 2003 and Shaw, 2004).

In November 1997, ODEQ requested EPA's assistance on the Site (ODEQ, 2003). Two joint inspections conducted by EPA and ODEQ in 1998 identified open, leaking tanks, stained soil, and debris, damaged and friable asbestos-containing material (ACM) hanging from the refinery vessels and pipes, overflowing ASTs and separators, and numerous deteriorated leaking drums and smaller containers of unknown materials.

In April 1998, Cushing Middle School students started a letter writing campaign to get public officials to investigate the abandoned refineries in the vicinity of Cushing. On August 10, 1998, the Superfund Division Director, gave oral approval for the expenditure of up to \$1 million to initiate an emergency removal action on the known existence of 23,000 square feet of loose and friable ACM on the South Refinery. In September 1998, EPA contractors began emergency cleanup activities. Initial removal activities were focused on the South Refinery and included investigation of radiation sources, demolition of structurally unsafe buildings, removal of TEL, ACM abatement, and disposal of waste containing CERCLA hazardous substances. In addition, removal activities included excavation of oil-contaminated soils; removal of product from above ground storage tanks (ASTs), separators, and sumps; construction of a bioremediation land-treatment unit; and biotreatment of Oil Pollution Act wastes. Some removal activities occurred on the North Refinery and included the dismantling of HF alkylation unit which included approximately 5,600 gallons of product, removal of all catwalks from the towers that were left standing, and the removal of TEL ASTs.

On November 12, 1998, the Director orally approved an additional \$750,000 to address the most immediate threats posed by the HF alkylation unit. On March 24, 1999, EPA signed a Removal Action Memorandum to perform the emergency cleanup activities on both the North and South Refineries. The Removal Action Memorandum documented EPA's determination that the Site presented an imminent and substantial threat to public health and the environment.

Based on the investigation and analytical results from sampling that EPA performed as part of an Expanded Site Inspection in 1998, the Site was placed on the National Priorities List on July 22, 1999.

On September 25, 2001, EPA signed a non-time critical Removal Action Memorandum to remove or eliminate principal threat wastes, thereby eliminating or reducing risks from potential exposure pathways from those wastes, at the site. From September 2002 through June 2003, EPA conducted a non-time-critical removal action. The areas addressed in this removal action were the: 1) superstructures, refinery process units containing potential hazardous chemicals and substances; and 2) miscellaneous items, including unlined collection basins, a sump, and structurally unsafe buildings. Existing refinery process equipment and structures were dismantled and removed from the site. Friable ACM was removed from process equipment and piping in coordination with decontamination and removal activities. Decontamination and removal of the process equipment required a three-step process that consisted of first draining or evacuating residual potentially hazardous liquid contents, followed by disassembly and removal of the equipment, and finally a thorough cleaning of the equipment to remove residual hazardous substances, sludge and solids. Few structures currently remain on the site.

The removal actions at the Site generated considerable public interest in the City of Cushing. A Public Meeting was held on December 1, 1998 and a fact sheet distributed to the community to provide information on the evacuation planned for the western portion of Cushing during the removal of HF and the HF alkylation unit. A Public Meeting was held on March 27, 2001, to inform the community of the results of the Engineering Evaluation/Cost Analysis (EE/CA).

An announcement was made in July 1999 of the availability of a Technical Assistance Grant (TAG). A TAG provides money for activities that help the community participate in decision making at Superfund sites. In August 9, 2001 a TAG was awarded to the Washington Heights Coalition, Inc. citizens' group. The grant was to be used by the citizens' group to obtain technical assistance and interpretation of reports pertaining to the Hudson Refinery Site in Cushing.

On March 12, 2001 ODEQ requested state lead for Community Relations. ODEQ and the EPA Community Involvement Coordinator conducted an active campaign to ensure that the residents were well-informed about the activities at the Site. Community involvement activities included: public meetings and open house functions, updates to city officials, routine distribution of fact sheets and community bulletins, and a

removal completion ceremony on August 5, 2003. Fact sheets were distributed to the Cushing community on December 1998, October 2000, September 2001, June 2001, and August 2002.

Through a State Cooperative Agreement, ODEQ had the lead on conducting the RI/FS for the Site. From 2004 through 2007, ODEQ conducted a RI/FS. The RI identified the types, quantities, and locations of contaminants and the FS developed ways to address the Site contamination.

From early 2005 through early 2007, contractors for the ODEQ conducted a RI/FS including field sampling and investigation activities of soil, sediment, surface water, ground water, and fish tissue. The RI/FS reports identified the types, quantities, and locations of contaminants found in these samples and developed ways to address the contamination. In addition, a Human Health Risk Assessment and an Ecological Risk Assessment were performed to determine the current and future effects of contaminants on human health and the environment. A map showing the Site layout at the time of the RI/FS is included in Attachment 1. The former processing areas are identified in this figure.

Hazardous substances and contamination were identified in soil, sediment, surface water, and ground water at the Site. Waste materials, visual contamination in soil, coke tar and coke tar contaminated soil, ACM, and LNAPL were found at the site. The RI also identified public safety hazards presented by Aeration Pond 7, associated sumps, the electrical vault, and tank and scrap metal.

The Cushing community remained engaged through the RI/FS. ODEQ continued its lead with community relation activities. Community involvement activities included: informational meetings, updates to city officials, routine distribution of fact sheets and community bulletins, and a final close-out meeting and site tour when construction activities were completed. Two informational meetings were held during the RI/FS. The first meeting was held on May 13, 2004 at the start of the RI/FS and at the start of the Public Health Assessment (PHA) conducted by the Agency for Toxic Substances and Disease Registry (ATSDR). The second meeting was held on March 30, 2006 to present the results of the RI. Fact sheets were distributed to the Cushing community on May 13, 2004 and March 11, 2005.

ODEQ also coordinated with the Inter-Tribal Environmental Council (ITEC) during the Remedial Investigation/Feasibility Study (RI/FS). ITEC provides technical management assistance to member tribes for Superfund sites. ITEC provides technical management assistance on behalf of the Sac and Fox Nation on the Hudson Refinery Superfund Site. The Site is on Sac and Fox Nation lands.

On May 31, 2007, the Proposed Plan was presented at a public meeting to approximately 20 members of the community who attended this meeting. The Proposed Plan highlighted the results of the remedial investigation, discussed the risk assessment results, and presented options for addressing the site contamination. Members of the public were encouraged to comment at the meeting or submit written comments during the Public Comment Period. The public was also advised that the Administrative Record file, which contains complete documentation of the analysis, is available for public review at the Cushing Public Library. A 30-day public comment period was held from May 29, 2007 until June 29, 2007, to accept public comment on the alternatives presented in the Feasibility Study and the Proposed Plan.

E. Basis for Taking Action

Hazardous substances that have been released at the site in each media include:

Soil

Arsenic
Lead
Benzo[a]pyrene

Sediment

Benzo[a]pyrene
Benzo[a]anthracene

Groundwater

Benzene
Thallium

The principal threats at the Site consist of waste pond sediment, coke tar, LNAPL, and ACM. Principal threat wastes are considered highly toxic and present a significant risk to human health or the environment should an exposure occur.

Human Health Impacts

Exposure to Site soils and sediment are associated with human health risks due to exceedence of EPA's risk management criteria. The most significant threats included:

1. The risk of carcinogenic effects for current receptors (trespassers) due primarily to exposure to benzo[a]pyrene (B[a]P) and benzo[a]anthracene (B[a]A) in waste pond sediments, arsenic in soil, and B[a]P in waste pond surface water.
2. The risk of carcinogenic effects for future receptors (indoor commercial/industrial workers and future commercial/industrial outdoor workers) due primarily to exposure to B[a]P and B[a]A in waste pond sediments and B[a]P and arsenic in soil.
3. The risk of noncarcinogenic effects for future receptors (construction/utility workers) due primarily to exposure arsenic in soil.
4. Unacceptable elevated lead levels were identified on the South Refinery where the anticipated reuse is commercial/industrial. These levels are above the ODEQ "Soil Clean Up for Lead in Nonresidential Soil" memo management approach which uses the EPA Adult Lead Methodology.
5. LNAPL found on the ground water will continue to act as a source of contamination.
6. The concentrations of benzene and thallium in the shallow ground water exceeded the National Primary Drinking Water maximum contaminate levels (MCLs) (40 CFR Part 141) for the respective contaminants.

Environmental Impacts

The ecological risk assessment identified the potential for unacceptable risk to ecological receptors on the Site. These areas of the Site where unacceptable risk was identified were co-located in the areas where unacceptable risk is identified for human receptors. Ecological habitat on-site will be limited and disturbed following cleanup of waste ponds and Site soils. The Site is currently zoned for commercial/industrial use and deed notices restrict reuse to a commercial/industrial scenario. It is anticipated that ecological habitat will continue to be limited after any redevelopment. The ROD described that cleanup to address human health risks would be protective of potential ecological receptors (terrestrial and aquatic wildlife, terrestrial and aquatic plants, and soil and benthic organisms) in the limited areas of ecological habitat that remained at the Site.

IV. Remedial Actions

A. Remedy Selection

On November 23, 2007, the EPA Superfund division Director signed a ROD for the Site. Remedial Action Objectives (RAOs) were developed for site soil, waste pond sediment, waste pond surface water, groundwater, and other media as a result of data collected during site. The RAOs are shown below:

Table 2 – Remedial Action Objectives

Soil
Prevent exposure to current and future human receptors and ecological receptors through direct contact with, inhalation, or ingestion of contaminated soil that exceeds a Hazard Index greater than 1 or in excess of 10 ⁻⁵ excess cancer risk.
Waste Pond Sediment
Prevent exposure to current and future human receptors and ecological receptors through direct contact

with and ingestion of contaminated waste pond sediment that exceeds a Hazard Index greater than 1 or in excess of 10 ⁻⁵ cancer risk.
Waste Pond Surface Water
Prevent exposure to current and future human receptors and ecological receptors through direct contact with and ingestion of contaminated waste pond surface water that exceeds a Hazard Index greater than 1 or in excess of 10 ⁻⁵ cancer risk.
Ground Water and LNAPL
Restore ground water to drinking water quality by attaining the National Primary Drinking Water MCLs for ground water COCs.
Prevent LNAPL from moving off-site and/or discharging into surface water bodies.
Reduce or eliminate the potential for ground water to be impacted by contamination located in the subsurface by removing LNAPL from the ground water until the performance standard (a threshold thickness of 0.1 foot of LNAPL, measured using an interface probe in monitoring or extraction wells) is attained. (USEPA, 1986b)
Other Media
Prevent unacceptable exposure risks to current and future human populations from the inhalation or ingestion of ACM or associated contaminated materials.
Eliminate and prevent further degradation of the surrounding environment as a result of exposure to coke tar and coke tar contaminated soil.
Eliminate and prevent human health, environmental and public safety hazards presented by Aeration Pond 7, associated sumps, the electrical vault, and scrap metal.

In order to achieve these RAOs, numerical risk-based cleanup levels were established for each environmental medium based on a commercial/industrial scenario as shown in Table 3:

Table 3 – Cleanup Levels for Contaminants of Concern

Chemical of Concern	Cleanup Level	Basis for Cleanup Level	Risk at Cleanup Level
Media: Soil Site Area: Soil Areas of Concern 1 through 7 and ACM Area			
Lead	1000 mg/kg	EPA Adult Lead Methodology	N/A
Arsenic	31.8 mg/kg	2006 ODEQ Site Risk-Management Decision Memorandum – normalized background concentration plus 3 standard deviations within EPA cancer risk range of 1E-06 to 1E-04, and below the non-cancer Hazard Index of 1	
Benzo(a)pyrene	4.22 mg/kg	Human Health Risk Assessment	1.0E-05
ACM	>1% asbestos	40 CFR Part 61 Subpart M current detection level for ACM	N/A
Media: Sediment Site Area: Wastewater Ponds and Coke Pond			
Benzo(a)pyrene	4.22 mg/kg	Human Health Risk Assessment	1.0E-05
Benzo(a)anthracene	42.2 mg/kg	Human Health Risk Assessment Results	1.0E-05
Media: Surface Water Site Area: Wastewater Treatment Ponds and Coke Pond			
Benzo(a)pyrene	4.22 mg/kg	Human Health Risk Assessment	1.0E-05
Media: Ground Water Site Area: Site-Wide			
Benzene	5.0 µg/l	National Primary Drinking Water MCL	N/A
Thallium	2.0 µg/l	National Primary Drinking Water MCL	N/A

Media: Ground Water			
Site Area: Site-Wide			
LNAPL	0.1 foot thickness	EPA guidance and common engineering practice	N/A

Note: mg/kg – milligrams per kilogram
 µg/l – micrograms per liter
 N/A – Not Applicable
 MCL – Maximum Contaminant Level

The ROD addressed the Site as one operable unit. The ROD final response action addressed Site hazardous substances, pollutants, or contaminants, visual contamination, and waste material through the following:

- Soil – Excavation and Off-site Disposal at Permitted Facility
- Waste Pond Sediment – Excavation, Stabilization and Off-site Disposal at Permitted Facility. Sediment was considered a principal threat waste at the Site.
- Waste Pond Surface Water – On-site Treatment
- Light Non-Aqueous Phase Liquid – Hydrocarbon Belt Skimmers. LNAPL was considered a principal threat waste at the Site.
- Ground Water – Ground Water Monitoring.
- Other Media – Removal of ACM, Coke Tar, and Scrap Metal
 - ACM – Excavated, containerized, and transported to a regulated off-site disposal facility.
 - Coke tar – Excavated, stabilized, and transported to a regulated off-site disposal facility. Coke tar was considered a principal threat waste at the Site.
 - Tanks and metal debris – Removed and salvaged. If any of the material is not salvageable, it will be disposed of at an authorized off-site disposal facility.
- ICs – Required to aid in the management of waste left on-site for each of media

B. Remedy Implementation

Based on the investigation of Site historical information, five Special Notice letters were issued to individuals, groups of individuals, and one company identified as potentially responsible parties (PRPs).

Land O’Lakes, Inc., a Minnesota corporation, is the surviving corporation of Midland, based upon a December 24, 1981, merger agreement between Midland Cooperatives, Inc., and Land O’Lakes (LOL). A Unilateral Administrative Order (UAO), signed January 6, 2009, was sent to the company, LOL, requiring it to implement the Site remedy outlined in the ROD. A conference, as requested by the UAO Respondent, was held February 3, 2009, to discuss issues involved with the implementation of response actions. This opportunity to confer was outlined in Section XXIV of the UAO. The UAO became effective date 30 days after signature of the order.

On February 10, 2009, EPA received from LOL, a Notice of Intent to Comply with the UAO. LOL also identified a Project Manager and Project Coordinator and submitted a Quality Management Plan (QMP) as required by the UAO.

EPA issued authorization to proceed on April 20, 2009, upon approval of the QMP submitted by LOL’s environmental contractors. LOL selected the team of The Benham Companies, LLC (Benham) and Envirocon, Inc. (Envirocon) to perform the RD and RA components, respectively, of the UAO and Statement of Work (SOW). EPA and LOL agreed in August 2009 to attempt an accelerated schedule for the RD/RA, with the goal of completion by September 15, 2010. The EPA RPM and the ODEQ Project Manager participated in a scoping meeting with the PRP contractors on April 21, 2009. This meeting kicked off the work for the RD for implementation of the ROD.

Land O'Lakes and EPA worked to secure site access from the private landowners that owned Site property at the time the UAO was signed. The final Site access agreement was negotiated and effective on August 28, 2009.

The City of Cushing enacted an ordinance that prohibited access to the fenced areas of the Site until cleanup has been completed. The City of Cushing enacted the ordinance after the sale of Site property at a sheriff's tax auction. The ordinance prohibited Site access with the exception of EPA, ODEQ, and federal/state remediation contractors. The ordinance provided an additional layer of protection until Site cleanup and future engineered controls were implemented on the Site. Land O'Lakes worked with the city to add to the ordinance that Land O'Lakes, its contractors, representatives would be allowed access to the Site for remediation. At the time the UAO was signed the Site was zoned for industrial use.

The LOL contractor, Benham, prepared a final RD Work Plan and associated documents which was approved by EPA September 4, 2009. The RD Work Plan included a plan for environmental sampling to better define the areas of soil, sediment, surface water, and ground water contamination at the Site identified in the ROD. This additional sampling and analysis was designated as the Supplemental Field Investigation (SFI). The field work for SFI was conducted by Benham in September and October 2009. Pothole sampling was also conducted in October 2009 to better define soil areas with visual contamination.

Monitoring well OW-B was identified in the RI as the one monitoring well with benzene above the cleanup level. Since ground water contamination was found to be discontinuous and in isolated areas on the Site and because all ground water alternatives considered in the FS estimated the same time, 30 years, to achieve RAOs and cleanup levels, monitoring was determined to be protective and also the most cost effective. Monitoring well OW-D was identified in the RI as the one monitoring well with LNAPL and the accumulated LNAPL was removed using tubing and a peristaltic pump during SFI sampling. Ground water monitoring was scheduled to be conducted on a quarterly basis during the RD and RA construction activities. LNAPL in monitoring well, OW-D, had not returned as of the date of approval of the RD; continued quarterly monitoring was planned for this well at the same sampling schedule as other Site wells during RA construction work.

The LOL contractor, Benham, prepared the RD required under the UAO and UAO Attachment 3, SOW; it was approved by EPA on April 9, 2010. The selected remedy required excavation of contaminated soil, sediment, coke tar, scrap metal, ACM and disposal at an appropriate landfill(s), treatment of surface water, and removal of LNAPL. The RD provided a detailed description of LOL's implementation of the selected remedy of excavation of contaminated soil, sediment, coke tar, scrap metal, ACM waste pile, disposal of these materials at an appropriate landfill(s), and coordination with ODEQ to place deed restrictions on remediated Site property.

The RD described the intended use of berm material in between the North Refinery wastewater ponds as a backfill borrow source. The ROD required excavated areas to be backfilled with clean soil, graded for adequate drainage, and the surface of the soil seeded to establish a vegetative cover. Use of the on-site berm material meant that backfill borrow material would not have to be purchased from an off-site source. This resulted in a cost savings. The RD included sampling required to show that the berm material was suitable for use as a backfill borrow source.

The RD waste pond grading plan included differences from the ROD for the North Refinery ponds. Wastewater Pond 6 did not have contaminated sediment; the RD indicated it would be modified and left open to provide storm water retention for flow from the former wastewater pond area to minimize downstream flooding. RD plans called for Treatment Pond 8 and Runoff Pond 9 to be modified and combined for storm water retention for flow channeled from the South Refinery to minimize downstream flooding. Storm water retention would hold excess storm water and release it more slowly into Skull Creek after rain events. Also by not backfilling Wastewater Pond 6, Treatment Pond 8, and Runoff Pond more berm material remained available for soil excavation backfill.

The data for surface water from the SFI indicated that all site wastewater pond surface water met the ROD-required cleanup levels for B[a]P. Soil and sediment sampling results indicated that these media did not exceed toxicity characteristic leaching procedure (TCLP) criteria; therefore, it was determined that stabilization was not required to meet TCLP landfill criteria.

During the RD process, LOL evaluated two surface water disposal options, through discharge to Skull Creek and through disposal at the Cushing wastewater treatment plant. Benham submitted the results from water pond surface water sampling to ODEQ to determine discharge requirements for discharge of the water to Skull Creek. The results were also submitted to the City of Cushing to determine pretreatment requirements for disposal of the water at the Cushing wastewater treatment plant. Discharge limits and monitoring frequencies were provided by ODEQ on November 23, 2009.

Remedial Action and Construction Activities

To expedite Site RA activities, Envirocon submitted RA work plans in phases. Phase I included Site clearing and grubbing and removal of tanks, scrap metal, and piping. Phase II addressed soil, sediment, and coke tar contamination, and included ACM abatement. Envirocon submitted the preliminary RA work plan for clearing and grubbing on November 25, 2009; it was approved by EPA on December 2, 2009. Envirocon submitted the preliminary RA work plan for removal of tanks, scrap metal, and exposed piping on November 25, 2009; after addressing EPA comments the plan was revised and approved by EPA on December 5, 2009. A revised RA Work Plan for Phase II was submitted May 28, 2010, and approved by EPA on June 8, 2010.

Mobilization to the site for Phase I remedial construction activities began February 28, 2010. The Phase I mobilization effort addressed Site clearing and grubbing and removal of tanks and scrap metal. Tapping and draining of exposed pipes was completed during this Phase I effort. Tapping and draining of pipes encountered during excavation and scrap metal removal continued into RA Phase II, as needed. Mobilization to the site for Phase II construction activities began June 1, 2010. Phase II addressed soil, sediment, and coke tar contamination, and included ACM waste pile abatement. Ground water monitoring started during the development of the RD Work Plan. Quarterly monitoring was planned for Site wells included in the work plan.

The following paragraphs provide a brief overview of the excavation of contaminated soil, sediment, coke tar, scrap metal, ACM, disposal of these materials at an appropriate landfill(s), and the pre-final inspection conducted on October 19, 2010.

As previously described, surface water sampling conducted during the SFI indicated that surface water did not exceed ROD cleanup levels. The former refinery treated process on the North Refinery. Wastewater flowed from Aeration Pond 7 through the wastewater pond series to Wastewater Pond 6 where it was discharged to Skull Creek. This same flow path was planned for use to discharge wastewater pond surface water. Extensive community involvement activities advised the Cushing community of the planned wastewater pond surface water discharge. Door-to-door notification and fact sheet distribution was conducted in the neighborhoods to the east of the North Refinery and along Skull Creek. An Open House was also held on April 20, 2010, to advise the community of the planned discharge.

Waste pond surface water was pumped to expose sediments for remediation through the wastewater pond series. Moving the surface water through the wastewater ponds also served to settle suspended solids prior to discharge in an effort to meet ODEQ discharge authorization parameters. Results from initial surface water discharge monitoring showed suspended solids levels exceeded ODEQ discharge authorization levels. A sand filtration unit was set up to treat water from Wastewater Pond 6 to reduce suspended solids load to Skull Creek and meet the ODEQ discharge authorization. Process and wastewater from the South Refinery was channeled to the North Refinery to a former holding pond in the general area of Treatment Pond 8 and Runoff Pond 9. When surface water from the Coke Pond was being moved to Runoff Pond 9 unacceptable levels of oil and grease were

observed in the water. "Frac tanks" were brought on-site to treat Coke Pond surface water before channeling to Runoff Pond 9.

As described in the ROD, solidification measures were required for wastewater pond and Coke Pond sediments. The RD described that sediment results indicated low percent solids content and that the sediment from the ponds would be solidified as needed by mixing with soil obtained from the pond berms so as to be acceptable to the receiving landfill. During the RA, it was determined additives were needed to solidify wastewater pond sediments for excavation and load-out for disposal. The use of berm soil and pond bottom soil was not enough to solidify the sediments; fly-ash was imported from the landfill receiving contaminated soil from the Site for use in sediment solidification.

The ROD and RD described that confirmation sampling was needed during remedial activities to verify the classification of the waste for disposal. Confirmation sampling of soil excavations in three areas in soil areas of concern 1 and 2 revealed lead exceedences high enough that TCLP criteria were exceeded. These areas required re-excavation and re-sampling to ensure ROD performance standards were met and per procedures outlined in the RD and Field Sampling Plan (FSP). The re-excavated areas required blending and TCLP re-analysis prior to landfill disposal. The excavated soil had to pass TCLP before the landfill would accept the material.

During Site clearing and grubbing and RA construction activities, an additional ACM waste area was identified adjacent to and west of the ACM waste pile noted in the ROD. Two surface ACM wrapped pipes were also identified. The asbestos abatement contractors addressed the original ROD waste pile, the ACM waste area to the west, and the two ACM wrapped pipes. Removal of the ACM waste pile and ACM waste area were completed the last week in August 2010 and passed confirmation sampling with the method and lower detection levels specified in the "Framework for Investigating Asbestos-Contaminated Superfund Sites" OSWER Directive #9200.0-68, September 2008. The total value of 460.82 cubic yards of ACM impacted soil/debris was removed from the Site and properly disposed. A total of 719 linear feet of ACM wrapped pipe was removed from site. The piping weighed 1.7 tons.

A Remediation Summary table was produced weekly to identify the status of excavation, haul-off, and confirmation sampling of Wastewater Treatment Ponds 1, 2, and 3, Aeration Pond 7, Coke Pond, Coke Tar Area, and the SAOCs. The Remediation Summary also included running volume totals of contaminated soil, sediment, and coke tar waste hauled off-site for disposal. The final volumes are included in the final Remediation Summary. The October 12, 2010, final Remediation Summary is included in Attachment 2. Two totals are listed in the Remediation Summary: 54,719 cubic yards includes contaminated soil, contaminated sediment, and coke tar and 61,168 cubic yards includes "construction debris." The term "construction debris" was used by the landfill for general debris, building material, and contaminated soil mixed with concrete chunks, brick, and metal waste. The estimated volume of construction debris removed during the RA was 3,294 cubic yards calculated at 2.2 tons per cubic yard. Scrap metal, tank metal and piping weight hauled off-site for recycle or disposal was logged separately. The final weight for scrap metal, tank metal and piping was 242.62 tons.

Contaminated soils and sediment, coke tar, ACM waste, scrap, and tank metal were removed from the Site on or before October 6, 2010. Excavation areas were evaluated to determine compliance with RAOs and ROD performance standards. All sediment with contamination above cleanup levels was excavated and removed from the Site. Soil with contamination above cleanup levels at up two feet below ground surface or to the extent of visual contamination was excavated and removed from the Site. Soil excavation areas were backfilled with clean soil, graded for adequate drainage, and re-vegetated. Areas where contaminated soil was excavated to two feet or greater due to soil with visual contamination was backfilled with at least two feet of clean soil. Confirmation sampling was conducted per the FSP to determine that ROD cleanup levels for soil, sediment, and ACM had been met. Results were continuously reviewed during the construction by EPA and ODEQ. The final soil confirmation sample results were received October 19, 2010, and reviewed by EPA on October 24, 2010.

See Attachment 2 for a figure that indicates areas remediated in accordance with the EPA ROD with: sediment and soil excavation areas shown to be free of contamination above cleanup levels; soil excavation areas where contaminated soils exceeding the cleanup levels may remain at depths greater than two feet; and pond areas that did not have contamination above sediment cleanup levels that were backfilled and graded for proper Site drainage. This figure in Attachment 2 is included with the deed notices for the Site.

Ground water monitoring was conducted on a quarterly basis through the RA construction activities. The July 2010 ground water monitoring results were submitted to EPA on October 17, 2010. The results package included a request to remove the requirement for thallium monitoring. Section 24.1 of the ROD describes reevaluation of thallium to determine if it is a regional or background constituent. Thallium was not detected at analytical levels well below ROD cleanup levels for four quarters of monitoring. EPA agreed with LOL's request to discontinue thallium monitoring.

LNAPL has not returned to monitoring well OW-D; but LNAPL below the cleanup level was found in monitoring well MW-4. Monitoring and evaluation of LNAPL presence will continue for all wells included for long-term response.

Institutional controls are required to aid in the management of the wastes left on-site and to notify current and potential future deed holders through deed restrictions of the presence of wastes left on-site. At the time of RD start Site property was owned by a number of private landowners. On February 17, 2009, LOL formed a real estate holding company affiliate, Cushing Oklahoma Brownfields, LLC, a Delaware limited liability company, to purchase and hold any Site real estate that could be purchased. On February 23, 2009, this holding company affiliate, formed by LOL, was registered to do business in Oklahoma. From Cushing Oklahoma Brownfields, LLC did purchase Site property as described in the deed notices in Attachment 8.

A Notice of Remediation and Easement was filed with the Payne County clerk on September 23, 2011 (Book 1978, pages 0008-0186) that covered Site property Tracts A through D. A Notice of Remediation and Easement was filed on November 2, 2011 (Book 1985, pages 0154-0333) that addressed updates to Site property Tracts A and B. A Notice of Remediation or Related Action was filed on July 19, 2012 (Book 2026, pages 0523-0529) that addressed the remediation work completed on AA-1. An amended Notice of Remediation and Easement was filed on August 14, 2012 (Book 2037, pages 0958-0964) that covered Site property Tracts E, F, and G. A second amended Notice of Remediation and Easement was filed on September 21, 2012 (Book 2046, pages 0581-0587) that covered Site property Tract H. LOL worked with ODEQ to file deed notices on the Site property purchased.

A pre-final inspection was conducted by EPA and ODEQ at the site on October 19, 2010, following completion of excavation and transportation offsite of contaminated material. During the pre-final inspection, the ODEQ and EPA determined that RA work punch-list items remained incomplete.

On August 9, 2011, LOL's contractor notified EPA of the discovery of a potential area of concern in the northwest corner of the South Refinery. This area consisted of small areas of black, tar-like material, and a pipe with ACM pipe wrap. The area was identified as Additional Area-1 (AA-1) and a supplemental work plan was prepared and approved by EPA. Excavation was conducted October 25 and 26, 2011, to address coke tar waste material and coke tar contaminated soils in the AA-1 area of concern. Impacted materials were excavated from the area, and disposed off-site.

The excavation extended north beyond the north fence-line of the South Refinery. Information showed that the property north of the north fence-line of the South Refinery is owned by the Oklahoma Department of Transportation (ODOT). The excavation to the north was suspended since Land O'Lakes did not have agreed access for work on the ODOT property. Property ownership north of the north fence-line of the South Refinery was not known during excavation on October 25 and 26, 2011. Once ownership of this property was identified it was necessary to work with ODOT, the owner, to determine potential stabilization requirements that may have

been needed to address State Highway 33 and a large concrete storm drainage culvert located within the highway right-of-way, and to obtain agreed access for Land O'Lakes, EPA, ODEQ, and their representatives. Land O'Lakes also needed to work with the City of Cushing since a city water supply line was also located within the highway right-of-way.

Excavation work on the AA-1 area of concern was resumed on October 22, 2012, to address the coke tar waste material and coke tar contaminated soils on ODOT property. The work was completed on October 25, 2012. Confirmation sampling was conducted per the FSP to determine that ROD cleanup levels for soil. The AA-1 excavation area was evaluated to determine compliance with ROAs and ROD performance standards.

On December 19, 2013 a second Pre-final Inspection/Precertification Inspection was conducted. Punch list items from October 19, 2010, pre-final inspection had been adequately addressed. Site wells not used for monitoring or as part of Operation and Maintenance (O&M) had been properly plugged and abandoned; except for a water supply well (WSW-1) found during RD. At the time LOL indicated that this well was to be properly plugged and abandoned in 2014 in accordance with Oklahoma Water Resources Board (OWRB) requirements.

Based on the Pre-final Inspection/Precertification Inspection the RA appeared to be constructed per the RD. No additional pre-final inspections were anticipated. Based on the conditions of the site at the time of the December 19, 2013, pre-final inspection, the inspection also served as the final inspection per the UAO. The draft RA Report is currently under review and revision.

Community Involvement

EPA, ODEQ, LOL and its contractors have remained in communication with the Cushing City Manager throughout the RD/RA process with periodic update meetings. Community Availability Sessions and informational Open House sessions were held for the public on September 22, 2009, December 15, 2009, April 20, 2010, and December 9, 2010. As previously described, extensive community involvement activities advised the Cushing community of the planned wastewater pond surface water discharge. Door-to-door notification and fact sheet distribution was conducted in the neighborhoods to the east of the North Refinery and along Skull Creek. The Open House held on April 20, 2010, advised the community of the planned discharge. Additionally, ODEQ continued to work with ITEC to keep the Sac and Fox Nation informed of the Site cleanup process.

Explanation of Significant Differences

An Explanation of Significant Differences (ESD) was signed on November 19, 2010. The Superfund Program allows for changes in the remedy presented in the ROD if the remedial action taken differs significantly from the remedy selected in the ROD with respect to scope, performance, or cost. Significant Changes are those changes that generally involve a change to a component of the selected remedy, but do not fundamentally alter the overall cleanup approach. Work for some of the changes was completed prior to the ESD being signed. LOL is responsible for performing any additional work required in the ESD consistent with the terms of UAO. The ESD outlined six significant changes from the ROD; it also documented minor changes. The significant changes include:

- Wastewater Pond 6, Treatment Pond 8, and Runoff Pond 9 will remain in service following Site remediation so that during a given precipitation event, storm water runoff from the Site will not be discharged to Skull Creek at higher flow rates than would currently occur for a like precipitation event;
- ACM volume addressed during RA construction increased in volume from the ROD estimate;
- The volume/weight of tank and scrap metal debris, along with excavated piping, addressed during RA construction increased from the ROD estimate;
- Thallium monitoring has been removed from ground water monitoring requirements;
- Site wells which will not be part of operation and maintenance activities for ground water monitoring will be required to be properly plugged and abandoned per OWRB rules; and

- Site ownership has changed which affects filing of institutional controls required by the ROD.

C. System Operations/Operation and Maintenance

Operation and maintenance (O&M) activities are described in the *Third Revised Operations and Maintenance Plan* which was revised February 1, 2014. Site O&M activities are conducted by Land O'Lakes.

O&M activities consist of the following:

- Ground water monitoring;
- Annual statistical evaluation of ground water monitoring results;
- Ensuring ground water cleanup levels, ROAs, and performance standards are met;
- Ensuring monitoring well integrity and access;
- Plugging and abandonment of Site wells no longer in use in accordance with OWRB requirements;
- Updating institutional controls as necessary;
- Maintaining land use restrictions;
- Maintaining ground water use restrictions
- Maintaining engineering controls such as erosion control; and
- Addressing additional hazardous substances, pollutants, or contaminants that may be subsequently identified.

Ground water monitoring includes analysis of benzene, toluene, ethylbenzene, and xylenes (BTEX) and also analysis of general chemistry parameters (conductivity, temperature, pH, and dissolved oxygen). Depth to ground water and LNAPL thickness are evaluated and reported. Ground water monitoring was reduced from monitoring once per quarter (January, April, July, and October) to once per six months (April and October) at the time of the second pre-final inspection at LOL's request.

Benzene levels in ground water remain consistent. Ground water monitoring was reduced from quarterly to once per six months after the second Pre-final inspection. Ground water monitoring will continue as part of Site long-term response and operation and maintenance until cleanup levels are met. Ground water should be monitored to ensure that ground water contamination does not migrate beyond Site boundaries and to ensure that the areas with contamination are stable and/or decreasing. Ground water monitoring should continue until the RAO for ground water is reached. The ROD estimated time to reach RAOs was 30 years. Section VI.D. below describes the review of ground water data performed for this five-year review.

See Attachment 2 for a figure that shows ground water monitoring wells that are sampled at a frequency of once every six months. This figure in Attachment 2 is included with the deed notices for the Site.

O&M also includes evaluating ground water monitoring trends annually to determine if ground water contaminant levels are substantially increasing, moving offsite, or identified in wells that had not previously shown ground water contamination above ROD cleanup levels.

O&M costs estimate numbers came from the September 29, 2014 revised draft Remedial Action Report's Table 2 titled "Remedial Design/Remedial Action Costs". This table indicated LOL's O&M costs, to date, at approximately \$53,000.

V. Progress Since the Last Five-Year Review

This is the first five-year review for the Hudson Refinery Superfund Site.

VI. Five-Year Review Process

A. Administrative Components

The five-year review team consisted of Aron Samwel of the DEQ and Laura Stankosky of the EPA. The review was conducted from March 5, 2014 to January 2015. In March 2014, the review team established the review schedule, which included the following components:

- Community Involvement
- Document review
- Data review
- Site inspection
- Interviews
- Five-Year Review Report development and review.

B. Community Involvement

EPA, ODEQ, LOL and its contractors continued to remain in communication with the Cushing City Manager throughout the five-year review process.

A notice was published in The Cushing Citizen on April 2, 2014 informing the public of the start of the Five-Year Review Process. The notice also included a brief history of the Site, remedial goals and actions, and when and where the Five-Year Review Report may be found once completed. A notice will be published in the local newspaper to summarize the findings of the review and announce the availability of the report at the information repositories. Once complete, the Five-Year Review Report will be placed in the information repositories for the Site: City of Cushing Public Library at 215 N Steele Ave, Cushing, OK 74023, (918) 225-4188 and the ODEQ office in Oklahoma City, Oklahoma.

EPA issued a press release on December 2, 2014, announcing “EPA to Evaluate 22 Previously Cleaned Superfund Sites.” The press release identified that EPA “will conduct five-year reviews at 22 sites to ensure that cleanup of each site continues to protect public health and the environment. The reviews also identify any deficiencies and present recommendations to address them. In conducting the five year review, EPA will interview local citizens, and review site operations, maintenance and monitoring information. Five-year reviews are required by law under Superfund and provides the public with an opportunity to evaluate preliminary findings and provide input on any potential follow up activities that may be required after the review process.”

Copies of the April 2, 2014, newspaper notice and the December 2, 2014, press release are provided in Attachment 3.

C. Document Review

This Five-Year Review for the Site included a review of relevant site documents, including site assessment reports, removal assessment reports, RI/FS, the Proposed Plan, the ROD, RD, RA, PCOR, ESD, ground water reports, legal notices, Land O’Lakes’ security inspection logs, Land O’Lakes’ contractors’ training records, Site health and safety plans, and the Third Revised O&M Plan. On May 13, 2014, ODEQ checked the Site documents at the local site repository to make sure these were complete and accessible. The complete list of documents reviewed during this Five-Year Review is provided in Attachment 4.

D. Data Review

The revised draft RA Report and the revised draft Data Evaluation Report are currently being reviewed by EPA and ODEQ for completeness. Ground water sampling data from the Fourth Annual Groundwater Monitoring Report (Revised September 9, 2014) and the draft Fifth Annual Groundwater Monitoring Report (dated January 21, 2015) were also reviewed.

LNAPL thickness was below the ROD cleanup level of 0.1 foot in all ground water monitoring wells. Benzene continues to exceed the ROD cleanup level of 5.0 µg/l for Site ground water in monitoring well OW-B. The benzene levels in monitoring well OW-B were measured at concentrations of 1,290 µg/L, 1,020 µg/L, and 1,190 µg/L during the April, July, and October 2013 sampling events, respectively and measured at concentrations of 847 µg/L and 1,140 µg/L during the April and October 2014 sampling events, respectively. Benzene measured above the ground water cleanup level of 5.0 µg/L in one other site monitoring well, OW-D; on April 26, 2011 benzene was measured at 5.09 µg/L and on July 12, 2013 benzene was measured at 9.42 µg/L in the groundwater sample collected from monitoring well OW-D. For sampling conducted at OW-D April 2014 and October 2014, benzene was below detection levels of 1.0 µg/L. As indicated previously, ground water contamination was found to be discontinuous and in isolated areas on the Site. These two wells with measurable levels of benzene, OW-B and OW-D, are located on different sides on State Highway 38. All other Site ground water monitoring wells were below the ROD cleanup level for benzene, including all wells at site property boundaries. Ground water monitoring indicated that analysis for BTEX were below detection levels of 1.0 µg/L. Based on the review of groundwater monitoring data, benzene exceeding the ROD cleanup levels remains confined within site boundaries occurring at two on-site monitoring wells.

Both the revised Fourth Annual Groundwater Monitoring Report and the draft Fifth Annual Groundwater Monitoring Report indicate that Water Supply Well 1 (WSW-1) may be used to supply irrigation water for areas of the Site. The draft Fifth Annual Groundwater Monitoring Report indicates that while WSW-1 has not been utilized as a potential water source for irrigating vegetation at the Site, final plugging and abandonment of WSW-1 per OWRB rules has been deferred until regional weather conditions sufficiently change and irrigation is not a potential need.

The draft Fifth Annual Groundwater Monitoring Report also indicates that LOL will continue groundwater monitoring in accordance with the *Second Revised Surface Water and Groundwater Monitoring Plan*, dated November 19, 2013 (In Appendix A of the *Third Revised Operations and Maintenance Plan*).

The O&M plan outlines actions to be taken if ground water contaminant levels substantially increase or are found to be moving off-site. The O&M Plan also describes the process to address newly identified hazardous substances, pollutants, or contaminants above ROD required-RAOs, cleanup levels and performance standards.

E. Site Inspection

A site inspection was conducted on May 15, 2014, to assess the condition of the Site and the measures employed to protect human health and the environment from the contaminants still present at the Site. Attendees included: (1) Aron Samwel of the DEQ; (2) George (Buddy) Richardson of Enviro Clean Services; (3) Samwel Hooker of the DEQ; (4) Amy Brittain of the DEQ; (5) Byron Starns of Land O'Lakes/Stinson Leonard Street LLP; (6) Jack Lawmaster of Enviro Clean Services; (7) Stephen Jantzen of Ryan Whaley Coldiron Shandy PLLC; (8) Steve Spears of the City of Cushing; (9) Laura Stankosky of the EPA; (10) and Stephen Harper of the EPA. The site inspection checklist is included in Attachment 5. Attachment 5 also includes a site inspection team roster. A photographic log of the inspection is included in Attachment 6.

The inspection team investigated the Site within the Site boundary. The Site's general appearance was good and well maintained. No evidence of erosion or potential contaminant migration was seen on the Site. The team inspected all areas where waste remains in-place. No evidence of erosion was seen in areas where

contaminated soils exceeding cleanup levels may remain at depths greater than two feet. The Site was well graded and vegetated. All monitoring wells were locked and in good condition. The ponds were well graded and no erosion was seen. No digging, excavating, or activities that would cause erosion were seen. No evidence of residential, commercial, recreational, or ground water use was seen at the Site. The fence was generally in good condition. The corner of the fence next to the gate entry to the North Refinery parking area had been damaged by what may have been a vehicle that had run off of State Highway 33/W. Main St. The damaged fence had temporary repairs. At the time of the site inspection Land O'Lakes was working with the Cushing Police Department and ODOT to determine what had happened, the entity responsible for fence repair, and if an access agreement was needed from ODOT for Land O'Lakes' contractors to make the repairs. Subsequent to the site inspection the damaged fence was repaired by Land O'Lakes.

Site gates were secured; and no evidence of trespassing or vandalism was seen; however, a review of Land O'Lakes contractor's site security logs indicated that the Site had occasional past incidents of vandalism and trespassing.

F. Interviews

In accordance with the community involvement requirements of the Five-Year Review process, key individuals to be surveyed were identified by the ODEQ. ODEQ mailed out 29 blank interview records to Site neighbors on May 22, 2014. The mailing contained a letter explaining the request, a map of the Site, a blank survey form, and a self-addressed stamped envelope. None of the survey forms were returned from the mailing. Completed interview forms for the following individuals are included in Attachment 7:

- Jason White, Inter-Tribal Environmental Council (ITEC)
- Amy Brittain, DEQ
- Byron Starns, Project Coordinator for Land O'Lakes
- Jeremy Fincher, Sac and Fox Nation
- Laura Stankosky, EPA
- Dennis Datin, DEQ
- Steve Spears, City Manager for the City of Cushing

No continuing or unresolved issues were discovered during the interview process.

VII. Technical Assessment

A. Question A: Is the remedy functioning as intended by the decision documents?

RA Performance

Based on the review of documents, data, ARARs, and the findings of the site inspection, the components of the selected remedy, listed in Section IV.A., are functioning as intended by the ROD.

System Operations/O&M

Groundwater monitoring activities were evaluated in the Data Review (See Section VI.D.). Review of the data indicates that no site contamination has migrated off of Site property. Ground water will continue to be monitored as a part of the O&M activities.

As the landowner for the Site property, LOL maintains access control with a chain link fence around the Site property. Fencing minimizes the opportunity for trespass and illegal dumping and helps to ensure monitoring

well integrity and access, maintaining land use restrictions, and maintaining engineering controls such as erosion control.

Opportunities for Optimization

As indicated in Section IV.C, ground water monitoring was reduced from monitoring once per quarter (January, April, July, and October) to once per six months (April and October) at the time of the second pre-final inspection at LOL's request. No additional optimization opportunities, other than those identified were identified for the Site remedy during this five-year review.

Implementation of Institutional Controls and Other Measures

Institutional Controls (ICs) are generally defined as non-engineered instruments such as administrative and legal tools that do not involve construction or physically changing the Site and that help minimize the potential for human exposure to contamination and/or protect the integrity of a remedy by limiting land and/or resource use. ICs can be used for many reasons including restriction of site use, modifying behavior, and providing information to individuals. ICs may include easements, covenants, restrictions or other conditions on deeds, and/or groundwater and/or land use restriction documents.

Five deed notices restrict site reuse to industrial and are filed with the Payne County Clerk. They prohibit residential use, any activity that may cause erosion, prohibit construction, operations, or maintenance activity, withdrawal of ground water, and prohibit against any action that would compromise the remedy. The notices may include provisions more stringent than required by the ROD and ESD. The notices will run with the land and no change of ownership will change the land use restrictions. The ICs restrict Site reuse to a commercial/industrial scenario and prohibit Site ground water use. Land O'Lakes' Cushing Oklahoma Brownfields, LLC owns Site property as described in the deed notices.

Copies of these notices are provided in Attachment 9. On September 19, 2014, the ODEQ checked the County Clerk website for Payne County and found the deed notices were readily available to the public. No activities were observed on the inspection that would have violated the ICs. Copies of the deed notices are included in Attachment 8. ICs will be reviewed every five-years as part of the five-year review process.

No future land uses have been established or are anticipated for the Site that would require an adjustment to the institutional controls currently being implemented.

Early Indicators of Potential Remedy Failure

No early indications of problems were noted.

B. Are the exposures assumptions, toxicity data, cleanup levels, and remedial action objectives (RAOs) used at the time of the remedy selection still valid?

Changes in standards and To Be Considereds

The ROD identified applicable or relevant and appropriate requirements (ARARs) for the Site.

Action-Specific ARARs – Action-specific ARARs are typically technology or activity-based requirements applicable to actions involving special categories of wastes. Action-specific requirements are usually triggered by certain remedial activities that may be a component of the overall cleanup alternative. The ARARs identified in the ROD for the Site primarily included action specific regulations for the management of site hazardous substances, pollutants, or contaminants, and transportation and disposal of hazardous waste. The following action specific requirements were identified in the ROD and ESD and were applicable during remedial actions:

- ACM Cleanup:
 - Regulations found at Subpart M of the National Emission Standards for Hazardous Air Pollutants (NESHAPs) 40 CFR Part 61;
 - and EPA-developed asbestos guidance, “Framework for Investigating Asbestos-Contaminated Superfund Sites” OSWER Directive #9200.0-68, September 2008.
- Sediment and Soil Excavation and Disposal:
 - Standards for Identification and Listing of Hazardous Waste, 40 CFR 261;
 - Standards Applicable to Generators of Hazardous Waste, 40 CFR 262;
 - Standards Applicable to Transporters of Hazardous Waste 40 CFR 263;
 - Standards for Owners and Operators of Hazardous Waste Treatment, Storage, and Disposal Facilities 40 CFR 264;
 - Department of Transportation 49 CFR 171 through 180;
 - Oklahoma Hazardous Waste Management Rules OAC 252:205; and
 - Solid Waste Management OAC 252:515.
- Wastewater Pond and Site Pond Surface Water Discharge:
 - National Pollutant Discharge Elimination System (NPDES) 40 CFR 122;
 - Clean Water Act (CWA) 40 CFR 130;
 - General Water Quality Standards OAC 252:611;
 - Oklahoma Water Quality Standards Implication OAC 252:690; and
 - Oklahoma Water Quality Standards OAC 785:45/46.
- Site Wells and Ground Water Monitoring Wells:
 - Oklahoma Administrative Code (OAC) 785:35:11 – Plugging and Capping Requirements for Wells and Test Holes.

Cleanup of LNAPL on ground water was based on EPA guidance and common engineering practice. No new action-specific ARARs have been promulgated that are applicable to the Site since the ROD was issued or the ESD was signed.

Chemical-Specific ARARs - Chemical specific ARARs Chemical specific ARARs are usually health or risk based numerical values or methodologies that, when applied to site-specific conditions, result in the establishment of numerical values. These values establish the acceptable amount or concentration of a chemical that may be found in, or discharged to, the environment. Potential exposure pathways for Site contamination include soil, waste pond sediment, waste pond surface water, ground water, coke tar, ACM, and air during cleanup activities.

The soil and waste pond sediment cleanup levels were risk-based. The cleanup level for lead specifically used the EPA Adult Lead Methodology. The cleanup levels for ground water are based on MCLs promulgated under the National Primary Drinking Water Regulations, including Maximum Contaminant Levels 40 CFR 141.

The parameters used in the 2006 Baseline Risk Assessment, which were used to develop the site-specific cleanup levels, were reviewed to identify whether exposure assumptions have changed during this five-year review period. The exposure assumptions used in the Baseline Risk Assessment are consistent with current guidance (EPA, 2012).

The cleanup levels cited in the 2007 ROD remain protective. The EPA screening level for soil lead at commercial/industrial (i.e., non-residential) sites was revised since the ROD was issued to 800 mg/L based on a recent analysis of the combined phases of the National Health and Nutrition Examination Survey that is protective of all subpopulations. However, a screening level is often more protective than a cleanup goal. A screening level is intended to provide health protection without knowledge of the specific exposure conditions at a site. Based on current site conditions the cleanup levels in the ROD remain protective; however, if future development at the Site is considered exposure assumptions may need to be revisited.

Location-specific ARARs – Location-Specific ARARs are restrictions placed on the concentrations of hazardous substances or the performance of activities solely because they are in special locations. Examples of locations that might prompt a location-specific ARAR include wetlands, sensitive ecosystems or habitat, flood plains, and areas of historical significance. No new location-specific ARARs have been promulgated that are applicable to the Site since the ROD was issued.

Changes in Exposure Pathways, Toxicity Factors, and Other Contaminant Characteristics

There are no changes to the human health and ecological routes of exposure from the ROD. There are no new exposure pathways not identified in the ROD. There have been no changes in toxicity characteristics or other contaminant characteristics for the Site that would impact the protectiveness of the remedy.

Changes in Land Use

The remedy selected in the 2007 ROD cleaned the Site up to a commercial/industrial reuse scenario. There have been no changes in land use on or near the Site that bear on the protectiveness of the selected remedy. Current Site zoning is for industrial use. The Site is currently not developed.

Expected Progress Towards Meeting RAOs

Based on the review of groundwater monitoring data, the ground water RAOs are not currently being met: “Restore ground water to drinking water quality by attaining the National Primary Drinking Water MCLs for ground water COCs Groundwater.” Cleanup of Site ground water was estimated to reach RAOs within 30 years. Ground water monitoring will continue as part of Site long-term response and operation and maintenance until RAOs and cleanup levels are met.

The revised draft RA Report and the revised draft Data Evaluation Report are currently being reviewed by EPA and ODEQ for completeness. Progress toward meeting the RAOs for soil, waste pond sediment, waste pond surface water, coke tar, and ACM are under evaluation by EPA and ODEQ. The ROD estimated the time frame for Site ground water to achieve RAOs was 30 years.

C. Question C: Has any other information come to light that could call into question the protectiveness of the remedy?

There is no information that has come to light to call into question the protectiveness of the remedy. There are no new or previously unidentified risks or any impacts from natural disasters that could affect performance or protectiveness of the remedy.

D. Technical Assessment

A review of the documents, sampling data, interviews, and the results from the site inspection indicates that the remedy selected in the ROD is functioning as intended. There have been no changes in the exposure assumptions or physical conditions of the Site that would affect the protectiveness of the remedy. There is no other information that calls into question the protectiveness of the remedy.

VIII. Issues/Recommendations and Follow-up Actions

There were no issues or recommendations identified in this five-year review.

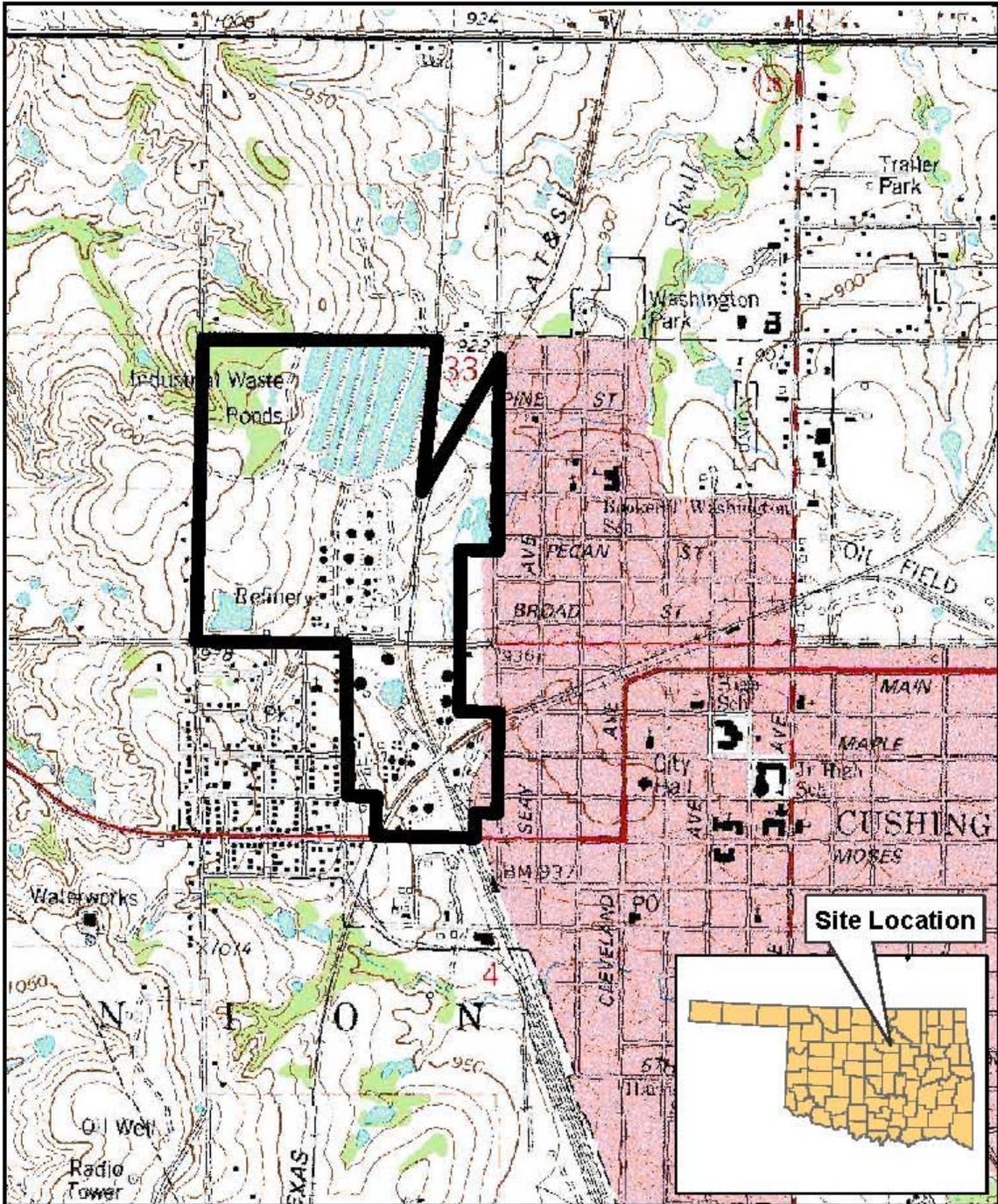
IX. Protectiveness Statement(s)

The remedy at the Hudson Refinery Superfund Site is protective of human health and the environment. Contamination at the former refinery has been addressed. Both short and long term protectiveness of the remedial action will be assured by continuing to monitor the Site ground water and maintaining the institutional controls to address the potential contamination remaining at greater than two feet in depth.

X. Next Review

The Hudson Refinery Superfund Site requires ongoing five-year reviews. The next, or second, five-year review shall be conducted no later than five years from the date of the Superfund Division Director's signature on this First Five-Year Review Report.

Attachment 1
Site Maps



LEGEND

 Site Boundary

N



0 500 1,000 2,000 Feet



Figure 1

SITE LOCATION MAP

HUDSON OIL REFINERY
SUPERFUND SITE
CUSHING, OK

Site Layout Map

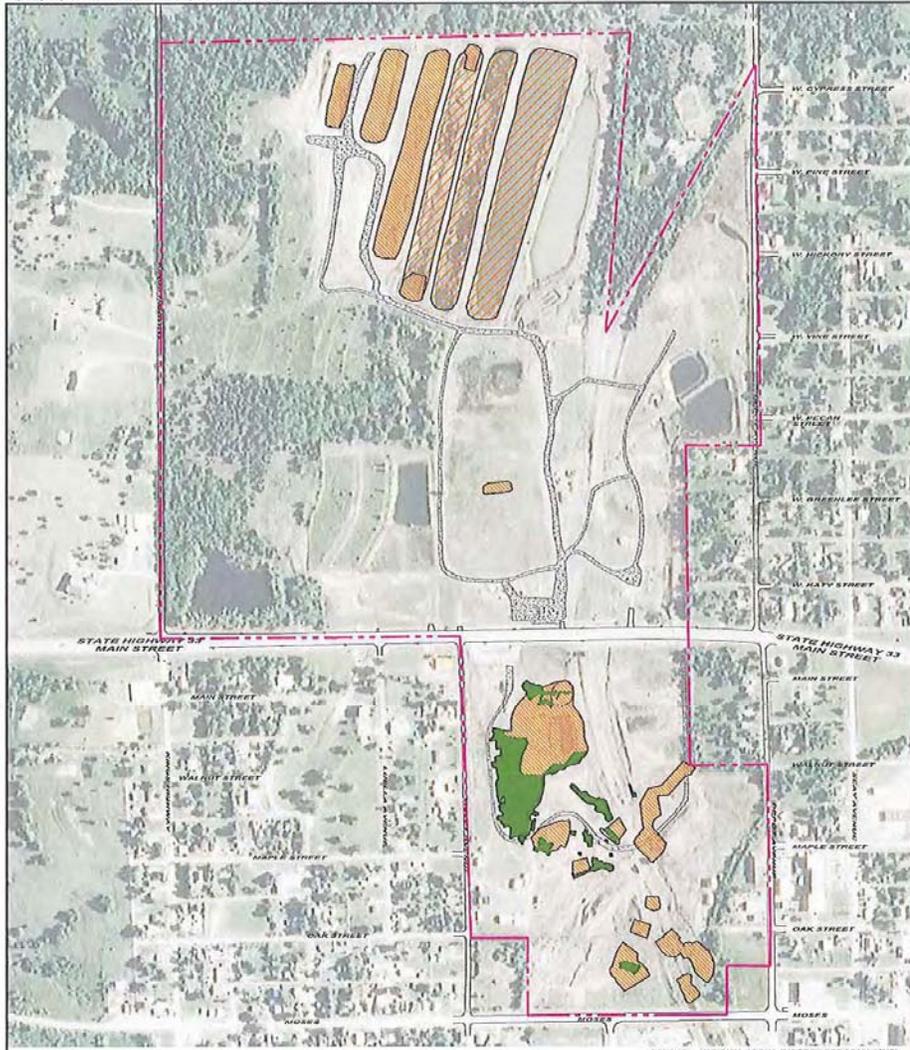


Legend

-  Hudson Boundary
-  Processing Areas
-  Ponds
-  Abandoned Railroad



Attachment 2
Figures

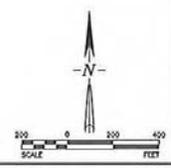


1978 0173

LEGEND

- HUDSON REFINERY SUPERFUND SITE BOUNDARY
- LIMITS OF REMEDIATION
- AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION AND SOILS WERE SHOWN TO BE FREE OF CONTAMINATION ABOVE CLEANUP LEVELS
- AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION WHERE CONTAMINATED SOILS EXCEEDING CLEANUP LEVELS MAY REMAIN AT DEPTHS GREATER THAN 2 FEET
- AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION WHICH CONSISTED OF ONLY BACKFILLING AND GRADING. POND SEDIMENTS HAD BEEN SHOWN TO BE FREE OF CONTAMINATION ABOVE CLEANUP LEVELS.

SOURCE: NATIONAL AERIAL IMAGERY PROGRAM (NAIP) DATED MARCH 2010

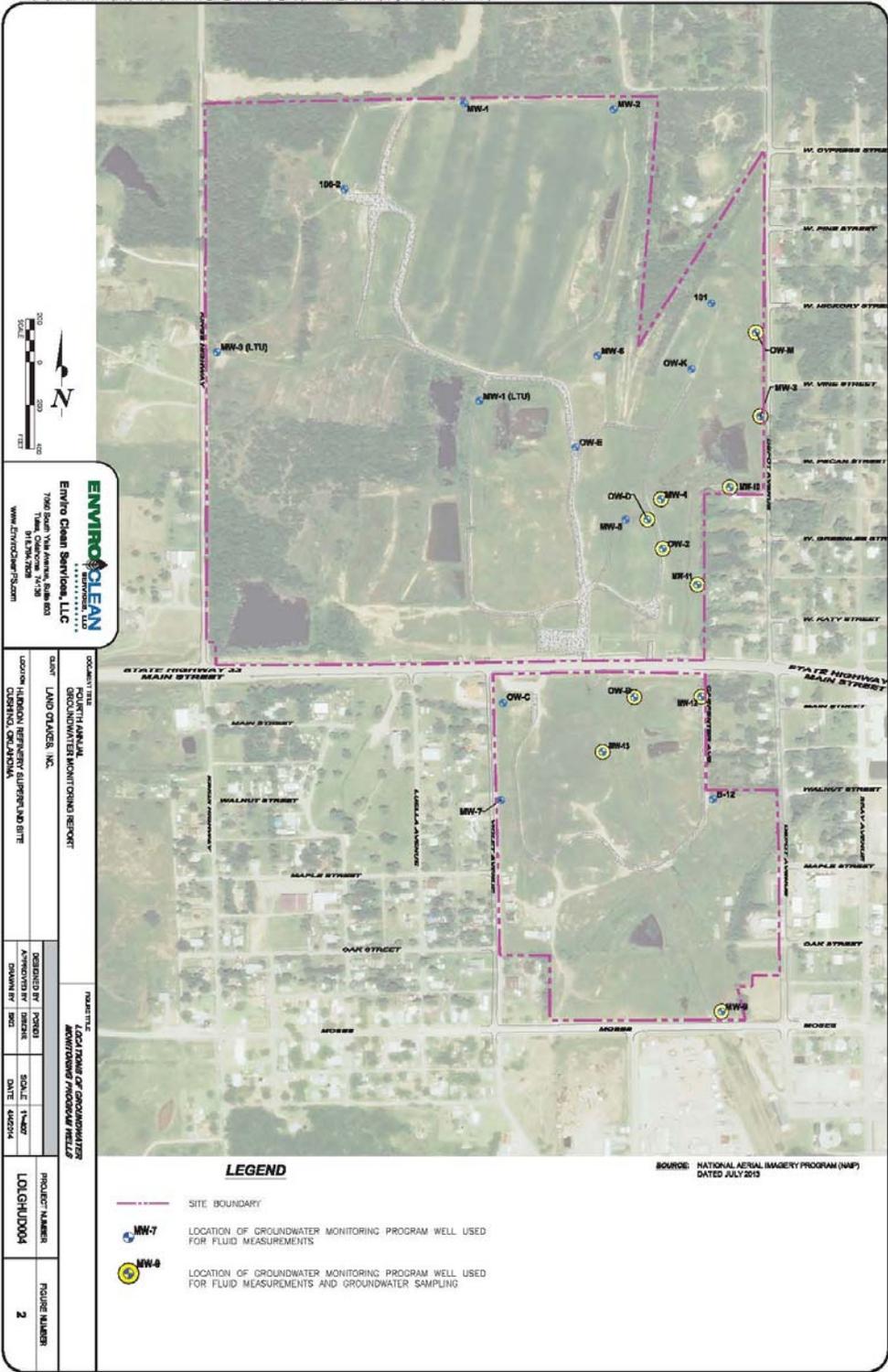


1	PROJECT NUMBER 2602111303	FIGURE NUMBER
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DATE	10/09/11
SCALE	AS SHOWN
DESIGNED BY	CHS/MS
DRAWN BY	MS
CHECKED BY	MS

FIGURE TITLE	LOCATIONS WHERE CONTAMINATED MEDIA MAY REMAIN IN PLACE
DOCUMENT TITLE	INSTITUTIONAL CONTROLS EXHIBIT 'D'
CLIENT	LAND O'LAKES, INC.
LOCATION	HUDSON REFINERY SUPERFUND SITE CUSHING, OKLAHOMA

SAIC
 Energy, Environment & Infrastructure, LLC
 2700 W. Richardson, Suite 200
 Oklahoma City, Oklahoma 73102-2215
 www.saic.com



ENVIRO-CLEAN
 ENVIRONMENTAL
 ENGINERS, LLC
 7360 South York Avenue, Suite 300
 Littleton, Colorado 80120
 WWW.ENVIROCLEAN.COM

CLIENT: LAND CHARGES, INC.
LOCATION: LAND CHARGES, INC. QUARRY AND BITE
 COLUMBIA, COLORADO

PROJECT NAME: LAND CHARGES, INC.
PROJECT NUMBER: LD01CHD004

DATE: 4/6/2014
SCALE: 1"=400'
BY: [Name]
CHECKED BY: [Name]

FIGURE NUMBER: 2

LEGEND

- SITE BOUNDARY
- MW-7 LOCATION OF GROUNDWATER MONITORING PROGRAM WELL USED FOR FLUID MEASUREMENTS
- MW-8 LOCATION OF GROUNDWATER MONITORING PROGRAM WELL USED FOR FLUID MEASUREMENTS AND GROUNDWATER SAMPLING

SOURCE: NATIONAL AERIAL IMAGERY PROGRAM (NAIP)
 DATED JULY 2013

Attachment 3
Community Notification

The Oklahoma Department of Environmental Quality (DEQ) and the U.S. Environmental Protection Agency Region 6 (EPA) have begun the first Five-Year Review of the remedy for the Hudson Refinery Superfund Site (Site) located in Cushing, Oklahoma. The purpose of this review is to evaluate the performance of the site remedy and determine whether it remains protective of human health and the environment. Contamination addressed by the remedy included soil and waste that was excavated and transported to an off-site disposal facility; sediment from waste ponds and sumps that was excavated, stabilized and disposed off-site; surface water from ponds with contaminated sediment and water from ponds that were leveled that was treated on-site and discharged; and a ground water monitoring plan was developed to address contaminated ground water, and institutional controls were implemented to help to minimize the potential for exposure to contamination and to protect the integrity of the Site cleanup. Light non-aqueous phase liquid identified on ground water during the Site Remedial Investigation would be addressed, as needed, with hydrocarbon belt skimmers and monitoring will be continued. Cleanup construction for this site started in early 2010 and was completed in October 2010. This first Five-Year Review for the Hudson Refinery Superfund Site will be completed in February 2015.

Once completed, the results of the Five-Year Review will be made available to the public at the following Information Repositories:

Cushing Public Library
215 N. Steele Ave
Cushing, OK 74023
918.225.4188

Oklahoma Department of Environmental Quality
707 N. Robinson - 6th Floor Central Records
Oklahoma City, OK 73102
405.702.1188

Information about the Hudson Refinery Superfund Site is also available on the Internet at:

<http://www.epa.gov/region6/6sf/pdf/files/hudson-ok.pdf> and
<http://www.deq.state.ok.us/lpdnew/SF/Superfund%20Project/SF%20Site%20Summaries/Hudson.html>

For more information about the Site or this Five-Year Review, contact:

Ms. Laura Stankosky
Remedial Project Manager (Mail Code 6SF-RL)
U.S. Environmental Protection Agency, Region 6
1445 Ross Avenue, Suite 1200
Dallas, Texas 75202
Phone: (214) 665-752 or toll free (800)
533-3508
E-mail stankosky.laura@epa.gov

Ms. Aron Samwel
Oklahoma Department of
Environmental Quality
707 North Robinson
P.O. Box 1677
Oklahoma City, OK 73101-1677
Phone: (405) 702-5127
E-mail:
aron.samwel@deq.ok.gov

Dept of Envir

Drumright native wins national award

"I am not up here alone. I didn't stand here at this podium and accept this honor without recognizing the people who made it possible for me."

The crowd gathered March 16 at the American Indian Higher Education Consortium listened in breathless silence. A nation of the Cimarron Valley had its audience captivated.

Robby A. Crow Feather was honored as the American Indian College Fund Student of the Year in the ceremony in Great Falls, Mont. The award was presented by Haskell Indian Nations University.

"Today I stand at this podium because my family believed in me during these last few years I

have been away. I stand at this podium because people from where I am from believe in my future.

"I am here at this podium to prepare the way for other people who might not fit into a box that many universities want them to fit in. I have two nieces that need to know that attending college and earning a degree is entirely possible, not just an option.

"I am here today because in spite of everything, my tribe survived.

"This isn't just an award to hang on my wall. This is proof that someone else out there believes in things I can do it too, again."

Crow Feathers is one of the

few people who has received the American Indian College Fund Student of the Year more than once. He received his first in 2011.

He is the son of Deborah Bozworth Lorette of Cushing and the grandson of Joyce Bozworth of Drumright. He has a large family group in Drumright, where he has lived most of his life.

Crow Feathers said he has received offers and is weighing his options for graduate school.

While at the conference to receive his award, Crow Feathers presented the discussion, "Cyclical versus Linear Thinking: An Indigenous Theory about Life."

Monthly gains



Students of the Month at Sunnyside Elementary School received coupons for a free personal pan pizza, a free shaved ice, a free pencil and a Student of the Month pencil. Honorees for March were Kelsi Shepherd (front row, from left), Aspyn Evans, Tyler Retherford, Brady Retherford, Garret Anderson and Olivia Dorie; Allison Williams (middle row, from left), Renda Deaton, Cole Keyser, Logan Martin and Ace Wright; also Parker Peterson (back row, from left), Austin Munday, Gaven Gunkel, Savannah Harper, Thomas, Matthew Viator and Briea Thompson; as well as Addison Lemmons (not pictured).

SUBMITTED PHOTO



United States
Environmental
Protection Agency

www.epa.gov/region6

News Release

Region 6
External Affairs (6XA)
1445 Ross Avenue
Dallas, Texas 75202-2733
Public Information: (800) 887-6063

For more information contact Joe Hubbard or Jennah Durant at 214-665-2200 or r6press@epa.gov
Subscribe to receive e-mail copies of Region 6 news releases at: www.epa.gov/region6/6xa/r6news_mailing_list.htm

EPA to Evaluate 22 Previously Cleaned Superfund Sites

DALLAS – (Dec. 2, 2014) The U.S. Environmental Protection Agency (EPA) will conduct five-year reviews at 22 sites to ensure that cleanup of each site continues to protect public health and the environment. The reviews also identify any deficiencies and present recommendations to address them. In conducting the five-year review, EPA will interview local citizens, and review site operations, maintenance and monitoring information.

Five-year reviews are required by law under Superfund and provides the public with an opportunity to evaluate preliminary findings and provide input on any potential follow up activities that may be required after the review process.

Arkansas

Jacksonville Municipal Landfill

<http://www.epa.gov/earth1r6/6sf/pdf/files/jacksonville-ar.pdf>

Mountain Pine Pressure Treating

<http://www.epa.gov/earth1r6/6sf/pdf/files/mountain-ar.pdf>

Rogers Road Municipal Landfill

<http://www.epa.gov/earth1r6/6sf/pdf/files/rogers-ar.pdf>

Louisiana

American Creosote Works Inc. (Winnfield Place)

<http://www.epa.gov/earth1r6/6sf/pdf/files/american-creosote-la.pdf>

Gulf State Utilities – North Ryan Street

<http://www.epa.gov/earth1r6/6sf/pdf/files/gsu-north-ryan-la.pdf>

Southern Shipbuilding

<http://www.epa.gov/earth1r6/6sf/pdf/files/southern-ship-la.pdf>

New Mexico

Cal West Metal (USSBA)

<http://www.epa.gov/earth1r6/6sf/pdf/files/cal-west-metals-nm.pdf>

Lee Acres Landfill (USDOJ)

<http://www.epa.gov/earth1r6/6sf/pdf/files/lee-acres-nm.pdf>

Prewitt Abandoned Refinery

<http://www.epa.gov/earth1r6/6sf/pdf/files/prewitt-nm.pdf>

South Valley

<http://www.epa.gov/earth1r6/6sf/pdffiles/south-valley-nm.pdf>

North Railroad Avenue Plume

<http://www.epa.gov/earth1r6/6sf/pdffiles/north-railroad-ave-nm.pdf>

Oklahoma

Hudson Refinery

<http://www.epa.gov/earth1r6/6sf/pdffiles/hudson-ok.pdf>

Sand Springs Petrochemical Complex

<http://www.epa.gov/earth1r6/6sf/pdffiles/sand-springs-ok.pdf>

Tar Creek

<http://www.epa.gov/earth1r6/6sf/pdffiles/tar-creek-ok.pdf>

Texas

Bailey Waste Disposal

<http://www.epa.gov/earth1r6/6sf/pdffiles/bailey-tx.pdf>

Bio Ecology System Inc.

<http://www.epa.gov/earth1r6/6sf/pdffiles/bio-ecology-tx.pdf>

Crystal Chemical Company

<http://www.epa.gov/earth1r6/6sf/pdffiles/crystal-chem-tx.pdf>

RSR Corporation

<http://www.epa.gov/earth1r6/6sf/pdffiles/rsr-tx.pdf>

Sheridan Disposal Services

<http://www.epa.gov/earth1r6/6sf/pdffiles/sheridan-tx.pdf>

Sol Lynn Industrial Transformers

<http://www.epa.gov/earth1r6/6sf/pdffiles/sol-lynn-tx.pdf>

Tex-Tin Corp

<http://www.epa.gov/earth1r6/6sf/pdffiles/tex-tin-tx.pdf>

United Creosoting Company

<http://www.epa.gov/earth1r6/6sf/pdffiles/united-creosote-tx.pdf>

Connect with EPA Region 6:

On Facebook: <https://www.facebook.com/eparegion6>

On Twitter: <https://twitter.com/EPAregion6>

Activities in EPA Region 6: <http://www.epa.gov/aboutepa/region6.htm>

###

Attachment 4
Documents Reviewed

Documents Reviewed

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SAIC Energy (prepared for Land O'Lakes). *Supplemental Remedial Action Work Plan, State Highway 33, Visual Contamination Addendum*. May 1, 2012.

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Envirocon (prepared for Land O'Lakes). *Hudson Refinery Superfund Site: Supplemental Remedial Action Work Plan Revision 1*. July 27, 2012.

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Envirocon (prepared for Land O'Lakes). *Hudson Refinery Superfund Site: Supplemental Remedial Action Work Plan Revision 2*. September 19, 2012.

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Enviro Clean Services (prepared for Land O'Lakes). *Health and Safety Plan: Hudson Refinery Superfund Site*. September 25, 2013.

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Enviro Clean Services (prepared for Land O'Lakes). *Remedial Action Report*. March 19, 2014.

Terracon (prepared for Land O'Lakes). *Independent Quality Assurance Team Report*. March 19, 2014.

Land O'Lakes, Site Security Logs, various dates

Attachment 5
Site Inspection Checklist

4. Other interviews (optional): Byron E. Starns <input checked="" type="checkbox"/> Report attached					
Laura Stankosky EPA Remedial Project Manager 6/17/14 (214) 665-7525 stankosky.laura@epa.gov survey form attached					
III. ONSITE DOCUMENTS & RECORDS VERIFIED (Check all that apply)					
1. O&M Documents					
<input type="checkbox"/>	O&M manual (long term monitoring plan)	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
<input type="checkbox"/>	As-built drawings	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
<input type="checkbox"/>	Maintenance logs	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
Remarks: The Third Revised Operations and Maintenance Plan was revised February 1, 2014 (it is not onsite, but is readily available).					
2. Site-Specific Health and Safety Plan <input type="checkbox"/> Readily available <input type="checkbox"/> Up to date <input checked="" type="checkbox"/> N/A					
	<input type="checkbox"/> Contingency plan/emergency response plan	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
Remarks: There is Health and Safety Plan from September 25, 2013 (it is not onsite, but is readily available).					
3. O&M and OSHA Training Records <input checked="" type="checkbox"/> Readily available <input checked="" type="checkbox"/> Up to date <input type="checkbox"/> N/A					
Remarks: Land O'Lakes submitted the training records to DEQ on June 5, 2014.					
4. Permits and Service Agreements					
<input type="checkbox"/>	Air discharge permit	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
<input type="checkbox"/>	Effluent discharge	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
<input type="checkbox"/>	Waste disposal, POTW	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
<input type="checkbox"/>	Other permits _____	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
Remarks:					
5. Gas Generation Records <input type="checkbox"/> Readily available <input type="checkbox"/> Up to date <input checked="" type="checkbox"/> N/A					
6. Settlement Monument Records <input type="checkbox"/> Readily available <input type="checkbox"/> Up to date <input checked="" type="checkbox"/> N/A					
7. Groundwater Monitoring Records <input checked="" type="checkbox"/> Readily available <input checked="" type="checkbox"/> Up to date <input type="checkbox"/> N/A					
Remarks: The Fourth Annual Groundwater Monitoring Report dated April 21, 2014 was revised September 9, 2014 (it is not onsite, but is readily available).					
8. Leachate Extraction Records <input type="checkbox"/> Readily available <input type="checkbox"/> Up to date <input checked="" type="checkbox"/> N/A					
9. Discharge Compliance Records					
<input type="checkbox"/>	Air	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
<input type="checkbox"/>	Water (effluent)	<input type="checkbox"/>	Readily available	<input type="checkbox"/>	Up to date
	<input checked="" type="checkbox"/> N/A				
Remarks:					

10. Daily Access/Security Logs Readily available Up to date
N/A

Remarks: Security inspections may include provisions more stringent than required by the ROD/ESD. Land O'Lakes conducts additional monitoring as the Site property owner.

IV. O&M COSTS

1. O&M Organization

State in-house Contractor for State
 PRP in-house Contractor for PRP
 Federal Facility in-house Contractor for Federal Facility
 Other _____

2. O&M Cost Records

Readily available Up to date Funding mechanism/agreement in place
Original O&M cost estimate \$40,320 from ROD Breakdown attached

Remarks: O&M costs estimate numbers came from the September 29, 2014 revised draft Remedial Action Report's Table 2 titled "Remedial Design/Remedial Action Costs". This table indicated Land O'Lakes' O&M costs at approximately \$53,000.

Total annual cost by year for review period, if available

Date	Date	Total Cost	
From _____	To _____	_____	- <input type="checkbox"/> Breakdown attached
From _____	To _____	_____	- <input type="checkbox"/> Breakdown attached
From _____	To _____	_____	- <input type="checkbox"/> Breakdown attached
From _____	To _____	_____	- <input type="checkbox"/> Breakdown attached
From _____	To _____	_____	- <input type="checkbox"/> Breakdown attached

3. Unanticipated or Unusually High O&M Costs During Review Period

Describe costs and reasons: No

V. ACCESS AND INSTITUTIONAL CONTROLS Applicable N/A

A. Fencing

1. Fencing damaged Location shown on site map Gates secured N/A

Remarks: During the site inspection the fence and gates were generally in good condition. The corner of the fence next to the gate entry to the North Refinery parking area had been damaged by what may have been a vehicle that had run off of State Highway 33/W. Main St. At the time of the site inspection Land O'Lakes was working with the Cushing Police Department and ODOT to determine what had happened, entity responsible for fence repair, and if an access agreement was needed from ODOT for Land O'Lakes' contractors to make the repairs. The contractor stated that in the past other areas of the fence had been damaged, but repairs were made. Land O'Lakes maintains the fence as the Site property owner.

B. Other Access Restrictions

1. Signs and other security measures Location shown on site map N/A

Remarks: _____

C. Institutional Controls						
1. Implementation and enforcement						
Site conditions imply institutional controls not properly implemented N/A	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>	
Site conditions imply institutional controls not being fully enforced N/A	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>	
Type of monitoring (e.g., self-reporting, drive by) <u>site inspections</u>						
Frequency <u>quarterly</u>						
Responsible party/agency <u>contractor for PRP</u>						
Contact <u>Byron Starns Land O'Lakes Project Coordinator 11/19/13 (Site Security Plan) (612) 335-1516</u>						
Name	Title	Date	Phone no.			
Reporting is up-to-date	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	N/A
Reports are verified by the lead agency	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	N/A
Specific requirements in deed or decision documents have been met N/A	<input checked="" type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	
Violations have been reported	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>	N/A
Other problems or suggestions: <input type="checkbox"/> Report attached						
Remarks: <u>The Site Security Plan is in Appendix A of the 3rd Revised Operations & Maintenance Plan.</u>						
2. Adequacy <input checked="" type="checkbox"/> Institutional controls are adequate <input type="checkbox"/> Institutional controls are inadequate <input type="checkbox"/> N/A						
Remarks: <u>No digging, excavating, or activities that would cause erosion were seen. No residential, recreational, or ground water use.</u>						
D. General						
1. Vandalism/trespassing <input type="checkbox"/> Location shown on site map <input checked="" type="checkbox"/> No vandalism evident						
Remarks: <u>The contractor stated that in the past the fence had been damaged, trespass was made into site buildings, and dumping has occurred. Fence damage was repaired, buildings were boarded up to prevent trespasser entry, and dumped materials were removed.</u>						
2. Land use changes onsite <input checked="" type="checkbox"/> N/A						
Remarks: <u>No</u>						
3. Land use changes offsite <input checked="" type="checkbox"/> N/A						
Remarks: <u>No</u>						
VI. GENERAL SITE CONDITIONS						
A. Roads <input type="checkbox"/> Applicable <input checked="" type="checkbox"/> N/A						
Roads damaged <input type="checkbox"/> Location shown on site map <input type="checkbox"/> Roads adequate <input checked="" type="checkbox"/> N/A						
Remarks: _____						
B. Other Site Conditions <input type="checkbox"/> Applicable <input checked="" type="checkbox"/> N/A						
Remarks: _____						
VII. LANDFILL COVERS <input type="checkbox"/> Applicable <input checked="" type="checkbox"/> N/A						
A. Landfill Surface <input type="checkbox"/> Applicable <input type="checkbox"/> N/A						
1. Settlement (Low spots) <input type="checkbox"/> Location shown on site map <input type="checkbox"/> Settlement not evident						
Areal extent _____ Depth _____						
Remarks: _____						
2. Cracks <input type="checkbox"/> Location shown on site map <input type="checkbox"/> Cracking not evident						
Lengths _____ Widths _____ Depths _____						
Remarks: _____						
3. Erosion <input type="checkbox"/> Location shown on site map <input type="checkbox"/> Erosion not evident						
Areal extent _____ Depth _____						
Remarks: _____						
4. Holes <input type="checkbox"/> Holes evident <input type="checkbox"/> Holes not evident						
Areal extent _____ Depth _____						

Remarks: _____			
5.	Vegetative Cover	<input type="checkbox"/> Grass <input type="checkbox"/> Cover properly established <input type="checkbox"/> No signs of stress	
	<input type="checkbox"/> Trees/Shrubs (indicate size and locations on a diagram)		
Remarks: _____			
6.	Alternative Cover (armored rock, concrete, etc.)	<input type="checkbox"/> N/A	
Remarks: _____			
7.	Bulges	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> Bulges not evident	
	Areal extent _____	Depth _____	
Remarks: _____			
8.	Wet Areas/Water Damage	<input type="checkbox"/> Wet areas/water damage not evident	
<input type="checkbox"/>	Wet areas	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> Areal extent _____	
<input type="checkbox"/>	Ponding	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> Areal extent _____	
<input type="checkbox"/>	Seeps	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> Areal extent _____	
<input type="checkbox"/>	Soft subgrade	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> Areal extent _____	
Remarks: _____			
9.	Slope Instability	<input type="checkbox"/> Slides <input type="checkbox"/> Location shown on site map	
	<input type="checkbox"/> No evidence of slope instability	Areal extent _____	
Remarks: _____			
B.	Benches	<input type="checkbox"/> Applicable <input type="checkbox"/> N/A	
(Horizontally constructed mounds of earth placed across a steep landfill side slope to interrupt the slope in order to slow down the velocity of surface runoff and intercept and convey the runoff to a lined channel.)			
1.	Flows Bypass Bench	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> N/A or okay	
Remarks: _____			
2.	Bench Breached	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> N/A or okay	
Remarks: _____			
3.	Bench Overtopped	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> N/A or okay	
Remarks: _____			
C.	Letdown Channels	<input type="checkbox"/> Applicable <input type="checkbox"/> N/A	
(Channel lined with erosion control mats, riprap, grout bags, or gabions that descend down the steep side slope of the cover and will allow the runoff water collected by the benches to move off of the landfill cover without creating erosion gullies.)			
1.	Settlement	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> No evidence of settlement	
	Areal extent _____	Depth _____	
Remarks: _____			
2.	Material Degradation	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> No evidence of degradation	
	Material type _____	Areal extent _____	
Remarks: _____			
3.	Erosion	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> No evidence of erosion	
	Areal extent _____	Depth _____	
Remarks: _____			
4.	Undercutting	<input type="checkbox"/> Location shown on site map <input type="checkbox"/> No evidence of undercutting	
	Areal extent _____	Depth _____	
Remarks: _____			
5.	Obstructions Type _____		
	<input type="checkbox"/> No obstructions <input type="checkbox"/> Location shown on site map		
	Areal extent _____	Size _____	
Remarks: _____			
6.	Excessive Vegetative Growth Type _____		
	<input type="checkbox"/> No evidence of excessive growth <input type="checkbox"/> Vegetation in channels does not obstruct flow		

<input type="checkbox"/>	Location shown on site map	Areal extent _____	Remarks: _____	
D.	Cover Penetrations	<input type="checkbox"/> Applicable	<input type="checkbox"/> N/A	
1.	Gas Vents	<input type="checkbox"/> Active <input type="checkbox"/> Passive	<input type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning <input type="checkbox"/> Routinely sampled <input type="checkbox"/> Good condition
		<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A
Remarks: _____				
2.	Gas Monitoring Probes	<input type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input type="checkbox"/> Routinely sampled <input type="checkbox"/> Good condition
		<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A
Remarks: _____				
2.	Monitoring Wells (within surface area of landfill)			
	<input type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input type="checkbox"/> Routinely sampled	<input type="checkbox"/> Good condition
	<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A	
Remarks: _____				
4.	Leachate Extraction Wells	<input type="checkbox"/> Properly secured/locked	<input type="checkbox"/> Functioning	<input type="checkbox"/> Routinely sampled <input type="checkbox"/> Good condition
		<input type="checkbox"/> Evidence of leakage at penetration	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A
Remarks: _____				
5.	Settlement Monuments	<input type="checkbox"/> Located	<input type="checkbox"/> Routinely surveyed	<input type="checkbox"/> N/A
Remarks: _____				
E.	Gas Collection and Treatment	<input type="checkbox"/> Applicable	<input type="checkbox"/> N/A	
1.	Gas Treatment Facilities			
	<input type="checkbox"/> Flaring	<input type="checkbox"/> Thermal destruction	<input type="checkbox"/> Collection for reuse	
	<input type="checkbox"/> Good condition	<input type="checkbox"/> Needs Maintenance		
Remarks: _____				
2.	Gas Collection Wells, Manifolds, and Piping	<input type="checkbox"/> Good condition	<input type="checkbox"/> Needs Maintenance	
Remarks: _____				
3.	Gas Monitoring Facilities (e.g., gas monitoring of adjacent homes or buildings)			
	<input type="checkbox"/> Good condition	<input type="checkbox"/> Needs Maintenance	<input type="checkbox"/> N/A	
Remarks: _____				
F.	Cover Drainage Layer	<input type="checkbox"/> Applicable	<input type="checkbox"/> N/A	
1.	Outlet Pipes Inspected	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A	
Remarks: _____				
2.	Outlet Rock Inspected	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A	
Remarks: _____				
G.	Detention/Sedimentation Ponds	<input type="checkbox"/> Applicable	<input type="checkbox"/> N/A	
1.	Siltation	Areal extent _____	Depth _____	
	<input type="checkbox"/> N/A	<input type="checkbox"/> Siltation not evident		
Remarks: _____				
2.	Erosion	Areal extent _____	Depth _____	
	<input type="checkbox"/> Erosion not evident			
Remarks: _____				
3.	Outlet Works	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A	
Remarks: _____				
4.	Dam	<input type="checkbox"/> Functioning	<input type="checkbox"/> N/A	
Remarks: _____				

H.	Retaining Walls	<input type="checkbox"/>	Applicable	<input type="checkbox"/>	N/A
1.	Deformations	<input type="checkbox"/>	Location shown on site map	<input type="checkbox"/>	Deformation not evident
Horizontal displacement _____		Vertical displacement _____			
Rotational displacement _____		Remarks: _____			
2.	Degradation	<input type="checkbox"/>	Location shown on site map	<input type="checkbox"/>	Degradation not evident
Remarks: _____					
I.	Perimeter Ditches/Off-Site Discharge	<input type="checkbox"/>	Applicable	<input type="checkbox"/>	N/A
1.	Siltation	<input type="checkbox"/>	Location shown on site map	<input type="checkbox"/>	Siltation not evident
Areal extent _____		Depth _____			
Remarks: _____					
2.	Vegetative Growth	<input type="checkbox"/>	Location shown on site map	<input type="checkbox"/>	N/A
<input type="checkbox"/> Vegetation does not impede flow					
Areal extent _____		Type _____			
Remarks: _____					
3.	Erosion	<input type="checkbox"/>	Location shown on site map	<input type="checkbox"/>	Erosion not evident
Areal extent _____		Depth _____			
Remarks: _____					
4.	Discharge Structure	<input type="checkbox"/>	Functioning	<input type="checkbox"/>	N/A
Remarks: _____					
VIII. VERTICAL BARRIER WALLS		<input type="checkbox"/>	Applicable	<input checked="" type="checkbox"/>	N/A
1.	Settlement	<input type="checkbox"/>	Location shown on site map	<input type="checkbox"/>	Settlement not evident
Areal extent _____		Depth _____			
Remarks: _____					
2.	Performance Monitoring	Type of monitoring _____			
<input type="checkbox"/> Performance not monitored		Frequency _____		<input type="checkbox"/> Evidence of breaching	
Head differential _____		Remarks: _____			
IX. GROUNDWATER/SURFACE WATER REMEDIES		<input checked="" type="checkbox"/>	Applicable	<input type="checkbox"/>	N/A
A.	Groundwater Extraction Wells, Pumps, and Pipelines	<input type="checkbox"/>	Applicable	<input checked="" type="checkbox"/>	N/A
1.	Pumps, Wellhead Plumbing, and Electrical				
<input type="checkbox"/> Good condition		<input type="checkbox"/> All required wells located		<input type="checkbox"/> Needs Maintenance	
				<input type="checkbox"/> N/A	
Remarks: _____					
2.	Extraction System Pipelines, Valves, Valve Boxes, and Other Appurtenances				
<input type="checkbox"/> Good condition		<input type="checkbox"/> Needs Maintenance			
Remarks: _____					
3.	Spare Parts and Equipment				
<input type="checkbox"/> Readily available		<input type="checkbox"/> Good condition		<input type="checkbox"/> Requires upgrade	
				<input type="checkbox"/> Needs to be provided	
Remarks: _____					
B.	Surface Water Collection Structures, Pumps, and Pipelines	<input type="checkbox"/>	Applicable	<input checked="" type="checkbox"/>	N/A
1.	Collection Structures, Pumps, and Electrical				
<input type="checkbox"/> Good condition		<input type="checkbox"/> Needs Maintenance			
Remarks: _____					

2. Surface Water Collection System Pipelines, Valves, Valve Boxes, and Other Appurtenances
 Good condition Needs Maintenance
 Remarks: _____

3. Spare Parts and Equipment
 Readily available Good condition Requires upgrade Needs to be provided
 Remarks: _____

C. Treatment System Applicable N/A

1. Treatment Train (Check components that apply)
 Metals removal Oil/water separation Bioremediation
 Air stripping Carbon absorbers
 Filters _____
 Additive (e.g., chelation agent, flocculent) pH management
 Others _____
 Good condition Needs Maintenance
 Sampling ports properly marked and functional
 Sampling/maintenance log displayed and up to date
 Equipment properly identified
 Quantity of groundwater treated annually _____
 Quantity of surface water treated annually _____
 Remarks: _____

2. Electrical Enclosures and Panels (Properly rated and functional)
 N/A Good condition Needs Maintenance
 Remarks: _____

3. Tanks, Vaults, Storage Vessels
 N/A Good condition Proper secondary containment Needs Maintenance
 Remarks: _____

4. Discharge Structure and Appurtenances
 N/A Good condition Needs Maintenance
 Remarks: _____

5. Treatment Building(s)
 N/A Good condition (esp. roof and doorways) Needs repair
 Chemicals and equipment properly stored
 Remarks: _____

6. Monitoring Wells (pump and treatment remedy)
 x All required wells located Needs Maintenance N/A
 Remarks: _____

D. Monitored Data Applicable N/A

1. Monitoring Data
 Is routinely submitted on time? Is of acceptable quality?

2. Monitoring data suggests:
 Groundwater plume is effectively contained? Contaminant concentrations are declining?

E. Monitored Natural Attenuation

1. Monitoring Wells (natural attenuation remedy)
 Properly secured/locked Functioning Routinely sampled Good condition
 All required wells located Needs Maintenance N/A

X. OTHER REMEDIES

If there are remedies applied at the site which are not covered above, attach an inspection sheet describing the physical nature and condition of any facility associated with the remedy. An example would be soil vapor extraction.

The ground water remedy is a restoration remedy that includes monitoring only. All ground water monitoring wells are properly secured and locked, functioning, routinely sampled, good condition, and that all required wells were able to be located.

XI. OVERALL OBSERVATIONS

A. Implementation of the Remedy

Describe issues and observations relating to whether the remedy is effective and functioning as designed. Begin with a brief statement of what the remedy is to accomplish (i.e., to contain contaminant plume, minimize infiltration and gas emission, etc.).

Soil and sediment above ROD cleanup levels was excavated and disposed of offsite, including soil with visual contamination, but in some areas soils exceeding cleanup levels may remain at depths greater than two feet. The current implementation of the remedy is effective and is functioning as designed.

B. Adequacy of O&M

Describe issues and observations related to the implementation and scope of O&M procedures. In particular, discuss their relationship to the current and long-term protectiveness of the remedy.
O&M is adequate.

C. Early Indicators of Potential Remedy Problems

Describe issues and observations such as unexpected changes in the cost or scope of O&M or a high frequency of unscheduled repairs that suggest that the protectiveness of the remedy may be compromised in the future.
There are no early indicators of potential remedy problems or failure.

D. Opportunities for Optimization

Describe possible opportunities for optimization in monitoring tasks or the operation of the remedy.

site name
 EPA ID:
 # Five-Year Review

INSPECTION TEAM ROSTER

NAME	ORGANIZATION	TITLE
Aron Samwel	DEQ	Env Programs Specialist
George (Boon) Richardson	ENVIRO CLEAN SERVICES	MANAGER HYDROGEOLOGIST
Samuel Hooker	DEQ	Temporary Worker
Amy Brittain	DEQ	EPM
BYRON STARNES	LoFL / Stinson, Leonard, Street	Project Manager, Attorney
JACK LAWMASTER	ENVIRO CLEAN	ENGINEERING PRS MGR
Stephen Jantzen	RWS	Attorney
Steve Spears	City of Cushing	City Manager
Laura Stankosky	U.S. EPA	Project Manager
Stephen Harper	US EPA	Community Outreach

Date

Attachment 6
Site Inspection Photographs



144.jpg
5/15/2014 11:45 AM



146.jpg
5/15/2014 11:48



145.jpg
5/15/2014 11:45 AM



147.jpg
5/15/2014 11:48



148.jpg
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150.jpg
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149.jpg
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151.jpg
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152.jpg
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154.jpg
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238.jpg
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Attachment 7
Interview Records

INTERVIEW RECORD

Site Name: Hudson Refinery Site		EPA ID No.: OKD082471988	
Site Location: Cushing, OK			
Type: <input type="checkbox"/> Telephone <input type="checkbox"/> Visit <input checked="" type="checkbox"/> Other		Time: 3:30 pm	Date: 5/19/14
Contact Made By:			
Name: Aron Samwel		Title: Environmental Programs Specialist IV	Organization: Department Environmental Quality
Telephone No: (405)702-5123 E-Mail: aron.samwel@deq.ok.gov		Street Address: 707 N. Robinson, P.O. Box 1677 City, State, Zip: Oklahoma City, OK 73101-1677	
Individual Contacted:			
Name: Jason White		Title: Environmental Specialist II	Organization: ITEC
Telephone No: 918- 453-5110 E-Mail Address: Jason-white@cherokee.org		Street Address: P.O. Box 948 City, State, Zip: Tahlequah, OK 74465	
Summary Of Conversation			
<p>1. What is your overall impression of the site/project (general sentiment)?</p> <p>The overall impression is really good and it is exciting to see cleanup and movement on the site. The Superfund process is slow but the overall project is good.</p>			
<p>2. What effects have post-construction site activities in the last five years had on the surrounding community?</p> <p>Not sure, but post-construction site activities benefits the community.</p>			

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

3. Are you aware of any community concerns regarding the ongoing operation and maintenance activities at the site? If so, please give details.

No concerns at this time.

4. Are you aware of any events, incidents, or activities at the site such as vandalism, trespassing, or emergency response from local authorities? If so, please provide details.

None at this time

5. Do you feel well informed about the site's activities and progress?

Yes, ODEQ has done an excellent job with updating information and answering any questions we may have regarding the site. The fact sheet helps provide site information.

6. Do you have any comments, suggestions, or recommendations regarding the site's management or operation?

None at this time.

INTERVIEW RECORD

Site Name: Hudson Refinery Site		EPA ID No.: OKD082471988	
Site Location: Cushing, OK			
Type: <input type="checkbox"/> Telephone <input type="checkbox"/> Visit <input type="checkbox"/> Other		Time: 9:00 am	Date: 5/20/2014
Contact Made By:			
Name: Aron Samwel		Title: Environmental Programs Specialist IV	Organization: Department Environmental Quality
Telephone No: (405)702-5123 E-Mail: aron.samwel@deq.ok.gov		Street Address: 707 N. Robinson, P.O. Box 1677 City, State, Zip: Oklahoma City, OK 73101-1677	
Individual Contacted:			
Name: Amy Brittain		Title: Environmental Program Manager	Organization: Oklahoma Department of Environmental Quality
Telephone No: 405-702-5157 E-Mail Address: amy.brittain@deq.ok.gov		Street Address: 707 N Robinson, PO Box 1677 City, State, Zip: Oklahoma City, OK 73101-1677	
Summary Of Conversation			
<p>1. What is your overall impression of the site/project (general sentiment)?</p> <p>Cleanup of soil and sediment is complete; the revegetation of the site looks good. The ground water should continue to be monitored at least yearly. The institutional controls are in place.</p>			
<p>2. What effects have post-construction site activities in the last five years had on the surrounding community?</p> <p>The site is kept mowed, which looks nicer as you drive into town.</p>			

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

3. Are you aware of any community concerns regarding the ongoing operation and maintenance activities at the site? If so, please give details.

I do not know of any.

4. Are you aware of any events, incidents, or activities at the site such as vandalism, trespassing, or emergency response from local authorities? If so, please provide details.

I have heard there was a problem with trespassing last year. The fence appears to be fixed now.

5. Do you feel well informed about the site's activities and progress?

Yes

6. Have there been routine communications or activities (site visits, inspections, reporting activities, etc.) conducted by your office regarding the site? If so, please give purpose and results?

DEQ has participated in several site visits and inspections along with EPA to oversee cleanup activities and inspect the areas after cleanup to ensure the cleanup performed is adequate.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

7. Have there been any complaints, violations, or other incidents related to the site requiring a response by your office? If so, please give details of the events and results of the responses.

No.

8. Is the remedy functioning as expected? How well is the remedy performing?

Yes, areas where cleanup was required by the ROD have been completed and contaminated ground water does not appear to be leaving the site.

9. What do the monitoring data show? Are there any trends that show contaminant levels are decreasing?

The monitoring data shows that ground water contamination is limited to one well. The concentration in the one well does not appear to be decreasing yet. The one well with LNAPL continues to be gauged and thickness has decreased.

10. Is there a continuous on-site O&M presence? If so, please describe staff and activities. If there is not a continuous on-site presence, describe staff and frequency of site inspections and activities.

The responsible party performs monthly O&M visits to the site.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

11. Have there been any significant changes in the O&M requirements, maintenance schedules, or sampling routines since start-up or in the last five years? If so, do they affect the protectiveness or effectiveness of the remedy? Please describe changes and impacts.

Ground water monitoring has been approved to be decreased from quarterly to semiannually. This has not affected the protectiveness of the remedy.

12. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

Not that I know of.

13. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

Not that I know of.

14. Have there been opportunities to optimize O&M, or sampling efforts? Please describe changes and resultant or desired cost savings or improved efficiency.

The ground water monitoring frequency has changed.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

15. Do you have any comments, suggestions, or recommendations regarding the site's management or operation?

No.

INTERVIEW RECORD

Site Name: Hudson Refinery Site		EPA ID No.: OKD0082471988	
Site Location: Cushing, OK			
Type: <input type="checkbox"/> Telephone <input type="checkbox"/> Visit <input checked="" type="checkbox"/> Other		Time:	Date: 6/16/2014
Contact Made By:			
Name: Aron Samwel		Title: Environmental Programs Specialist IV	Organization: Department Environmental Quality
Telephone No.: (405)702-5123		Street Address: 707 N. Robinson, P.O. Box 1677	
E-Mail: aron.samwel@deq.ok.gov		City, State, Zip: Oklahoma City, OK 73101-1677	
Individual Contacted:			
Name: BYRON E. STARNES		Title: PROJECT COORDINATOR FOR LOL	Organization: STINSON LEONARD STREET LLP
Telephone No.: (612)335-1516		Street Address: 150 So. 5th Street, Ste. 2300	
E-Mail Address: Byron.Starnes@Stinsonleonard.com		City, State, Zip: MINNEAPOLIS, MN 55402	
Summary Of Conversation			
<p>1. What is your overall impression of the site/project (general sentiment)?</p> <p style="margin-left: 40px;">THE PROJECT WAS SUCCESSFUL, THE RAD'S WERE MET, AND THE SITE IS NO LONGER A NEGLECTED PROPERTY.</p>			
<p>2. What effects have post-construction site activities in the last five years had on the surrounding community?</p> <p style="margin-left: 40px;">THE REVEGETATION AND REGULAR SITE INSPECTION AND MAINTENANCE HAVE MADE THE SITE AN ATTRACTIVE GREEN SPACE FOR THE COMMUNITY.</p>			

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

3. Are you aware of any community concerns regarding the ongoing operation and maintenance activities at the site? If so, please give details.

ONLY THE EXPECTATION THAT MOWING, GRASS CONTROL AND COMPLIANCE WITH LOCAL ORDINANCES WILL CONTINUE.

4. Are you aware of any events, incidents, or activities at the site such as vandalism, trespassing, or emergency response from local authorities? If so, please provide details.

THERE HAVE BEEN ISOLATED TRESPASSING AND FENCE DAMAGE REPORTED IN REQUIRED MONTHLY REPORTS AND COMMUNICATIONS WITH EPA. REPAIRS ARE MADE PROMPTLY.

5. Do you feel well informed about the site's activities and progress?

YES

6. Have there been routine communications or activities (site visits, inspections, reporting activities, etc.) conducted by your office regarding the site? If so, please give purpose and results?

REGULAR SITE SECURITY INSPECTIONS ARE CONDUCTED AS PART OF THE SITE SECURITY PLAN. THERE IS REQUIRED MONTHLY REPORTING TO EPA UNTIL THE RA COMPLETION REPORT IS APPROVED. E-MAIL AND TELEPHONE COMMUNICATION WITH EPA AND ODEP OCCURS AS NEEDED, E.G. NOTICE THAT A FENCE WAS DAMAGED.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

7. Have there been any complaints, violations, or other incidents related to the site requiring a response by your office? If so, please give details of the events and results of the responses.

ON A FEW OCCASIONS, THE CITY HAS ASKED THAT PERIMETER MOWING BE CONDUCTED. LOL PROMPTLY COMPLETED THE MOWING WHEN REQUESTED.

8. Is the remedy functioning as expected? How well is the remedy performing?

THE REMEDY IS FUNCTIONING AS EXPECTED AND INTENDED.

9. What do the monitoring data show? Are there any trends that show contaminant levels are decreasing?

FOUR ANNUAL, AND PERIODIC (E.G. QUARTERLY), G.W. MONITORING REPORTS HAVE BEEN PROVIDED AS REQUIRED BY EPA. UNDER THE CURRENT OFM PLAN (THIRD REVISED OPERATION AND MAINTENANCE PLAN - EMURO CLEAN 2013b), G.W. MONITORING EVENTS OCCUR SEMI-ANNUALLY (APRIL & OCTOBER). REPORTS CONTAINING SAMPLING RESULTS ARE PROVIDED AFTER EACH MONITORING EVENT AND IN ANNUAL REPORTS.

10. Is there a continuous on-site O&M presence? If so, please describe staff and activities. If there is not a continuous on-site presence, describe staff and frequency of site inspections and activities.

NO. UNDER THE SITE SECURITY PLAN (MODIFIED 11/19/2013) A MINIMUM OF ONE INSPECTION EACH MONTH IS REQUIRED DURING RA ACTIVITIES. DURING OFM ACTIVITIES A MINIMUM OF ONE SITE INSPECTION IS PERFORMED IN EACH OF THE FOLLOWING MONTHS: JANUARY, APRIL, JULY and OCTOBER.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

11. Have there been any significant changes in the O&M requirements, maintenance schedules, or sampling routines since start-up or in the last five years? If so, do they affect the protectiveness or effectiveness of the remedy? Please describe changes and impacts.

AS NOTED IN #9 ABOVE, THE FREQUENCY OF G.W. MONITORING WAS DECREASED FROM QUARTERLY TO SEMI-ANNUALLY. THE CHANGE DOES NOT AFFECT THE PROTECTIVENESS OR EFFECTIVENESS OF THE REMEDY.

12. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

NO

13. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

NO

14. Have there been opportunities to optimize O&M, or sampling efforts? Please describe changes and resultant or desired cost savings or improved efficiency.

WE WILL ACHIEVE COST SAVINGS WITH THE REDUCTION OF FREQUENCY OF G.W. MONITORING AS DESCRIBED IN #9 ABOVE.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

15. Do you have any comments, suggestions, or recommendations regarding the site's management or operation?

NO

INTERVIEW RECORD

Site Name: Hudson Refinery Site		EPA ID No.: OKD082471988	
Site Location: Cushing, OK			
Type: <input type="checkbox"/> Telephone <input type="checkbox"/> Visit <input type="checkbox"/> Other		Time:	Date:
Contact Made By:			
Name: Aron Samwel		Title: Environmental Programs Specialist IV	Organization: Department Environmental Quality
Telephone No: (405)702-5123 E-Mail: aron.samwel@deq.ok.gov		Street Address: 707 N. Robinson, P.O. Box 1677 City, State, Zip: Oklahoma City, OK 73101-1677	
Individual Contacted:			
Name: Jeremy Fincher		Title: Interim Environmental Director	Organization: Sac and Fox Nation
Telephone No: 918-968-0046 E-Mail Address: jeremy.fincher@sacandfoxnation-nsn.gov		Street Address: 920883 S. Hwy 99, Bldg A City, State, Zip: Stroud, OK 74079	
Summary Of Conversation			
1. What is your overall impression of the site/project (general sentiment)? I have not visited the site. I have only seen it from Hwy 33. Generally, besides occasional litter, it appears to be maintained.			
2. What effects have post-construction site activities in the last five years had on the surrounding community?			

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

3. Are you aware of any community concerns regarding the ongoing operation and maintenance activities at the site? If so, please give details.

People in the drainage basin (especially Skull Creek) are concerned about runoff and discharges from the site.

4. Are you aware of any events, incidents, or activities at the site such as vandalism, trespassing, or emergency response from local authorities? If so, please provide details.

No.

5. Do you feel well informed about the site's activities and progress?

No, but a large portion of the remediation took place before I arrived in this position. I have sought out read the last couple annual reports.

6. Do you have any comments, suggestions, or recommendations regarding the site's management or operation?

Yes, I once found out by happen stance that samples were being collected in anticipation of a proposed discharge into Skull Creek. My suggestion regards management practices that are/may be effecting community members, their property, or lives in any aspect off site. Community members should be informed of such proposed management decisions and then again after the proposed activity has been approved, denied, or carried out.

INTERVIEW RECORD

Site Name: Hudson Refinery Site	EPA ID No.: OKD0082471988	
Site Location: Cushing, OK		
Type: <input type="checkbox"/> Telephone <input type="checkbox"/> Visit <input checked="" type="checkbox"/> Other	Time: 9:00am	Date: 6-17-2014

Contact Made By:

Name: Aron Samwel	Title: Environmental Programs Specialist IV	Organization: Department Environmental Quality
Telephone No.: (405)702-5123	Street Address: 707 N. Robinson, P.O. Box 1677	
E-Mail: aron.samwel@deq.ok.gov	City, State, Zip: Oklahoma City, OK 73101-1677	

Individual Contacted:

Name: Laura Stankosky	Title: TRPM	Organization: US EPA
Telephone No.: (214) 665-7525	Street Address: 1445 Ross Ave W-F-RL	
E-Mail Address: stankosky.laura@epa.gov	City, State, Zip: Dallas, TX 75202	

Summary Of Conversation

1. What is your overall impression of the site/project (general sentiment)?

The site appears well vegetated, except for a few areas with distressed vegetation on the South Refinery. The fence line grass appeared to have been recently mowed during May 15, 2014, 5-Yr site inspection.
While the remaining former refinery buildings on site are in a dilapidated condition they have been boarded up and secured to curb trespass.

2. What effects have post-construction site activities in the last five years had on the surrounding community?

Superfund site cleanup of hazardous substances, pollutants and contaminants protects public health. Cleanup of the site allows for the site to be used for a commercial or industrial reuse.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

3. Are you aware of any community concerns regarding the ongoing operation and maintenance activities at the site? If so, please give details.

I am not aware of any community concerns.

4. Are you aware of any events, incidents, or activities at the site such as vandalism, trespassing, or emergency response from local authorities? If so, please provide details.

Land O'lakes' contractors have described some trespass and site dumping incidents. They have also described fence damage. The site fence - south side of North Refinery - had damage noted during 5/16 site inspection. Damage was possible from a motor vehicle.

5. Do you feel well informed about the site's activities and progress?

Yes

6. Have there been routine communications or activities (site visits, inspections, reporting activities, etc.) conducted by your office regarding the site? If so, please give purpose and results?

Land O'lakes contractors send Monthly Progress Reports, Ground Water Sampling Reports, and electronic mail advising of site issues.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

7. Have there been any complaints, violations, or other incidents related to the site requiring a response by your office? If so, please give details of the events and results of the responses.

No. Land O'lakes took care of fence line mowing when complaints were received.

8. Is the remedy functioning as expected? How well is the remedy performing?

Based on site inspections conducted 12-19-13 and 5-15-14 the Remedial Action appears to be constructed per the Remedial Design. Contaminated groundwater appears to remain on-site.

9. What do the monitoring data show? Are there any trends that show contaminant levels are decreasing?

Groundwater monitoring data continue to show benzene contamination. Benzene levels do not appear to be decreasing; however, data do not show that contaminated groundwater has migrated off-site.

10. Is there a continuous on-site O&M presence? If so, please describe staff and activities. If there is not a continuous on-site presence, describe staff and frequency of site inspections and activities.

No continuous site presence. Land O'lakes' contractors describe periodic site inspections in monthly progress reports and in electronic communication.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

11. Have there been any significant changes in the O&M requirements, maintenance schedules, or sampling routines since start-up or in the last five years? If so, do they affect the protectiveness or effectiveness of the remedy? Please describe changes and impacts.

EPA approved a reduction in ground water monitoring, from quarterly to once per six months. The monitoring frequency change does not affect protectiveness. While the ground water benzene plume does not appear decreasing, it appears to be stable.

12. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

EPA is not aware of any O&M difficulties or costs.

13. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

No.

14. Have there been opportunities to optimize O&M, or sampling efforts? Please describe changes and resultant or desired cost savings or improved efficiency.

As stated in Item 11, ground water monitoring has been reduced from quarterly to once per six months. This should have decreased hand D'lares O&M costs.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD0082471988

Site Location: Cushing, OK

15. Do you have any comments, suggestions, or recommendations regarding the site's management or operation?

Not at this time.

INTERVIEW RECORD

Site Name: Hudson Refinery Site		EPA ID No.: OKD082471988	
Site Location: Cushing, OK			
Type: <input type="checkbox"/> Telephone <input type="checkbox"/> Visit <input checked="" type="checkbox"/> Other		Time: 8:53 am	Date: Jun 19, 2014
Contact Made By:			
Name: Aron Samwel		Title: Environmental Programs Specialist IV	Organization: Department Environmental Quality
Telephone No: (405)702-5123		Street Address: 707 N. Robinson, P.O. Box 1677	
E-Mail: aron.samwel@deq.ok.gov		City, State, Zip: Oklahoma City, OK 73101-1677	
Individual Contacted:			
Name: Dennis L. Datin		Title: Engineer	Organization: ODEQ
Telephone No: 405-702 5125		Street Address: 707 N. Robinson P.O. Box 1677	
E-Mail Address: dennis.datin@deq.ok.gov		City, State, Zip: Oklahoma City, OK 73101-1677	
Summary Of Conversation			
<p>1. What is your overall impression of the site/project (general sentiment)? The project went well and looks very good in post-closure.</p>			
<p>2. What effects have post-construction site activities in the last five years had on the surrounding community? I feel that they have benefit to the surrounding community. They have a site where no waste is on the surface.</p>			

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

3. Are you aware of any community concerns regarding the ongoing operation and maintenance activities at the site? If so, please give details.

No

4. Are you aware of any events, incidents, or activities at the site such as vandalism, trespassing, or emergency response from local authorities? If so, please provide details.

Every once in a while, one fence is cut a residence and needs to be filled in again.

5. Do you feel well informed about the site's activities and progress?

Yes

6. Have there been routine communications or activities (site visits, inspections, reporting activities, etc.) conducted by your office regarding the site? If so, please give purpose and results?

Yes, removal of additional waste, pre-final and final inspections. The purpose was to remove waste and in the inspections to determine if the vegetation is performing its task.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

7. Have there been any complaints, violations, or other incidents related to the site requiring a response by your office? If so, please give details of the events and results of the responses.

No

8. Is the remedy functioning as expected? How well is the remedy performing?

Yes The remedy is performing very well.

9. What do the monitoring data show? Are there any trends that show contaminant levels are decreasing?

The monitoring data shows there is still contamination in well OW-B. From the monitoring data, the values are both increasing and decreasing at various times.

10. Is there a continuous on-site O&M presence? If so, please describe staff and activities. If there is not a continuous on-site presence, describe staff and frequency of site inspections and activities.

No The DEQ and Land Of Lakes will inspect the site at regular intervals for vegetation, security and groundwater monitoring.

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

11. Have there been any significant changes in the O&M requirements, maintenance schedules, or sampling routines since start-up or in the last five years? If so, do they affect the protectiveness or effectiveness of the remedy? Please describe changes and impacts.

There was a change in groundwater monitoring frequency. It went from quarterly to semi-annually. If there is a problem with groundwater or other issues at the site, a corrective action procedure was added. The addition of plugging any additional wells if found over time.

12. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

Yes The problem was a shortage of water to get vegetation established but irrigation was done to help out.

13. Have there been unexpected O&M difficulties or costs at the site since start-up or in the last five years? If so, please give details.

See 12 above.

14. Have there been opportunities to optimize O&M, or sampling efforts? Please describe changes and resultant or desired cost savings or improved efficiency.

No

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

15. Do you have any comments, suggestions, or recommendations regarding the site's management or operation?

I think everything is going well.

INTERVIEW RECORD

Site Name: Hudson Refinery Site		EPA ID No.: OKD082471988	
Site Location: Cushing, OK			
Type: <input checked="" type="checkbox"/> Telephone <input type="checkbox"/> Visit <input type="checkbox"/> Other		Time: 9:11am	Date: 9/9/2014
Contact Made By:			
Name: Aron Samwel		Title: Environmental Programs Specialist IV	Organization: Department Environmental Quality
Telephone No: (405)702-5123 E-Mail: aron.samwel@deq.ok.gov		Street Address: 707 N. Robinson, P.O. Box 1677 City, State, Zip: Oklahoma City, OK 73101-1677	
Individual Contacted:			
Name: Stephen Spears		Title: City Manager	Organization: City of Cushing
Telephone No: 918-225-2394 E-Mail Address: citymanager@cityofcushing.org		Street Address: 100 Judy Adams Blvd. City, State, Zip: Cushing, OK, 74023	
Summary Of Conversation			
<p>1. What is your overall impression of the site/project (general sentiment)?</p> <p style="padding-left: 40px;">I guess in general it looks pretty good.</p>			
<p>2. What effects have post-construction site activities in the last five years had on the surrounding community?</p> <p style="padding-left: 40px;">I'd say minimal.</p>			

Interview Record continued

Site Name: Hudson Refinery Site

EPA ID No.: OKD082471988

Site Location: Cushing, OK

3. Are you aware of any community concerns regarding the ongoing operation and maintenance activities at the site? If so, please give details.

I guess the community is mostly concerned with how well it is being maintained. If it looks good from the highway with no tall weeds and grasses. They would like to see it be mowed more often.

4. Are you aware of any events, incidents, or activities at the site such as vandalism, trespassing, or emergency response from local authorities? If so, please provide details.

Not aware of any.

5. Do you feel well informed about the site's activities and progress?

Yes.

6. Do you have any comments, suggestions, or recommendations regarding the site's management or operation?

Keep it mowed more often, make sure it looks good from the highway, tear down the buildings for aesthetic reasons/deter trespassing, and figure out a beneficial use for the site. Mr. Starns said that after the remediation was complete and the site was well vegetated, they would tear down the buildings.

Attachment 8
Deed Notices

1978 0008

I-2011-016164 09/23/2011 1:34 pm
Book 1978 Page(s) 0008-0186
Fee: \$ 369.00 Doc: \$ 0.00
Linda Hatfield - Payne County Clerk
State of Oklahoma

Return Address:

FORSYTH CUBBAGE & ASSOCIATES

PO Box 7

Cushing OK 74023



This space for recorder's use only

Do not remove this page
This is part of your recorded document

Title of Document: NOTICE

This space added to provide adequate space for recording information
(Additional recording fees apply)

HB 2011 Eff. July 1, 1997

EJU
364^{re}
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**NOTICE OF REMEDIATION
AND EASEMENT****HUDSON REFINERY SUPERFUND SITE
OKD082471988**

LEGAL BASIS FOR NOTICE: The Oklahoma Department of Environmental Quality (including any successor agencies or entities, "DEQ") hereby files this Notice of Remediation pursuant to Oklahoma Statutes, OKLA. STAT. tit. 27A, § 2-7-123(C). This Notice of Remediation does not grant any right to any person not already allowed by law. This Notice of Remediation shall not be construed to authorize or encourage any person or other legal entity to cause or increase pollution, to avoid compliance with State or Federal laws and regulations regarding pollution or to in any manner escape responsibility for maintaining environmentally sound operations.

DEQ may take administrative or civil action to recover costs or to compel compliance with the Land Use and Groundwater Use Restrictions (defined below). The Land Use and Groundwater Use Restrictions shall apply to the Affected Property (defined below) and to persons who own and/or use the Affected Property until such time as DEQ files a subsequent Notice of Remediation that modifies or removes some or all of the Land Use and Groundwater Use Restrictions. Activities that cause or could cause damage to the Remedy (defined and described below) or recontamination of soil or groundwater at the Affected Property are prohibited.

REASON FOR NOTICE: The Affected Property (described below) comprises a portion of the Hudson Refinery Superfund Site (National Superfund Database Identification Number OKD082471988) (the "Site"), which was at one time the location of crude oil refining and storage operations, refined petroleum product storage operations, and associated, ancillary, and related pipelines and infrastructure. The Site has been investigated for potential contamination and is the subject of this Notice of Remediation and Easement. The Site was investigated and risks to human health and safety and the environment were evaluated. DEQ and the United States Environmental Protection Agency ("EPA") required portions of the Site to be remediated to industrial, risk-based cleanup standards and required certain "visual contamination" to be removed. Accordingly, and as further described below, various remedial activities have been implemented on the Site. In some cases, piping and refinery-infrastructure remain at or under the Site. There may also be certain contaminated material and soil remaining at the Site. Certain shallow groundwater at the Site contains constituents of concern in excess of established cleanup levels. Engineering controls, infrastructure, improvements, and equipment constructed during the Remedial Action remain on-Site and must be preserved to protect the short-term and long-term effectiveness of the Remedy. This Notice of Remediation is intended to ensure preservation and protection of the short-term and long-term effectiveness and protectiveness of the Remedy.

AFFECTED PROPERTY: The legal description of the Affected Property is attached hereto as Exhibit "A."

REMEDY: In 1998, EPA conducted an emergency removal action at the Site. On July 22, 1999, EPA placed the Site on its National Priorities List, and in 2001, EPA conducted a non-time critical removal at the Site. From 2004 through 2007, DEQ as lead agency and EPA as support agency conducted a Remedial Investigation/Feasibility Study for the Site which evaluated the potential human health and environmental risks at the Site. On November 23, 2007, EPA issued its Record of Decision (“ROD”) for the Site wherein alternative remedies for the Site were evaluated and the remedy for the Site was selected (the “Remedy”). The ROD is attached hereto as Exhibit “B.” In November 2010, the EPA issued an Explanation of Significant Differences (“ESD”) which documented certain significant and certain minor differences to the Remedy described in the ROD. The ESD is attached hereto as Exhibit “C.”

As described in the ROD and the ESD, the Remedy includes:

1. Excavation and offsite disposal of soils impacted above ROD-established cleanup levels to a minimum depth of 2 feet below the ground surface.
2. Placement of a minimum of 2 feet of clean soil over any soils excavated to a depth of greater than 2 feet, having residual soils at a depth of greater than 2 feet that are above cleanup levels or were not shown to be less than cleanup levels.
3. Removal and sampling of surface water from all surface impoundments required to be addressed by the ROD, in accordance with regulatory requirements.
4. Excavation and offsite disposal of surface impoundment sediments impacted above cleanup levels.
5. Removal and offsite disposal of scrap metal, including tanks and metal debris, and above ground piping.
6. Removal and offsite disposal of asbestos containing materials.
7. Excavation and offsite disposal of coke tar.
8. Confirmation soil and sediment sampling.
9. Excavation and offsite disposal of soils with visual contamination.
10. Re-establishment of vegetative cover over areas disturbed during the Remedial Action.
11. Removal of light non-aqueous phase liquids from groundwater.
12. Monitoring of groundwater for benzene contamination.
13. Plugging and abandonment of Site wells that will not be part of operation and maintenance activities for groundwater monitoring.

Completion of Remedial Action construction activities was documented in the Preliminary Close Out Report (November 2010).

Known areas of the Site where contaminated media may remain in place are depicted on Exhibit "D" hereto. Other areas of the Site, including the Affected Property, may also contain contaminated media.

The known locations and general direction of underground pipes and pipelines on the Site are depicted on Exhibit "E" hereto. Other underground pipes and pipelines may be encountered on other locations of the Site, including the Affected Property.

As of the date of this Notice of Remediation, the locations of Remedial Action groundwater monitoring wells are as depicted in the documentation attached hereto as Exhibit "F."

LAND USE AND GROUNDWATER USE RESTRICTIONS: The following land use and groundwater use restrictions shall apply at the Affected Property:

1. Prohibition Against Residential Use. There shall be no residential use of the Affected Property. Residential use is defined as having any person present at or on the Affected Property for 16 or more hours within one 24 hour period.
2. Erosion Prevention. There shall be no activities that will cause or contribute to excessive erosion of any soil or cover material at, near, and over areas where contaminated media may remain in place on the Affected Property as depicted on Exhibit "D" hereto.
3. Construction, Operations, and Maintenance Activities. All activities on the Affected Property, including those conducted by or on behalf of Land O'Lakes, Inc. or Cushing, Oklahoma Brownfields, LLC, shall require establishment and compliance with the following protocols: (i) ensuring worker health and safety; and (ii) requiring any contaminated media encountered are managed in accordance with the Remedy, as more particularly described in Final Remedial Design and Final Remedial Action Work Plan approved by and on file with the EPA (or any successor agency) and DEQ. Any construction, operations, and/or maintenance activities where digging will occur below a depth of two feet, in any area where contaminated media may remain in place, as depicted on Exhibit "D" hereto, shall require 30 days prior, written notification to DEQ, and to Land O'Lakes, Inc. at the address set forth in restriction number 4 immediately below. Land O'Lakes, Inc. shall have the right to intervene and participate in any proceedings or negotiations between the person or entity proposing such construction, operations, and/or maintenance activities and DEQ. Any construction, operations, and/or maintenance activities wherein potentially contaminated soils and/or wastes are encountered, as evidenced by hydrocarbon

odor and/or the observance of visual contamination shall be immediately reported to DEQ.

4. Prior Written Notice to Land O' Lakes, Inc. Any person or entity desiring to engage in any construction, operations, or maintenance activities on the Affected Property shall provide Land O'Lakes, Inc. with no less than 30 days prior written notice with details of such proposed activities. All such notices shall be addressed to the following:

Land O' Lakes, Inc.
Office of General Counsel
Post Office Box 64101
St. Paul, Minnesota 55164-0101

Land O'Lakes, Inc. shall have the right to enforce any and all requirements of this Notice of Remediation against any such person through any available legal or administrative process.

5. Prohibition Against Use of Groundwater. No person, entity, or party shall develop, produce, or otherwise use any Groundwater (as such term is defined in OKLA. STAT. tit., 82 § 1020.1) on, in, or under any part of the Affected Property.
6. Prohibition Against Interference. No person, entity, or party shall engage in any intrusive or other activities that may damage, alter, destroy, interfere with, or compromise the integrity of the Remedy.

(Items 1 through 6 above are the "Land Use and Groundwater Use Restrictions").

Any redevelopment or use of the Affected Property shall be in compliance with Federal, State, and local law, regulations, and ordinances, and the Land Use and Groundwater Use Restrictions.

CHANGES TO THE LAND USE AND GROUNDWATER USE RESTRICTIONS:

Changes to the Land Use and Groundwater Use Restrictions must be approved by EPA and DEQ. Any person or entity requesting a change to the Land Use and Groundwater Use Restrictions must demonstrate to EPA and DEQ that any contamination at the Affected Property does not exceed levels appropriate for the proposed new land use(s) and that further remediation is not necessary or that additional institutional or engineering controls will be utilized and are adequate to achieve levels protective of human health and the environment for any proposed use. Any person or entity seeking to modify the Land Use and Groundwater Use Restrictions shall provide Land O'Lakes, Inc. with no less than 30 days prior written notice with details of such proposed modifications to the Land Use and Groundwater Use Restrictions. All such notices shall be addressed to the following:

Land O' Lakes, Inc.
Office of General Counsel
Post Office Box 64101
St. Paul, Minnesota 55164-0101

Land O'Lakes, Inc. shall have the right to intervene and participate in any proceedings or negotiations between such person or entity, EPA, and DEQ.

EPA and DEQ may require oversight costs, work plans, sampling, reports, and public participation as part of their review of the new information to support the requested change to the Land Use and Groundwater Use Restrictions. The person requesting the change will be required to follow agency procedures in effect at the time of the request.

EPA and DEQ, in their discretion, may determine, based upon new information submitted, that contamination is present at the Affected Property at levels that will not pose a risk to human health or the environment if the new land use and groundwater use restrictions being requested are allowed. Upon making such a determination, DEQ will file a recordable notice of remediation pursuant to state law in the land records of the Payne County clerk designating the new land use and groundwater use restrictions.

ENGINEERING CONTROLS: The following engineering controls have been used to ensure the effectiveness and protectiveness of the Remedy. These engineering controls shall not be compromised, and are necessary to maintain the integrity of the Remedy.

1. Placement of a minimum of 2 feet of clean soil over any soils excavated to a depth of greater than 2 feet, having residual soils at a depth of greater than 2 feet that are above cleanup levels or were not shown to be less than cleanup levels.
2. General grading activities required to remove various surface impoundments from service and to provide positive drainage of surface water from remediated areas.
3. Improvement of detention structures and drainage structures to control drainage of surface water runoff to Skull Creek.

The covenants, restrictions, and prohibitions described in this Notice of Remediation shall be a burden on and shall run in perpetuity with the Affected Property. Any subsequent purchaser or owner of any part of the Affected Property, for itself, and its heirs, personal representatives, successors, transferees, and assigns becomes bound by, accepts and agrees to all of the covenants, restrictions, prohibitions and rights imposed and granted by this Notice of Remediation. This Notice of Remediation and the Land Use and Groundwater Use Restrictions are effective upon the date of signature by the Executive Director of DEQ.

OKLAHOMA DEPARTMENT OF ENVIRONMENTAL QUALITY

By: Steven A. Thompson
Steven A. Thompson, Executive Director

Date: 9-15-11

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) ss.

Before me, the undersigned, a Notary Public in and for such County and State, on this 15th day of September, 2011, personally appeared Steven A. Thompson to me known to be the identical person who subscribed the name of the maker thereof to the foregoing Notice of Remediation as the Executive Director of the Oklahoma Department of Environmental Quality, and acknowledged to me that s/he executed the same as her/his free and voluntary act and deed and as of such entity, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Commission Expires:

3-10-12

Deborah Ray
Notary Public



EXHIBIT "A"

(Legal Description of the Affected Property)

Tract A (Assessor Tax Parcel No. 1035)

Lots Twenty (20), Twenty-one (21), Twenty-two (22) and Twenty-three (23), LESS Railway, Block Eight (8), WEST ADDITION, all in the City of Cushing, Payne County, State of Oklahoma

Tract B (Assessor Tax Parcel No. 2965)

A tract of land in the Southwest Quarter of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma more particularly described as follows: Commencing at the Southwest corner of said Southwest Quarter (SW/c SW/4), thence North 00° 07' 03" West along the section boundary a distance of 150.00 feet to the Point of Beginning; thence continuing North 00° 07' 03" West along said boundary a distance of 969.47 feet; thence South 88° 54' 18" East a distance of 890.12 feet; thence South 00° 07' 03" East a distance of 1018.32 feet to a point on the North Right of Way Boundary of State Highway 33; thence South 89° 05' 22" West along said boundary a distance of 39.04 feet; thence South 77° 48' 56" West along said boundary a distance of 102.29 feet; thence South 89° 05' 22" West along said boundary a distance of 50.00 feet; thence North 59° 42' 06" West along said boundary a distance of 57.90 feet; thence South 89° 05' 22" West along said boundary a distance of 600.00 feet; thence North 00° 07' 03" West along said boundary a distance of 70.00 feet; thence South 89° 05' 22" West along said boundary a distance of 51.00 feet to the Point of Beginning, containing 20.94 acres, more or less, said tract being also described on the copy of the Plat of Survey of Jimmy W. Hill dated October 5, 2001

Tract C (Assessor Tax Parcel No. 59724)

Lots Fifteen (15), Sixteen (16), Seventeen (17) and Eighteen (18), Block Thirty-six (36), SOUTH ADDITION, to the City of Cushing, Payne County, State of Oklahoma, according to the recorded plat thereof

Tract D (Assessor Tax Parcel No. 3026)

The Southwest Quarter (SW/4) of Section Thirty-three (33), Township Eighteen (18) North, Range Five (5) East of the I.M., Payne County, Oklahoma, less and except the following five (5) tracts:

EXCEPTED TRACT 1: a tract described as the South 795 feet of the East 300 feet of said SW/4, which is also described as beginning at the Southeast corner of said SW/4 Section 33-T18N-R5E of the I.M., thence North 795 feet, thence West 300 feet, thence South 795 feet, thence East 300 feet to the point of beginning, and

EXCEPTED TRACT 2: that part deeded to the AT&SF RR Company and currently owned by it

or its successors in interest, and

EXCEPTED TRACT 3: a tract of land beginning at a point 1202.88 feet North and 75 feet East of the Southwest corner of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma; thence along an angle South 82° 57' 32" East, 637.1 feet; thence South 86° 40' 31" East, 241.4 feet; thence North 3° 1' 38" East, 416.6 feet; thence North 24° 15' 14" West, 99.8 feet; thence South 85° 56' 18" West 178.4 feet; thence North 0° 39' 15" West 536.6 feet; thence South 79° 39' 11" West 291.4 feet; thence South 7° 49' 2" West, 326.0 feet; thence South 39° 44' 0" West, 105.00 feet; thence South 55° 44' 08" West 96.0 feet; thence South 73° 53' 59" West, 119.0 feet; thence South 28° 24' 0" West, 164.8 feet; thence South 0° 0' 0" West, 250.6 feet to the point of beginning and containing 10.72 acres more or less, [Comment: Excepted Tract 3 is the same as Tax Parcel No. 625, Johnnie Lee Bryant, item 8 below, Book 1432, Pages 187-189], and

EXCEPTED TRACT 4: a tract of land in the Southwest Quarter of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma more particularly described as follows: Commencing at the Southwest corner of said Southwest Quarter (SW/c SW/4), thence North 00° 07' 03" West along the section boundary a distance of 150.00 feet to the Point of Beginning; thence continuing North 00° 07' 03" West along said boundary a distance of 969.47 feet; thence South 88° 54' 18" East a distance of 890.12 feet; thence South 00° 07' 03" East a distance of 1018.32 feet to a point on the North Right of Way Boundary of State Highway 33; thence South 89° 05' 22" West along said boundary a distance of 39.04 feet; thence South 77° 48' 56" West along said boundary a distance of 102.29 feet; thence South 89° 05' 22" West along said boundary a distance of 50.00 feet; thence North 59° 42' 06" West along said boundary a distance of 57.90 feet; thence South 89° 05' 22" West along said boundary a distance of 600.00 feet; thence North 00° 07' 03" West along said boundary a distance of 70.00 feet; thence South 89° 05' 22" West along said boundary a distance of 51.00 feet to the Point of Beginning, containing 20.94 acres, more or less, and being subject to easements and rights-of-way of record, [Comment: Excepted Tract 4 is the same as Tax Parcel No. 59724, Cushing, Oklahoma Brownfields, LLC, item 6 above, Book 1897, Pages 652-655], and

EXCEPTED TRACT 5: the State Highway 33 right of way along the south side of said SW/4

1978 0017

EXHIBIT "B"

(Copy of the EPA November 2007 Record of Decision)

EPA November 2007 Record of Decision removed to decrease document size.

1978 0132

EXHIBIT "C"

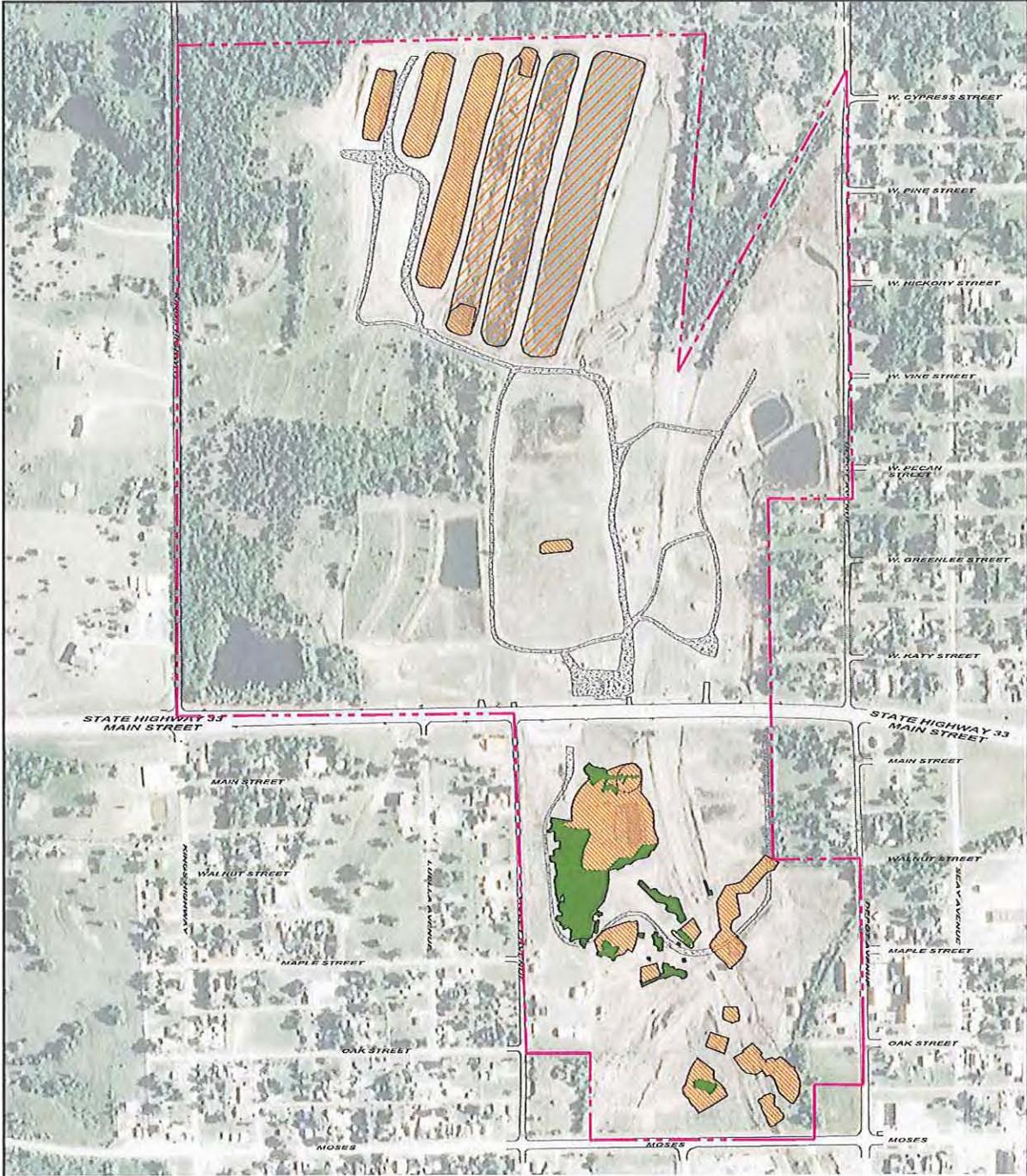
(Copy of the EPA November 2010 Explanation of Significant Differences)

EPA November 2010 Explanation of Significant Differences removed to decrease document size.

1978 0172

EXHIBIT "D"

(Map of Areas Where Contaminated Media May Remain in Place)

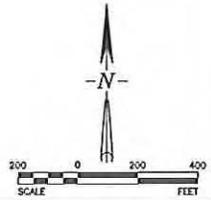


1978 0173

LEGEND

-  HUDSON REFINERY SUPERFUND SITE BOUNDARY
-  LIMITS OF REMEDIATION
-  AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION AND SOILS WERE SHOWN TO BE FREE OF CONTAMINATION ABOVE CLEANUP LEVELS
-  AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION WHERE CONTAMINATED SOILS EXCEEDING CLEANUP LEVELS MAY REMAIN AT DEPTHS GREATER THAN 2 FEET
-  AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION WHICH CONSISTED OF ONLY BACKFILLING AND GRADING. POND SEDIMENTS HAD BEEN SHOWN TO BE FREE OF CONTAMINATION ABOVE CLEANUP LEVELS.

SOURCE: NATIONAL AERIAL IMAGERY PROGRAM (NAIP)
DATED MARCH 2010



1

DATE	06/29/11
SCALE	1" = 400'
DESIGNED BY	CORRIS
APPROVED BY	CORRIS
DRAWN BY	SNG

FIGURE TITLE	LOCATIONS WHERE CONTAMINATED MEDIA MAY REMAIN IN PLACE
DOCUMENT TITLE	INSTITUTIONAL CONTROLS EXHIBIT "D"
CLIENT	LAND O'LAKES, INC.
LOCATION	HUDSON REFINERY SUPERFUND SITE CUSHING, OKLAHOMA


 Energy, Environment & Infrastructure, LLC
 3700 W. Robinson, Suite 200
 Norman, OK 73069-2922
 www.SAIC.com/Envrnl

1978 0174

EXHIBIT "E"

(Locations and General Directions of Known Underground Piping)

1978 0175

CUT PIPE LOCATIONS

Pipe Number	Northing	Easting	Pipe Direction
NORTH REFINERY			
NSP002	353677.7770	232812.1521	North
NSP003	353468.1264	2329785.6916	South
NSP004	352822.5582	2329725.8658	North & South
NSP006-007	352347.5783	2329135.7153	North, South & West
NSP008	351848.1293	2328449.0541	South
NSP009	351870.2182	2328845.2738	North
NSP009	351903.1436	2328839.3372	South
NSP009	351935.4912	2328852.7620	North
NSP010	352166.6811	2330135.1462	North, South & West
NSP011	351877.5211	2330125.2350	South
NSP011	351831.7405	2330133.6573	East
NSP012	352090.2238	2328938.3337	Vertical
NSP013	351404.2958	2330112.8259	North, South & West
NSP014	351809.0934	2327671.9653	North
NSP015	351737.4527	2328655.8331	West
NSP016-017	351831.6634	2328910.7078	South
NSP018	351784.7724	2328497.3767	East
NSP018	351789.2510	2328777.6228	West
NSP018	351786.4167	2328814.0432	East
NSP019	352745.6552	2330260.6114	Southeast
NSP019	352853.2744	2330333.1027	Northeast
NSP020-021	352927.1854	2330218.2965	Northeast
SOUTH REFINERY			
SSP001	350932.0938	2328776.8809	Northeast
SSP002	350912.7347	2328777.7500	Northeast
SSP004	350723.7863	2330053.3689	North
SSP005	350722.7763	2329938.2211	North
SSP006	350645.4407	2328711.2653	Vertical
SSP007	350697.6789	2330056.6337	South
SSP007	350710.6924	2330095.7709	North
SSP008-010	350491.5814	2328835.6254	West
SSP009	350501.6248	2328527.7692	East
SSP010	350501.6654	2328682.2172	East
SSP011	350321.3591	2329039.5809	East
SSP011	350286.2299	2328812.3534	West
SSP012	350293.2458	2328847.0512	West
SSP013	350475.1469	2328673.3514	East
SSP013	350476.6452	2328653.8417	West
SSP014	350470.4470	2328659.5569	Southeast
SSP015	350468.2845	2328654.0785	South
SSP016	350465.3174	2328672.3451	Southeast
SSP017	350504.7583	2328660.0114	Southeast
SSP017	350531.7767	2328678.6559	Northeast
SSP018	350597.3847	2328688.8934	Southeast
SSP019	350426.6210	2328561.4458	Northeast
SSP020	350553.2401	2328554.2883	Southeast
SSP021-023	350555.3668	2328458.7652	Southeast
SSP035-033 & 035	350119.6152	2330071.3754	North
SSP037-039	350056.5583	2327278.0754	West
SSP040	350116.2697	2330091.8717	East
SSP042-047	350071.4953	2330021.6055	Southeast
SSP048	350083.1792	2330024.2822	Southeast
SSP049-050	350100.9459	2330061.8209	West
SSP049-050	350116.2697	2330091.8717	East
SSP055-070	350080.6883	2329174.4558	North
SSP071	350875.2743	2329169.8133	North
SSP072	350721.9761	2328438.1495	Southeast
SSP072	350739.3007	2328408.3457	West
SSP073-074	350685.3853	2328353.7052	Southeast
SSP076	350491.5814	2328438.0254	West
SSP078	350501.6654	2328682.2172	East
SSP077	350291.1978	2330081.4517	South
SSP078-079	350491.5814	2328438.0254	West
SSP080	350488.2835	2328433.5567	North
SSP081	350388.1133	2329184.7171	North
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SSP082	350031.0407	2329384.0582	West
SSP083	350053.2348	2329377.0792	West
SSP084	350463.1792	2330024.2822	Southeast
SSP085	350335.1232	2330068.6040	West
SSP086-087	350316.2697	2330061.8717	East

Prepared By
 **ENVIROCON**
 431 Corporate Center
 675 Hill

FORNER HUDSON
 REFINERY
 CUT PIPES LAYOUT

Prepared For
 **LAND O' LAKES, INC.**
 150 South Main Street
 5017 2800

1978 0176

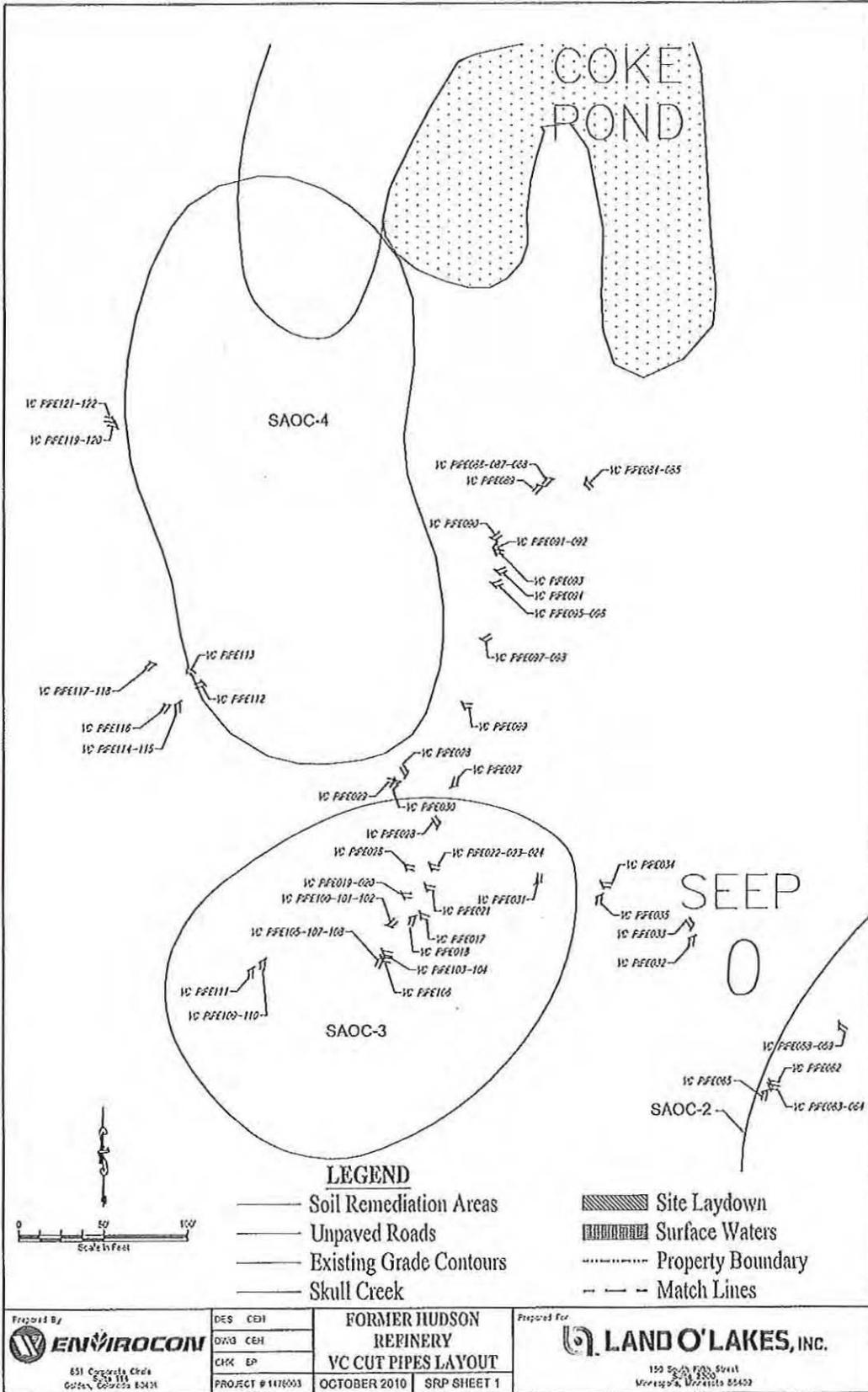
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Pipe Number	Northing	Eastng	Pipe Direction
SOUTH REFINERY			
VC PPE017	360220.6390	2329164.2781	East
VC PPE018	360219.9034	2329459.9989	South
VC PPE019	360232.1557	2329451.0287	East
VC PPE020	360232.1557	2329451.0287	East
VC PPE021	360237.1160	2329467.6329	East
VC PPE022	360249.4755	2329470.2835	East
VC PPE023	360248.9655	2329470.1078	East
VC PPE024	360251.1178	2329469.6695	East
VC PPE026	360249.0873	2329458.4962	East
VC PPE027	360286.1586	2329484.1505	North
VC PPE028	360303.5954	2329458.1083	Northwest
VC PPE028	360273.7871	2329475.2622	Northwest
VC PPE029	360299.2506	2329450.0392	West
VC PPE030	360299.7446	2329450.6323	Southwest
VC PPE031	360239.2342	2329534.9559	North
VC PPE032	360207.5365	2329626.7776	South
VC PPE033	360213.4167	2329626.7310	Northwest
VC PPE034	360238.2118	2329572.9168	East
VC PPE035	360231.8370	2329571.4308	South
VC PPE038	360154.8518	2329714.2581	Southeast
VC PPE039	360153.6842	2329714.1764	Southeast
VC PPE062	360121.2914	2329673.3315	East
VC PPE063	360119.1159	2329672.5931	East
VC PPE064	360118.5046	2329672.7252	East
VC PPE065	360118.6675	2329670.1437	South
VC PPE084	360474.8107	2329563.0251	East
VC PPE085	360473.4022	2329561.4685	East
VC PPE086	360476.7812	2329543.0788	Southwest
VC PPE087	360478.9527	2329542.0502	Southwest
VC PPE088	360477.4726	2329541.0057	Southwest
VC PPE089	360472.5561	2329536.2608	Southwest
VC PPE090	360441.4311	2329508.0005	Northeast
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VC PPE096	360414.4410	2329508.2488	East
VC PPE097	360381.8223	2329501.9955	Northeast
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VC PPE103	360169.2133	2329442.8246	East
VC PPE104	360169.7166	2329442.3538	East
VC PPE105	360165.1637	2329441.4346	South
VC PPE106	360165.0060	2329441.0355	East
VC PPE107	360195.2775	2329440.9110	South
VC PPE108	360195.4261	2329438.0787	South
VC PPE109	360194.9105	2329372.0238	South
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VC PPE120	360502.2740	2329283.0438	West
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VC PPE122	360512.7340	2329281.7521	West

Prepared By
 **ENVIROCON**
 431 Corporate Center
 600 N. 11th Street
 Ocala, FL 32665-2341

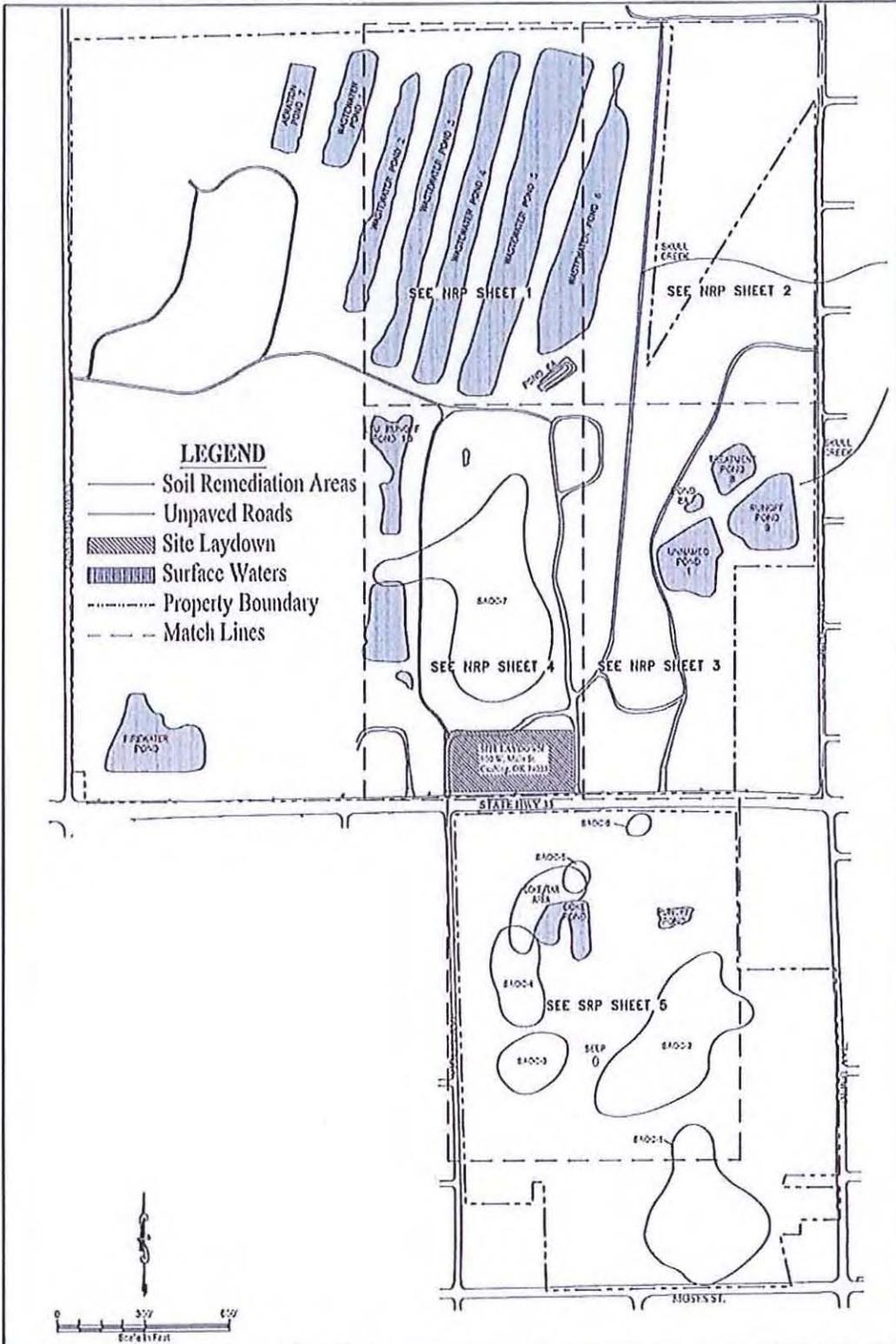
DES CEH
 Q/WD CEH
 CHK EP
 PROJECT # 117603

**FORMER HUDSON
 REFINERY
 VC CUT PIPES LAYOUT**
 OCTOBER 2010 Locations

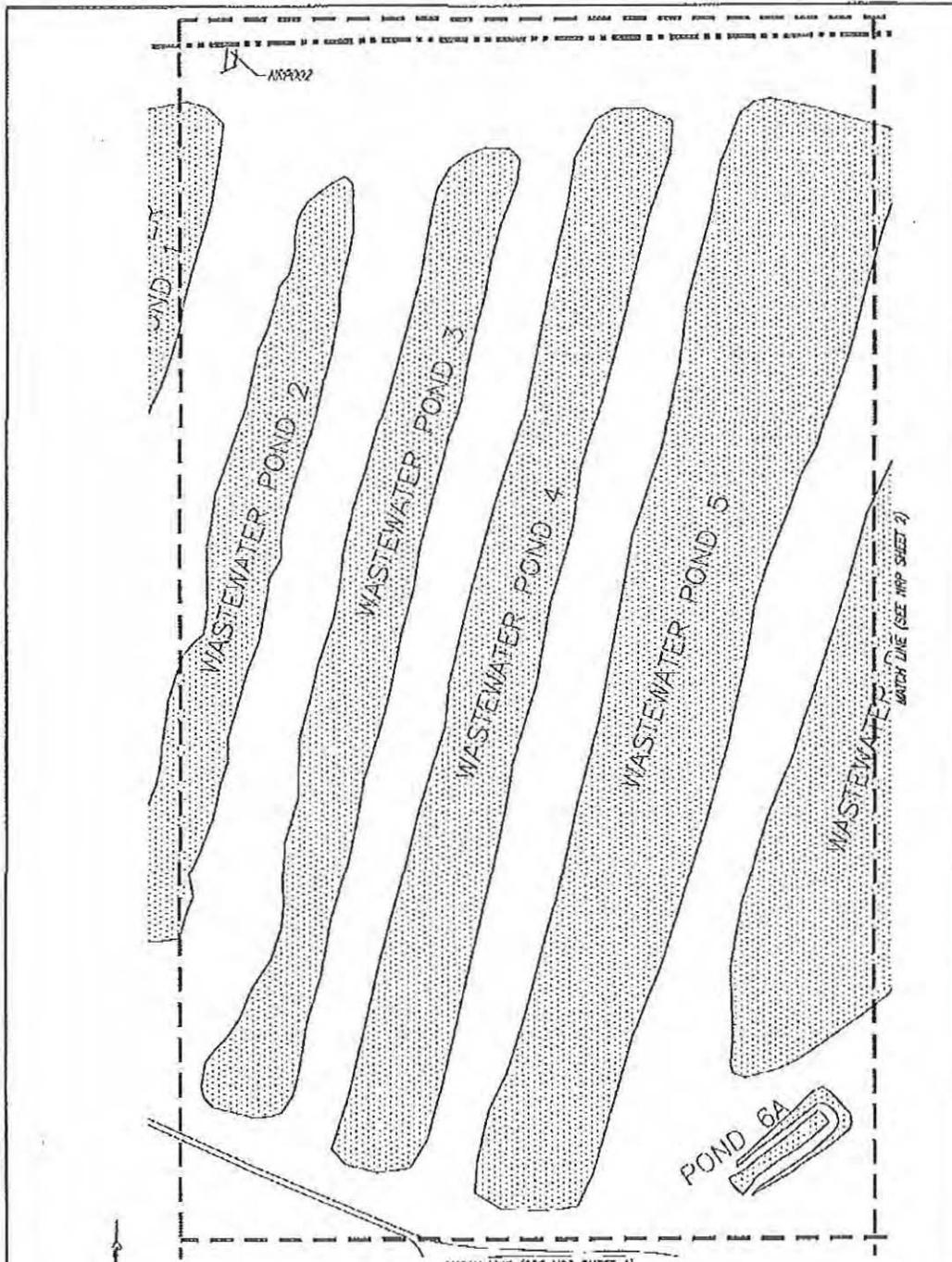
Prepared For
 **LAND O' LAKES, INC.**
 150 E. W. Pkwy. West
 Maitland, FL 32751



Prepared By 851 Corporate Circle Suite 114 Golden, Colorado 80401	DES: CDH	FORMER HUDSON REFINERY VC CUT PIPES LAYOUT PROJECT # 1476003 OCTOBER 2010 SRP SHEET 1	Prepared For 150 South First Street Minneapolis, Minnesota 55402
	DWG: CEH		
	CHK: EP		
	PROJECT # 1476003		



Prepared By 431 Corporate Circle Golden, CO 80601-8241	DES CEH	FORMER HUDSON REFINERY CUT PIPES LAYOUT	Prepared For 150 South Park Street Suite 400 Memphis, TN 38118-8402
	DWS CEH		
	CHK EP		
	PROJECT # 1416003		



LEGEND

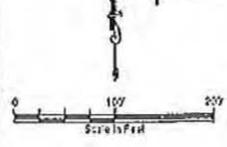
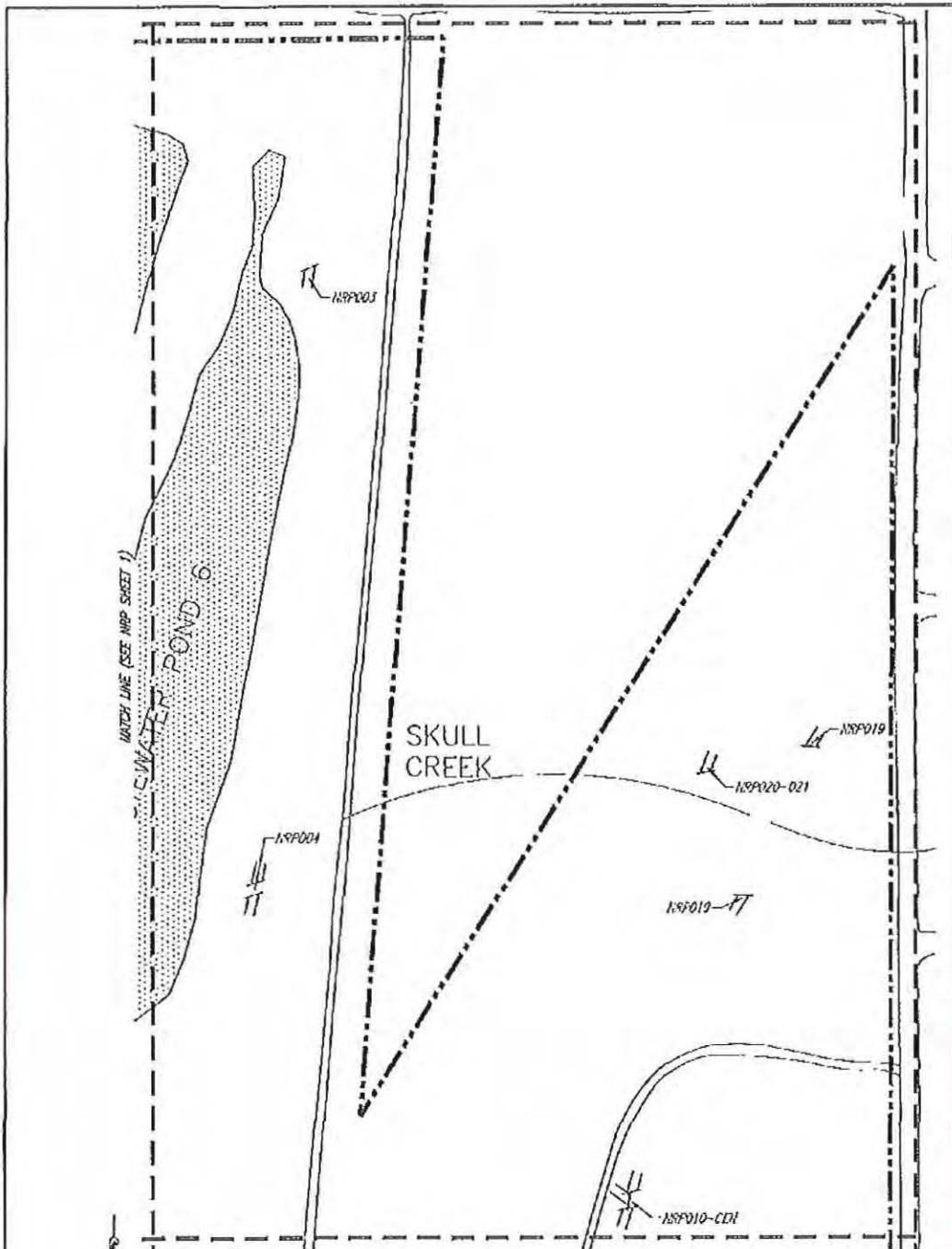
- Soil Remediation Areas
- Unpaved Roads
- Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▨ Surface Waters
- - - Property Boundary
- - - Match Lines

Prepared By
ENVIROCOM
 451 Corporate Center

DES	CEH
DWG	CEH
CHECK	EP

**FORMER HUDSON
 REFINERY
 CUT PIPES LAYOUT**

Prepared For
LAND O' LAKES, INC.
 151 East 17th Street

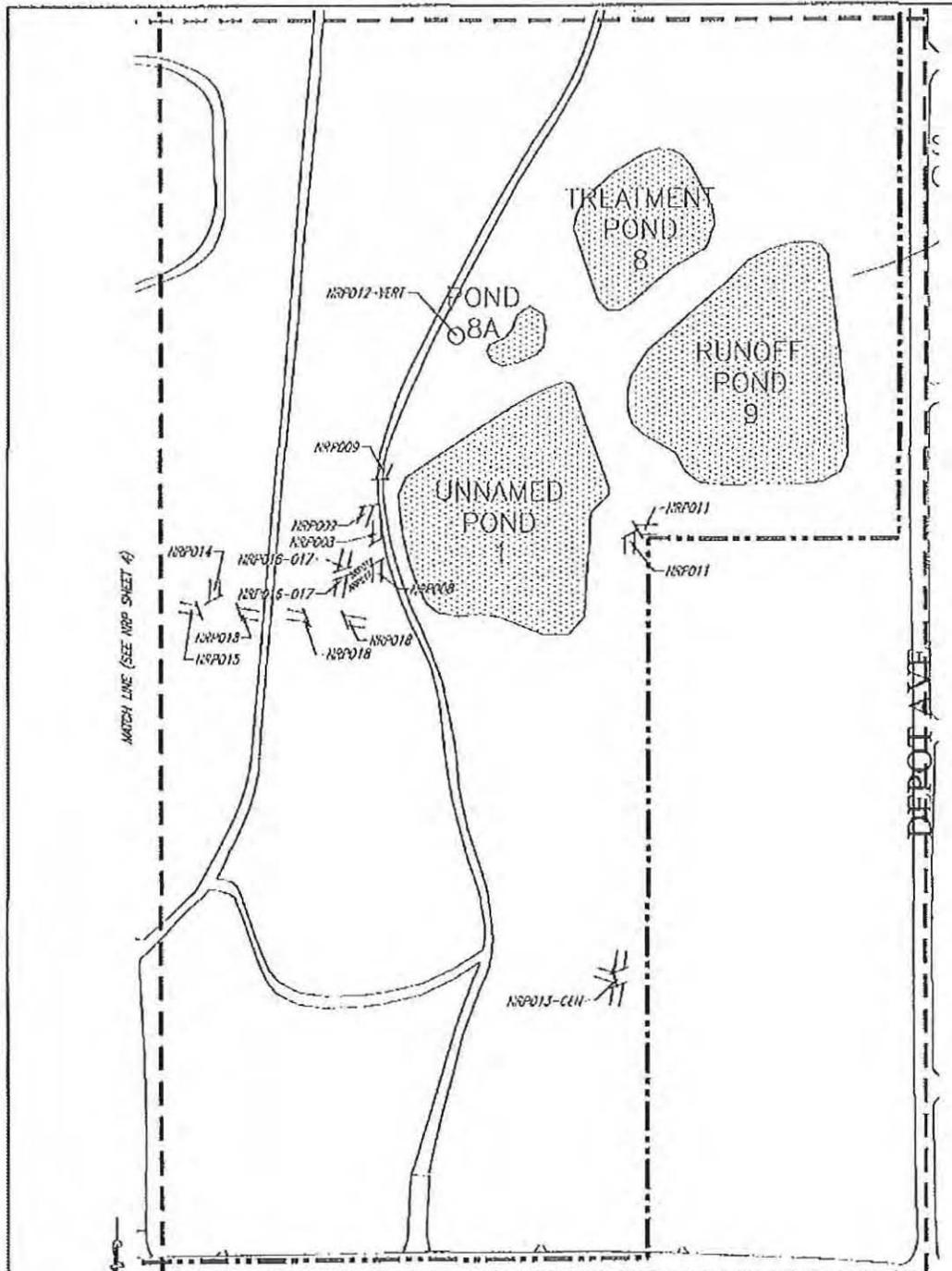


LEGEND

- Soil Remediation Areas
- Unpaved Roads
- Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▨ Surface Waters
- - - Property Boundary
- - - Match Lines

<p>Prepared By ENVIROCON <small>621 Corporate Blvd ...</small></p>	<p>DES: GTH DWG: CEH CHK: EP</p>	<p>FORMER HUDSON REFINERY CUT PIPES LAYOUT</p>	<p>Engineered For LAND O' LAKES, INC. <small>155 E. W. 100 Street ...</small></p>
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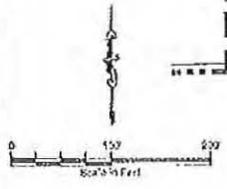
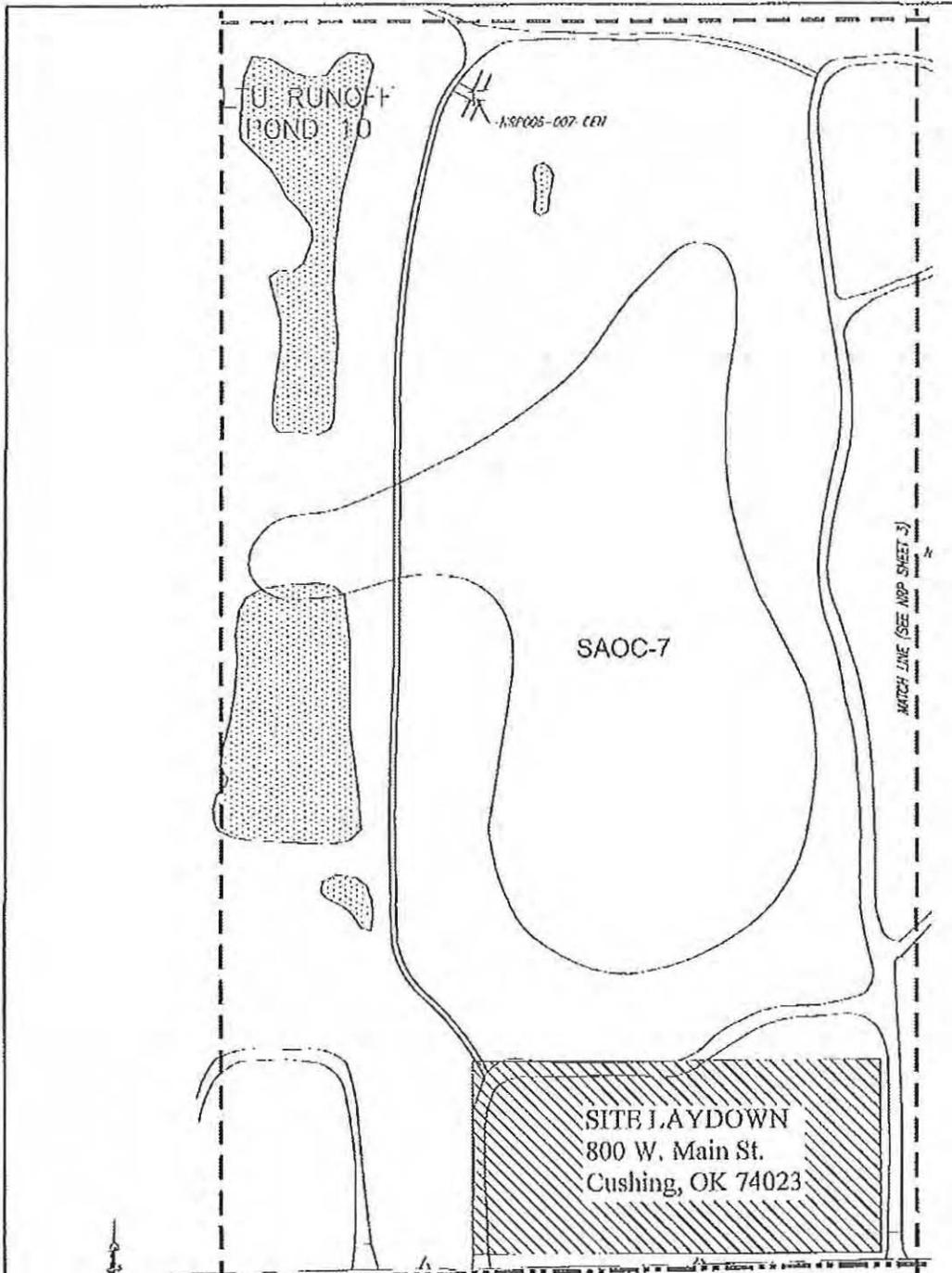
1978 0181



LEGEND

- Soil Remediation Areas
- Unpaved Roads
- Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▩ Surface Waters
- Property Boundary
- - - Match Lines





LEGEND

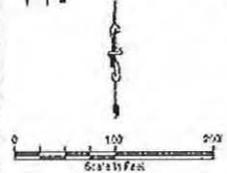
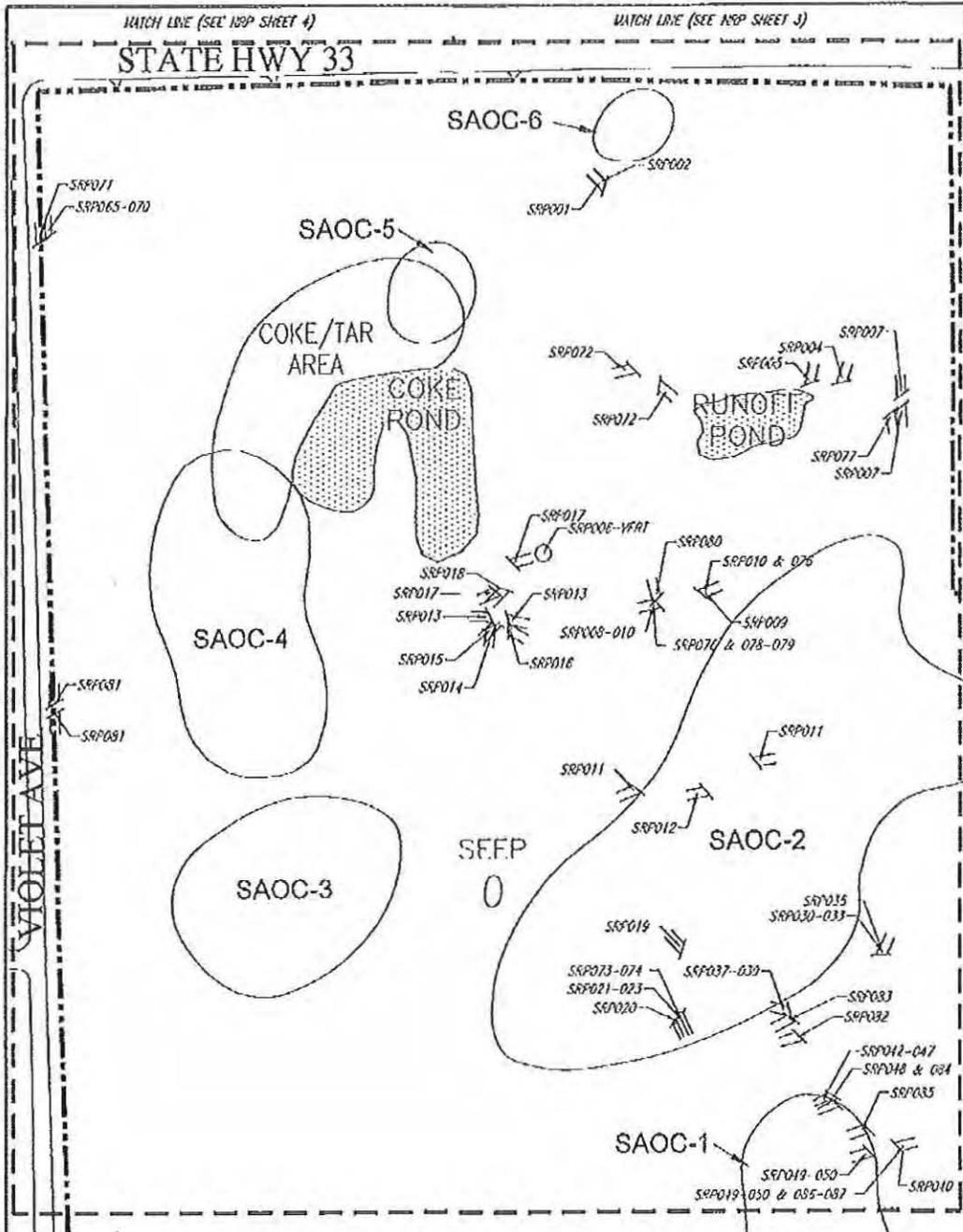
- Soil Remediation Areas
- - - Unpaved Roads
- Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▨ Surface Waters
- - - Property Boundary
- - - Match Lines

Prepared By
ENVIROCOM
 631 Corporate Blvd
 Suite 100
 Tulsa, OK 74114

DES: C01
 DWG: C01
 CHK: EP
 PROJECT #101001 | OCTOBER 2010 | NRP SHEET A

**FORMER HUDSON
 REFINERY
 CUT PIPES LAYOUT**

Prepared for
LAND O' LAKES, INC.
 150 East FAY Street
 Tulsa, OK 74103
 Streetco's, Incorporated 05497



LEGEND

- Soil Remediation Areas
- Unpaved Roads
- Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▨ Surface Waters
- Property Boundary
- - - Match Lines

Prepared By
 ENVIROCON
 831 Corporate Blvd
 Suite 110
 Denver, Colorado 80241

LEG: CEH
 DWD: CEH
 CHK: EP
 (NO. OF #147620) OCTOBER 2010 | SRP SHEET 5

Prepared For
 LAND O' LAKES, INC.
 169 E. 5th Street
 Morrisville, North Carolina 27561

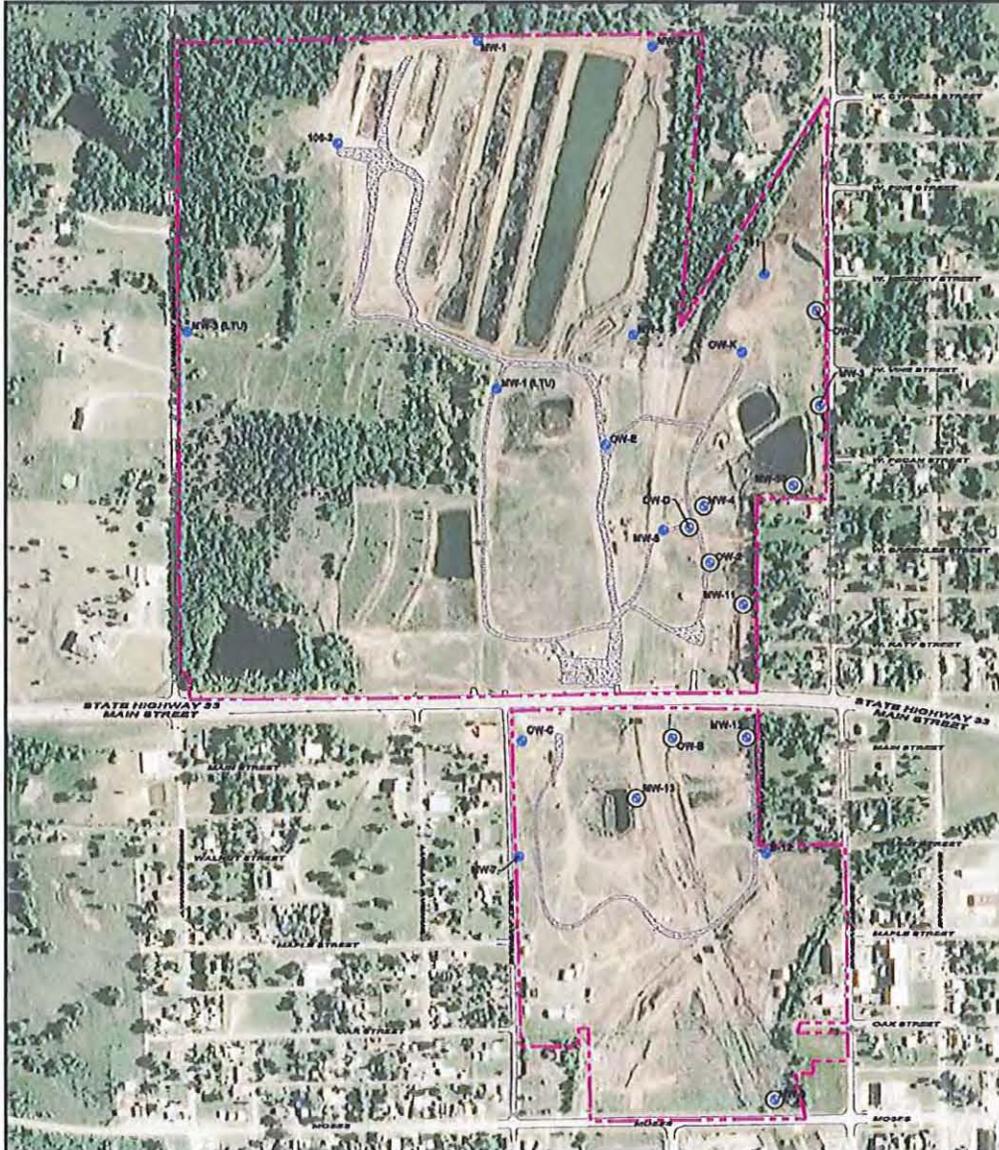
1978 0184

EXHIBIT "F"

(Locations of Remedial Action Groundwater Monitoring Wells)

1978 0185

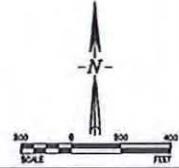
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SOURCE: NATIONAL AERIAL IMAGERY PROGRAM (NAIP)
DATED MARCH 2010

LEGEND

-  SITE PROPERTY BOUNDARY
-  LOCATION OF GROUNDWATER MONITORING WELL (GAUGED AS PART OF PLAN)
-  LOCATION OF GROUNDWATER MONITORING WELL (GAUGED AND SAMPLED AS PART OF PLAN)



D	PROJECT NUMBER 260211303	DATE 06/09/11	EXHIBIT TITLE LOCATION OF GROUNDWATER MONITORING PROGRAM WELLS	 Energy, Environment & Infrastructure, LLC 200 W. American, Suite 200 Norman, Oklahoma 73069 (405) 327-4800 www.SAC.com/Enviro
	DESIGNED BY CHENGG	SCALE 1"=40'	DOCUMENT TITLE NOTICE OF REMEDIATION AND EASEMENT	
	APPROVED BY SBS	DRAWN BY SBS	CLIENT LAND OLAKES, INC.	
			LOCATION HUDSON REFINERY SUPERFUND SITE CUSHING, OKLAHOMA	

1985 0154

I-2011-018169 11/02/2011 1:53 pm
Book 1985 Page(s) 0154-0333
Fee: \$ 371.00 Doc: \$ 0.00
Linda Hatfield - Payne County Clerk
State of Oklahoma

Return Address:
Forsyth, Cabbage &
Associates, P.C.
200 E. Oak Street,
Suite 101
Cushing, OK 74023



This space for recorder's use only

Do not remove this page
This is part of your recorded document

Title of Document: Notice of Remediation and Easement – Hudson Refinery
Superfund Site OKD082471988

This space added to provide adequate space for recording information
(Additional recording fees apply)

HB 2011 Eff. July 1, 1997

5
3/16

1985 0155

**NOTICE OF REMEDIATION
AND EASEMENT**

OKLAHOMA
DEPT. OF ENVIRONMENTAL QUALITY

OCT 31 2011

**HUDSON REFINERY SUPERFUND SITE
OKD082471988**

FILED BY:


HEARING CLERK

LEGAL BASIS FOR NOTICE: The Oklahoma Department of Environmental Quality (including any successor agencies or entities, "DEQ") hereby files this Notice of Remediation pursuant to Oklahoma Statutes, OKLA. STAT. tit. 27A, § 2-7-123(C). This Notice of Remediation does not grant any right to any person not already allowed by law. This Notice of Remediation shall not be construed to authorize or encourage any person or other legal entity to cause or increase pollution, to avoid compliance with State or Federal laws and regulations regarding pollution or to in any manner escape responsibility for maintaining environmentally sound operations.

DEQ may take administrative or civil action to recover costs or to compel compliance with the Land Use and Groundwater Use Restrictions (defined below). The Land Use and Groundwater Use Restrictions shall apply to the Affected Property (defined below) and to persons who own and/or use the Affected Property until such time as DEQ files a subsequent Notice of Remediation that modifies or removes some or all of the Land Use and Groundwater Use Restrictions. Activities that cause or could cause damage to the Remedy (defined and described below) or recontamination of soil or groundwater at the Affected Property are prohibited.

REASON FOR NOTICE: The Affected Property (described below) comprises a portion of the Hudson Refinery Superfund Site (National Superfund Database Identification Number OKD082471988) (the "Site"), which was at one time the location of crude oil refining and storage operations, refined petroleum product storage operations, and associated, ancillary, and related pipelines and infrastructure. The Site has been investigated for potential contamination and is the subject of this Notice of Remediation and Easement. The Site was investigated and risks to human health and safety and the environment were evaluated. DEQ and the United States Environmental Protection Agency ("EPA") required portions of the Site to be remediated to industrial, risk-based cleanup standards and required certain "visual contamination" to be removed. Accordingly, and as further described below, various remedial activities have been implemented on the Site. In some cases, piping and refinery-infrastructure remain at or under the Site. There may also be certain contaminated material and soil remaining at the Site. Certain shallow groundwater at the Site contains constituents of concern in excess of established cleanup levels. Engineering controls, infrastructure, improvements, and equipment constructed during the Remedial Action remain on-Site and must be preserved to protect the short-term and long-term effectiveness of the Remedy. This Notice of Remediation is intended to ensure preservation and protection of the short-term and long-term effectiveness and protectiveness of the Remedy.

AFFECTED PROPERTY: The legal description of the Affected Property is attached hereto as Exhibit "A."

REMEDY: In 1998, EPA conducted an emergency removal action at the Site. On July 22, 1999, EPA placed the Site on its National Priorities List, and in 2001, EPA conducted a non-time critical removal at the Site. From 2004 through 2007, DEQ as lead agency and EPA as support agency conducted a Remedial Investigation/Feasibility Study for the Site which evaluated the potential human health and environmental risks at the Site. On November 23, 2007, EPA issued its Record of Decision (“ROD”) for the Site wherein alternative remedies for the Site were evaluated and the remedy for the Site was selected (the “Remedy”). The ROD is attached hereto as Exhibit “B.” In November 2010, the EPA issued an Explanation of Significant Differences (“ESD”) which documented certain significant and certain minor differences to the Remedy described in the ROD. The ESD is attached hereto as Exhibit “C.”

As described in the ROD and the ESD, the Remedy includes:

1. Excavation and offsite disposal of soils impacted above ROD-established cleanup levels to a minimum depth of 2 feet below the ground surface.
2. Placement of a minimum of 2 feet of clean soil over any soils excavated to a depth of greater than 2 feet, having residual soils at a depth of greater than 2 feet that are above cleanup levels or were not shown to be less than cleanup levels.
3. Removal and sampling of surface water from all surface impoundments required to be addressed by the ROD, in accordance with regulatory requirements.
4. Excavation and offsite disposal of surface impoundment sediments impacted above cleanup levels.
5. Removal and offsite disposal of scrap metal, including tanks and metal debris, and above ground piping.
6. Removal and offsite disposal of asbestos containing materials.
7. Excavation and offsite disposal of coke tar.
8. Confirmation soil and sediment sampling.
9. Excavation and offsite disposal of soils with visual contamination.
10. Re-establishment of vegetative cover over areas disturbed during the Remedial Action.
11. Removal of light non-aqueous phase liquids from groundwater.
12. Monitoring of groundwater for benzene contamination.
13. Plugging and abandonment of Site wells that will not be part of operation and maintenance activities for groundwater monitoring.

Completion of Remedial Action construction activities was documented in the Preliminary Close Out Report (November 2010).

Known areas of the Site where contaminated media may remain in place are depicted on Exhibit "D" hereto. Other areas of the Site, including the Affected Property, may also contain contaminated media.

The known locations and general direction of underground pipes and pipelines on the Site are depicted on Exhibit "E" hereto. Other underground pipes and pipelines may be encountered on other locations of the Site, including the Affected Property.

As of the date of this Notice of Remediation, the locations of Remedial Action groundwater monitoring wells are as depicted in the documentation attached hereto as Exhibit "F."

LAND USE AND GROUNDWATER USE RESTRICTIONS: The following land use and groundwater use restrictions shall apply at the Affected Property:

1. Prohibition Against Residential Use. There shall be no residential use of the Affected Property. Residential use is defined as having any person present at or on the Affected Property for 16 or more hours within one 24 hour period.
2. Erosion Prevention. There shall be no activities that will cause or contribute to excessive erosion of any soil or cover material at, near, and over areas where contaminated media may remain in place on the Affected Property as depicted on Exhibit "D" hereto.
3. Construction, Operations, and Maintenance Activities. All activities on the Affected Property, including those conducted by or on behalf of Land O'Lakes, Inc. or Cushing, Oklahoma Brownfields, LLC, shall require establishment and compliance with the following protocols: (i) ensuring worker health and safety; and (ii) requiring any contaminated media encountered are managed in accordance with the Remedy, as more particularly described in Final Remedial Design and Final Remedial Action Work Plan approved by and on file with the EPA (or any successor agency) and DEQ. Any construction, operations, and/or maintenance activities where digging will occur below a depth of two feet, in any area where contaminated media may remain in place, as depicted on Exhibit "D" hereto, shall require 30 days prior, written notification to DEQ, and to Land O'Lakes, Inc. at the address set forth in restriction number 4 immediately below. Land O'Lakes, Inc. shall have the right to intervene and participate in any proceedings or negotiations between the person or entity proposing such construction, operations, and/or maintenance activities and DEQ. Any construction, operations, and/or maintenance activities wherein potentially contaminated soils and/or wastes are encountered, as evidenced by hydrocarbon

odor and/or the observance of visual contamination shall be immediately reported to DEQ.

4. Prior Written Notice to Land O' Lakes, Inc. Any person or entity desiring to engage in any construction, operations, or maintenance activities on the Affected Property shall provide Land O'Lakes, Inc. with no less than 30 days prior written notice with details of such proposed activities. All such notices shall be addressed to the following:

Land O' Lakes, Inc.
Office of General Counsel
Post Office Box 64101
St. Paul, Minnesota 55164-0101

Land O'Lakes, Inc. shall have the right to enforce any and all requirements of this Notice of Remediation against any such person through any available legal or administrative process.

5. Prohibition Against Use of Groundwater. No person, entity, or party shall develop, produce, or otherwise use any Groundwater (as such term is defined in OKLA. STAT. tit., 82 § 1020.1) on, in, or under any part of the Affected Property.
6. Prohibition Against Interference. No person, entity, or party shall engage in any intrusive or other activities that may damage, alter, destroy, interfere with, or compromise the integrity of the Remedy.

(Items 1 through 6 above are the "Land Use and Groundwater Use Restrictions").

Any redevelopment or use of the Affected Property shall be in compliance with Federal, State, and local law, regulations, and ordinances, and the Land Use and Groundwater Use Restrictions.

CHANGES TO THE LAND USE AND GROUNDWATER USE RESTRICTIONS:

Changes to the Land Use and Groundwater Use Restrictions must be approved by EPA and DEQ. Any person or entity requesting a change to the Land Use and Groundwater Use Restrictions must demonstrate to EPA and DEQ that any contamination at the Affected Property does not exceed levels appropriate for the proposed new land use(s) and that further remediation is not necessary or that additional institutional or engineering controls will be utilized and are adequate to achieve levels protective of human health and the environment for any proposed use. Any person or entity seeking to modify the Land Use and Groundwater Use Restrictions shall provide Land O'Lakes, Inc. with no less than 30 days prior written notice with details of such proposed modifications to the Land Use and Groundwater Use Restrictions. All such notices shall be addressed to the following:

Land O' Lakes, Inc.
Office of General Counsel
Post Office Box 64101
St. Paul, Minnesota 55164-0101

Land O'Lakes, Inc. shall have the right to intervene and participate in any proceedings or negotiations between such person or entity, EPA, and DEQ.

EPA and DEQ may require oversight costs, work plans, sampling, reports, and public participation as part of their review of the new information to support the requested change to the Land Use and Groundwater Use Restrictions. The person requesting the change will be required to follow agency procedures in effect at the time of the request.

EPA and DEQ, in their discretion, may determine, based upon new information submitted, that contamination is present at the Affected Property at levels that will not pose a risk to human health or the environment if the new land use and groundwater use restrictions being requested are allowed. Upon making such a determination, DEQ will file a recordable notice of remediation pursuant to state law in the land records of the Payne County clerk designating the new land use and groundwater use restrictions.

ENGINEERING CONTROLS: The following engineering controls have been used to ensure the effectiveness and protectiveness of the Remedy. These engineering controls shall not be compromised, and are necessary to maintain the integrity of the Remedy.

1. Placement of a minimum of 2 feet of clean soil over any soils excavated to a depth of greater than 2 feet, having residual soils at a depth of greater than 2 feet that are above cleanup levels or were not shown to be less than cleanup levels.
2. General grading activities required to remove various surface impoundments from service and to provide positive drainage of surface water from remediated areas.
3. Improvement of detention structures and drainage structures to control drainage of surface water runoff to Skull Creek.

The covenants, restrictions, and prohibitions described in this Notice of Remediation shall be a burden on and shall run in perpetuity with the Affected Property. Any subsequent purchaser or owner of any part of the Affected Property, for itself, and its heirs, personal representatives, successors, transferees, and assigns becomes bound by, accepts and agrees to all of the covenants, restrictions, prohibitions and rights imposed and granted by this Notice of Remediation. This Notice of Remediation and the Land Use and Groundwater Use Restrictions are effective upon the date of signature by the Executive Director of DEQ.

OKLAHOMA DEPARTMENT OF ENVIRONMENTAL QUALITY

By: Steven A. Thompson
Steven A. Thompson, Executive Director

Date: 10.31.11

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

Before me, the undersigned, a Notary Public in and for such County and State, on this 31st day of October, 2011, personally appeared Steven A. Thompson to me known to be the identical person who subscribed the name of the maker thereof to the foregoing Notice of Remediation as the Executive Director of the Oklahoma Department of Environmental Quality, and acknowledged to me that s/he executed the same as her/his free and voluntary act and deed and as of such entity, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Commission Expires:

3-10-12



Deborah Ray
Notary Public

EXHIBIT "A"

(Legal Description of the Affected Property)

TRACT A

A tract of land depicted as the shaded area on Exhibit "A" to this Exhibit, which is Exhibit "A" attached to contract between BNSF Railway Company and Land O'Lakes, Inc., and labeled "Drawing No. 3-46241A" and "Drawing No. 3-46241B" attached hereto and incorporated herein by reference which is described as follows:

A strip of land one hundred twenty feet in width, the same being sixty feet wide on each side of the center line of said Railway Company's railroad track as the survey therefor is now located over and across thirty five (35) acres out of the North one half (N ½) of the North West Quarter (NW ¼) of Section Number Four (4), in Township Number Seventeen (17), North of Range Number Five (5), East of the Indian Meridian, in Payne County, Oklahoma, the same being depicted in the recorded Plat of WEST ADDITION to the Town Of Cushing as "A. T. & S. F.";

And

Portions of Blocks 36 and 37, SOUTH ADDITION to the City of Cushing, Payne County, Oklahoma, between the south line of the WEST ADDITION to the Town Of Cushing and the north line of Moses Street as said street is platted according to the recorded plat of said SOUTH ADDITION.

All as more particularly depicted on Exhibit "A" to this Exhibit, attached hereto and incorporated herein by reference.

TRACT B

A tract of land within the shaded area on Exhibit "A" to this Exhibit, which is Exhibit "A" attached to contract between BNSF Railway Company and Land O'Lakes, Inc., and labeled "Drawing No. 3-46241A" and "Drawing No. 3-46241B" attached hereto and incorporated herein by reference which is generally described as follows:

A strip of land one hundred feet in width pursuant to the Warranty Deed dated January 3, 1902, and recorded in Book 6 DR Page 533, the same being fifty feet on each side of the center lines of the grantee, Eastern Oklahoma Railway Company's, railroad tracks as the survey therefor was at the time of said conveyance or thereafter located in, over and across the South west Quarter (SW ¼) of Section Thirty-Three (33), in Township Eighteen (18) North, of Range Five (5) East of the Indian Meridian, in Payne County, Oklahoma.

All as more particularly depicted on Exhibit "A" to this Exhibit, attached hereto and incorporated herein by reference.

1985 0162

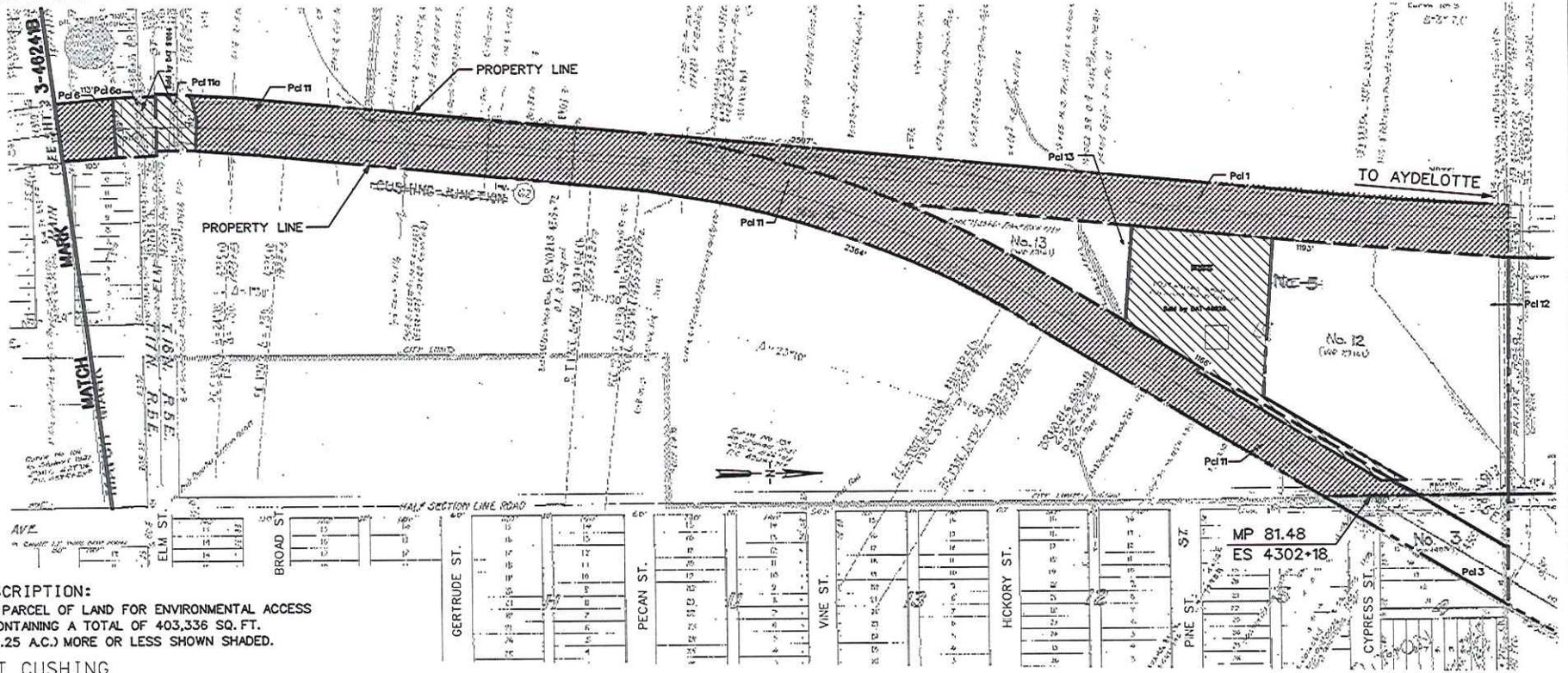
TRACKING NO. 09-38018

EXHIBIT "A"
 ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY
 AND
LAND O' LAKES, INC.

TRIM LINE

SCALE: 1 IN. = 200 FT.
 TEXAS DIV.
 SHAWNEE IND. SPUR SUBDIV. L.S. 7404
 DATE 04/07/2009
 REVISED DATE 10/18/2011

AT&SF R.L. SECTION: 33
 OK-2 TOWNSHIP: 17N&18N
 S-23 RANGE: 5E
 MERIDIAN: 1M



DESCRIPTION:
 A PARCEL OF LAND FOR ENVIRONMENTAL ACCESS
 CONTAINING A TOTAL OF 403,336 SQ. FT.
 (9.25 A.C.) MORE OR LESS SHOWN SHADED.

AT CUSHING
 COUNTY OF PAYNE

STATE OF OK

DES

1985 0163

TRACKING NO. 09-38018

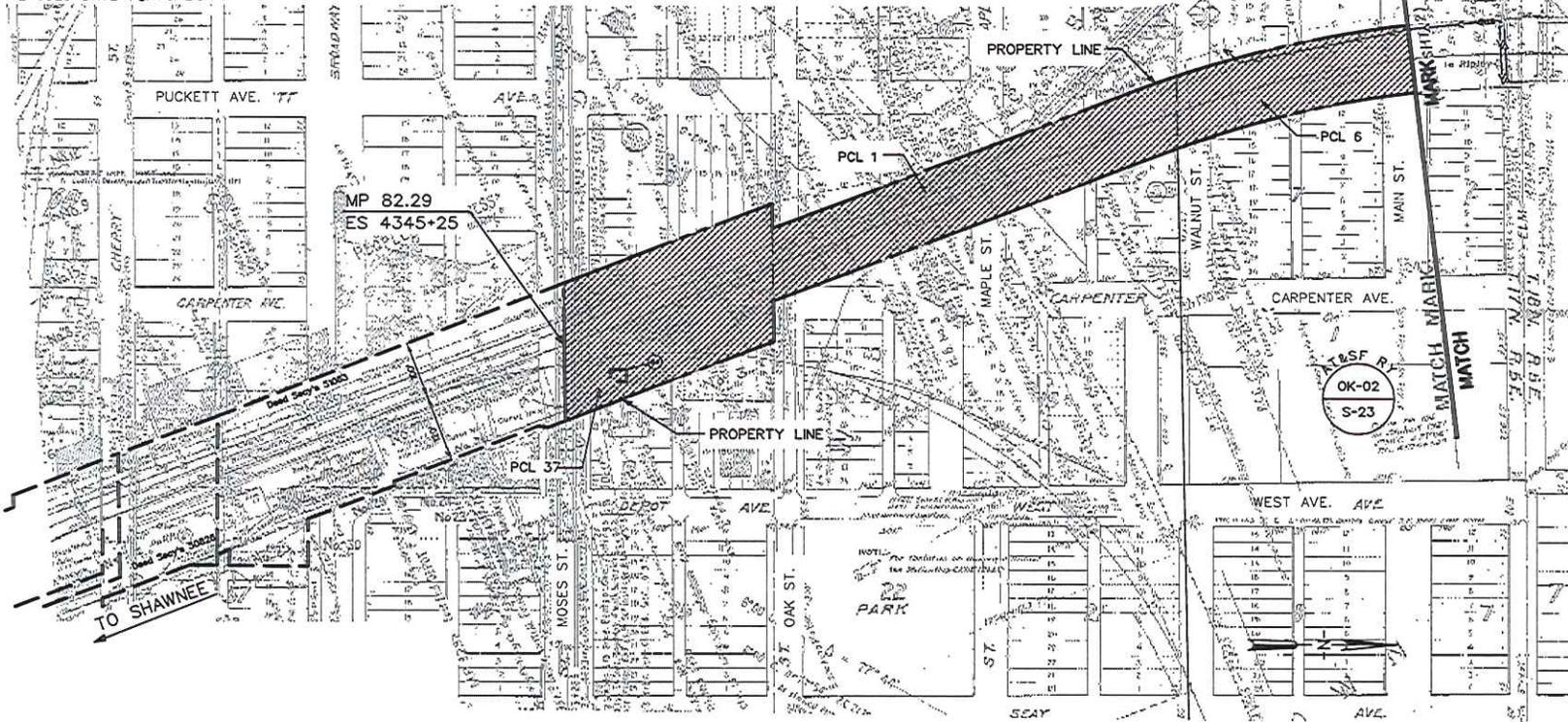
EXHIBIT "A"
 ATTACHED TO CONTRACT BETWEEN
BNSF RAILWAY COMPANY
 AND
LAND O' LAKES, INC.

TRIM LINE

SCALE: 1 IN. = 200 FT.
 TEXAS DIV.
 SHAWNEE IND. SPUR SUBDIV. L.S. 7404
 DATE 04/07/2009
 REVISED DATE 10/18/2011



SECTION: 33
 TOWNSHIP: 17N&18N
 RANGE: 5E
 MERIDIAN: 1M



MAP REF. 501443/501444

AT CUSHING
COUNTY OF PAYNE

STATE OF OK

DES

Revision 2

DRAWING NO. 3-46241B

EXHIBIT "B"

(Copy of the EPA November 2007 Record of Decision)

EPA November 2007 Record of Decision removed to decrease document size.

1985 0279

EXHIBIT "C"

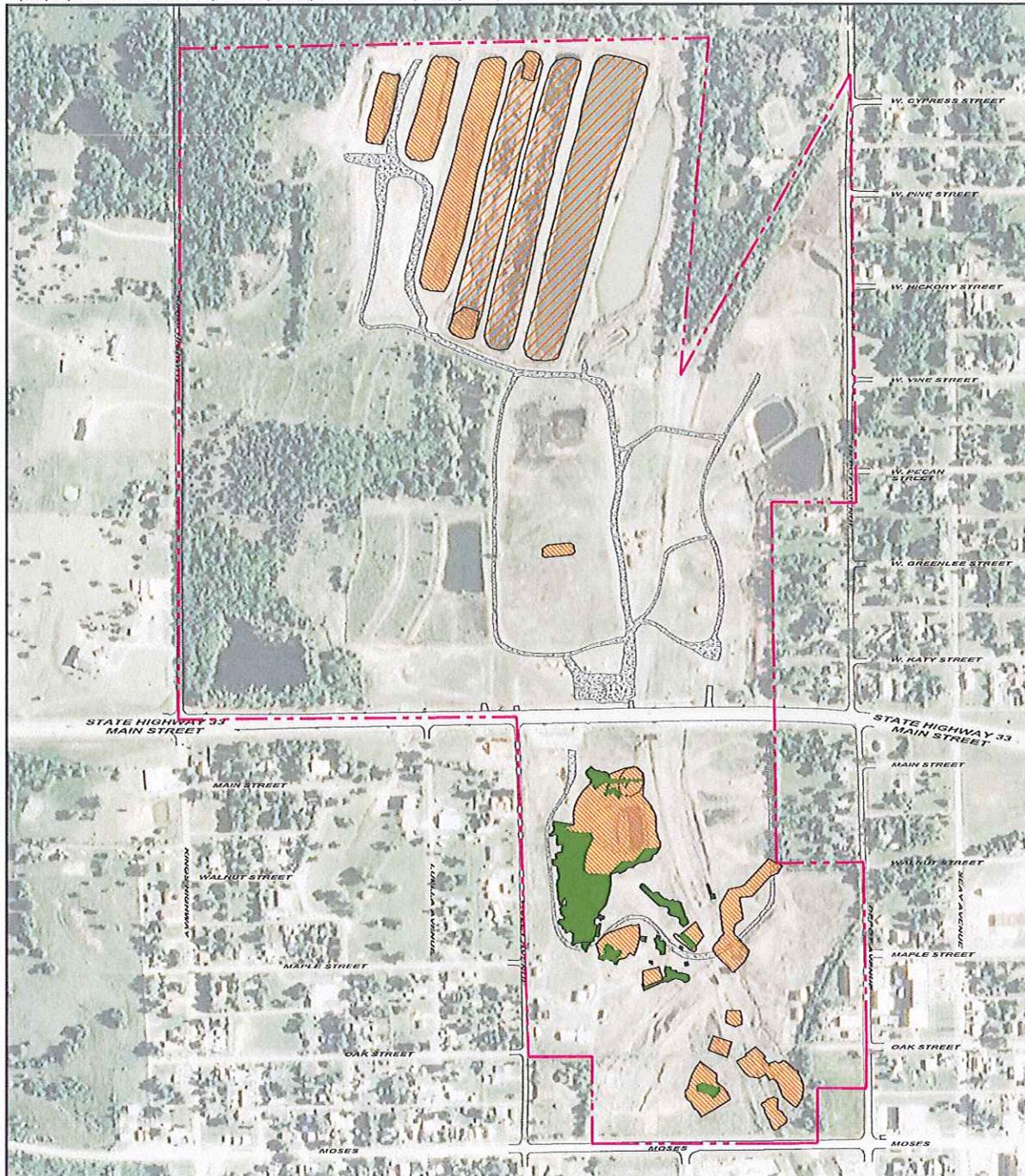
(Copy of the EPA November 2010 Explanation of Significant Differences)

EPA November 2010 Explanation of Significant Differences removed to decrease document size.

1985 0319

EXHIBIT "D"

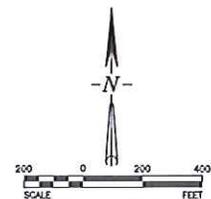
(Map of Areas Where Contaminated Media May Remain in Place)



SOURCE: NATIONAL AERIAL IMAGERY PROGRAM (NAIP)
DATED MARCH 2010

LEGEND

- - - HUDSON REFINERY SUPERFUND SITE BOUNDARY
- LIMITS OF REMEDIATION
- AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION AND SOILS WERE SHOWN TO BE FREE OF CONTAMINATION ABOVE CLEANUP LEVELS
- AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION WHERE CONTAMINATED SOILS EXCEEDING CLEANUP LEVELS MAY REMAIN AT DEPTHS GREATER THAN 2 FEET
- AREAS REMEDIATED IN ACCORDANCE WITH RECORD OF DECISION WHICH CONSISTED OF ONLY BACKFILLING AND GRADING. POND SEDIMENTS HAD BEEN SHOWN TO BE FREE OF CONTAMINATION ABOVE CLEANUP LEVELS.



1985 0320

1

DATE	9/2/2011
SCALE	1"=400'
DESIGNED BY	CHR/D
APPROVED BY	CHR/D
DRAWN BY	SNC

FIGURE TITLE	LOCATIONS WHERE CONTAMINATED MEDIA MAY REMAIN IN PLACE
DOCUMENT TITLE	INSTITUTIONAL CONTROLS EXHIBIT 'D'
CLIENT	LAND O'LAKES, INC.
LOCATION	HUDSON REFINERY SUPERFUND SITE CUSHING, OKLAHOMA

Energy, Environment & Infrastructure, LLC
3700 W. Robinson, Suite 200
Norman, Oklahoma 73062
www.saic.com/EnrEi

1985 0321

EXHIBIT "E"

(Locations and General Directions of Known Underground Piping)

CUT PIPE LOCATIONS

Pipe Number	Northing	Eastng	Pipe Direction
NORTH REFINERY			
NSP001	352677.7770	232817.1521	North
NSP001	353468.1268	2329785.6916	South
NSP001	352862.6582	2329725.6668	North & South
NSP006-007	352347.8733	2328135.7153	North, South & West
NSP008	351848.1289	2328449.6541	South
NSP008	351870.2182	2328448.2738	North
NSP009	351903.1436	2328393.3392	South
NSP009	351938.4812	2328452.7830	North
NSP010	352168.6811	2330138.1482	North, South & West
NSP011	351877.5211	2330125.2358	South
NSP011	351881.7406	2330133.6873	East
NSP012	352090.2236	2328438.3537	Vertical
NSP013	351404.2358	2330112.8258	North, South & West
NSP014	351609.6934	2328671.8653	North
NSP015	351797.4527	2328685.6831	West
NSP016-017	351831.6434	2328810.7078	South
NSP018	351784.7724	2328499.3767	East
NSP018	351789.2510	2328777.0208	West
NSP018	351788.4167	2328814.0432	East
NSP019	352285.0652	2330260.6714	Southeast
NSP019	352283.2744	2330333.1077	Northwest
NSP020-021	352227.1934	2330718.2265	Northwest
SOUTH REFINERY			
SP001	350932.0938	2328774.8809	Northwest
SP002	350932.7347	2328772.7350	Northwest
SP004	350723.7823	2330055.3489	North
SP005	350722.7763	2328938.2211	North
SP006	350545.4407	2328711.2163	Vertical
SP007	350697.6789	2330066.6537	South
SP007	350710.0324	2330095.7709	North
SP008-010	350181.5614	2328835.0254	West
SP009	350501.0248	232882.7602	East
SP010	350501.8654	2328841.2172	East
SP011	350121.3594	2328939.5809	East
SP011	350286.2293	2328812.3654	West
SP012	350293.2408	2328847.0842	West
SP013	350478.1490	2328973.3314	East
SP013	350478.6482	2328553.8417	West
SP014	350470.4470	2328599.5459	Southeast
SP018	350418.2845	2328654.0785	South
SP018	350468.3174	2328673.3451	Southeast
SP017	350504.7543	2328669.0414	Southeast
SP017	350531.7787	2328678.0559	Northwest
SP018	350607.3847	2328668.8934	Southeast
SP019	350128.9210	2328561.4458	Northwest
SP020	350252.2101	2328554.2683	Southeast
SP021-023	350058.3668	2328558.7052	Southeast
SP030-033 & 035	350119.5152	2330074.1754	North
SP037-039	350058.5563	2328778.0254	West
SP040	350916.2697	2330091.8717	East
SP042-047	350771.4953	2330021.6685	Southeast
SP048	350163.1702	2330024.2822	Southeast
SP049-050	350910.9453	2330061.9259	West
SP049-050	350916.2697	2330091.8717	East
SP065-070	350880.8898	2329176.4558	North
SP071	350875.2743	2329169.8433	North
SP072	350721.9781	2328836.1405	Southeast
SP072	350739.3007	2328608.3457	West
SP073-074	350085.3645	2328838.7052	Southeast
SP078	350491.4614	2328835.0254	West
SP078	350501.8654	2328822.2172	East
SP077	350291.1978	2330081.4547	South
SP078-079	350491.4614	2328835.0254	West
SP080	350418.2835	2328633.9557	North
SP081	350388.1133	2329184.7171	North
SP081	350378.0403	2329185.1403	South
SP082	350331.0407	2328885.0582	West
SP083	350053.2348	2328977.0192	West
SP084	350663.1702	2330024.2822	Southeast
SP085	350936.1232	2330088.8040	West
SP088-087	350916.2697	2330091.8717	East

Prepared By



ENVIROCON

811 Corporate Circle
224 111

DES CEH
DWD CEH
CHK EP

**FORMER HUDSON
REFINERY
CUT PIPES LAYOUT**

Prepared For



LAND O' LAKES, INC.

150 South East Street
Spartanburg, S.C.

VC CUT PIPE LOCATIONS			
Pipe Number	Northing	Eastng	Pipe Direction
SOUTH REFINERY			
VC PIPE017	360220.6360	2329164.2781	East
VC PIPE018	360219.8804	2329159.9889	South
VC PIPE019	360232.1557	2329154.0287	East
VC PIPE020	360232.1557	2329154.0287	East
VC PIPE021	360237.1160	2329167.8329	East
VC PIPE022	360249.4755	2329170.2835	East
VC PIPE023	360248.9655	2329170.1076	East
VC PIPE024	360251.1178	2329169.6625	East
VC PIPE026	360249.0873	2329158.4962	East
VC PIPE027	360288.1588	2329181.1605	North
VC PIPE028	360303.5954	2329158.1083	Northeast
VC PIPE028	360273.7871	2329175.2622	Northwest
VC PIPE029	360299.2586	2329150.0392	West
VC PIPE030	360299.7416	2329150.6323	Southwest
VC PIPE031	360239.2342	2329534.9859	North
VC PIPE032	360207.5365	2329626.7776	South
VC PIPE033	360213.4167	2329626.7310	Northwest
VC PIPE034	360238.2118	2329572.9166	East
VC PIPE035	360231.8370	2329571.4308	South
VC PIPE058	360154.6518	2329714.2561	Southeast
VC PIPE059	360153.5842	2329714.1764	Southeast
VC PIPE062	360121.2914	2329673.3915	East
VC PIPE063	360119.1159	2329672.5921	East
VC PIPE064	360118.5016	2329672.7252	East
VC PIPE065	360116.6875	2329670.1437	South
VC PIPE084	360174.8107	2329563.0251	East
VC PIPE085	360173.4022	2329561.4685	East
VC PIPE086	360178.7812	2329543.0768	Southwest
VC PIPE087	360178.9527	2329542.0502	Southwest
VC PIPE088	360177.4726	2329541.0057	Southwest
VC PIPE089	360172.5561	2329538.2608	Southwest
VC PIPE090	360141.4311	2329508.0005	Northeast
VC PIPE091	360138.0897	2329509.1400	South
VC PIPE092	360138.8007	2329510.1694	South
VC PIPE093	360134.0999	2329508.8822	East
VC PIPE094	360121.8925	2329510.6332	East
VC PIPE095	360115.4782	2329508.5811	East
VC PIPE096	360114.4410	2329508.2488	East
VC PIPE097	360381.8223	2329501.5955	Northeast
VC PIPE098	360382.0420	2329502.0011	Northeast
VC PIPE099	360343.6969	2329489.8210	East
VC PIPE100	360220.4592	2329447.4525	Northeast
VC PIPE101	360217.6790	2329446.3707	Northeast
VC PIPE102	360214.2284	2329445.7484	Northeast
VC PIPE103	360192.2133	2329442.8216	East
VC PIPE104	360168.7166	2329442.3538	East
VC PIPE105	360165.1637	2329441.4316	South
VC PIPE106	360195.0060	2329441.0355	East
VC PIPE107	360195.2775	2329440.9110	South
VC PIPE108	360195.4281	2329438.0767	South
VC PIPE109	360194.9105	2329372.0238	South
VC PIPE110	360194.5804	2329370.4372	South
VC PIPE111	360189.6199	2329363.4605	South
VC PIPE112	360357.8305	2329334.6728	Southwest
VC PIPE113	360365.7434	2329325.1140	Southeast
VC PIPE114	360346.0703	2329319.6350	South
VC PIPE115	360344.8141	2329317.3459	South
VC PIPE116	360345.0633	2329313.6406	Southwest
VC PIPE117	360349.4076	2329304.7020	Southwest
VC PIPE118	360372.8462	2329303.6115	Southwest
VC PIPE119	360503.2564	2329283.1838	West
VC PIPE120	360502.2740	2329283.0438	West
VC PIPE121	360511.6736	2329281.1815	West
VC PIPE122	360512.7340	2329281.7521	West

Prepared By

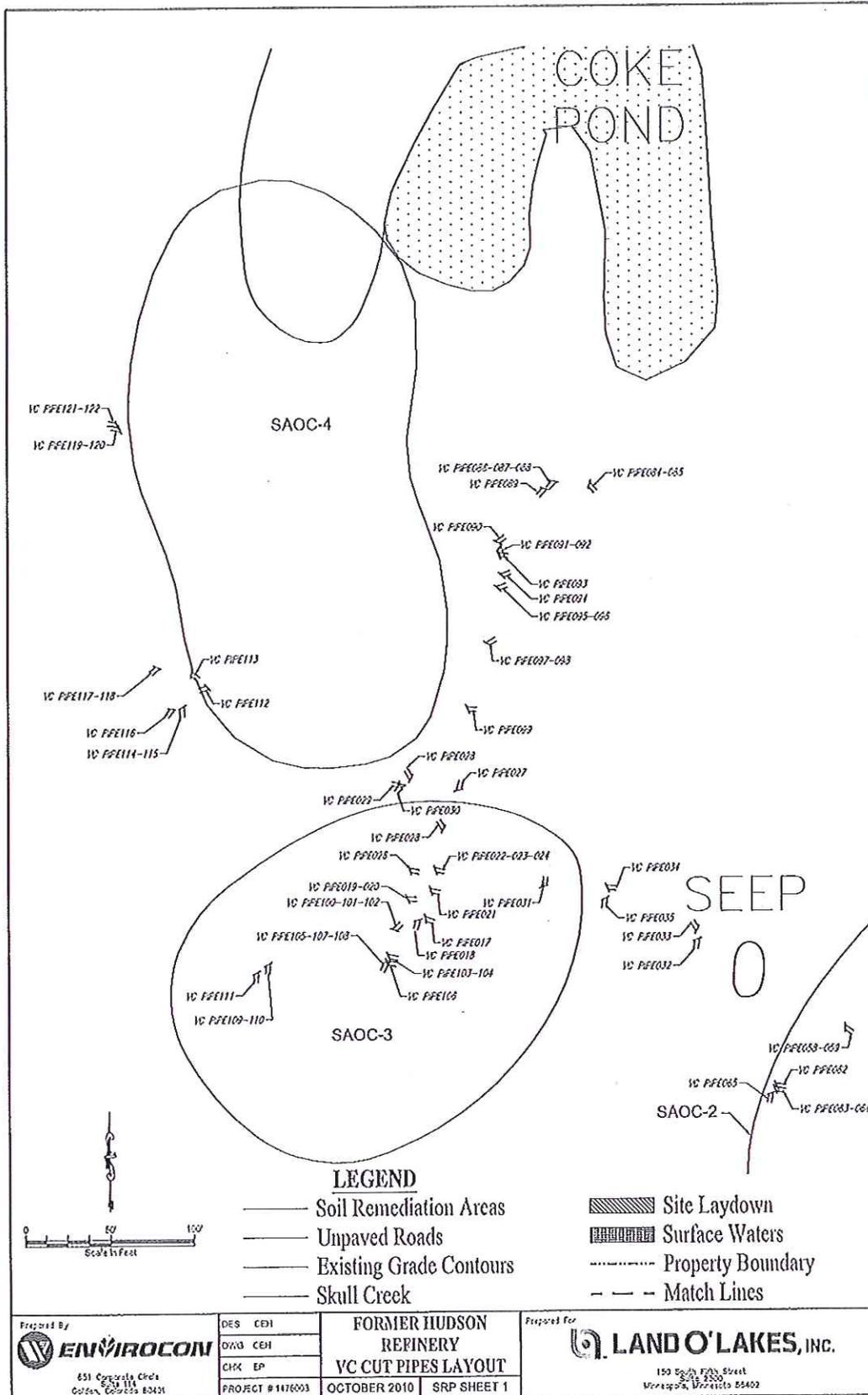
 451 Corporate Circle
 Suite 111
 Golden, Colorado 80401

DES: CEH
 DWD: CEH
 CHK: EP
 PROJECT # 1476003

FORMER HUDSON REFINERY
 VC CUT PIPES LAYOUT
 OCTOBER 2010 Locations

Prepared For

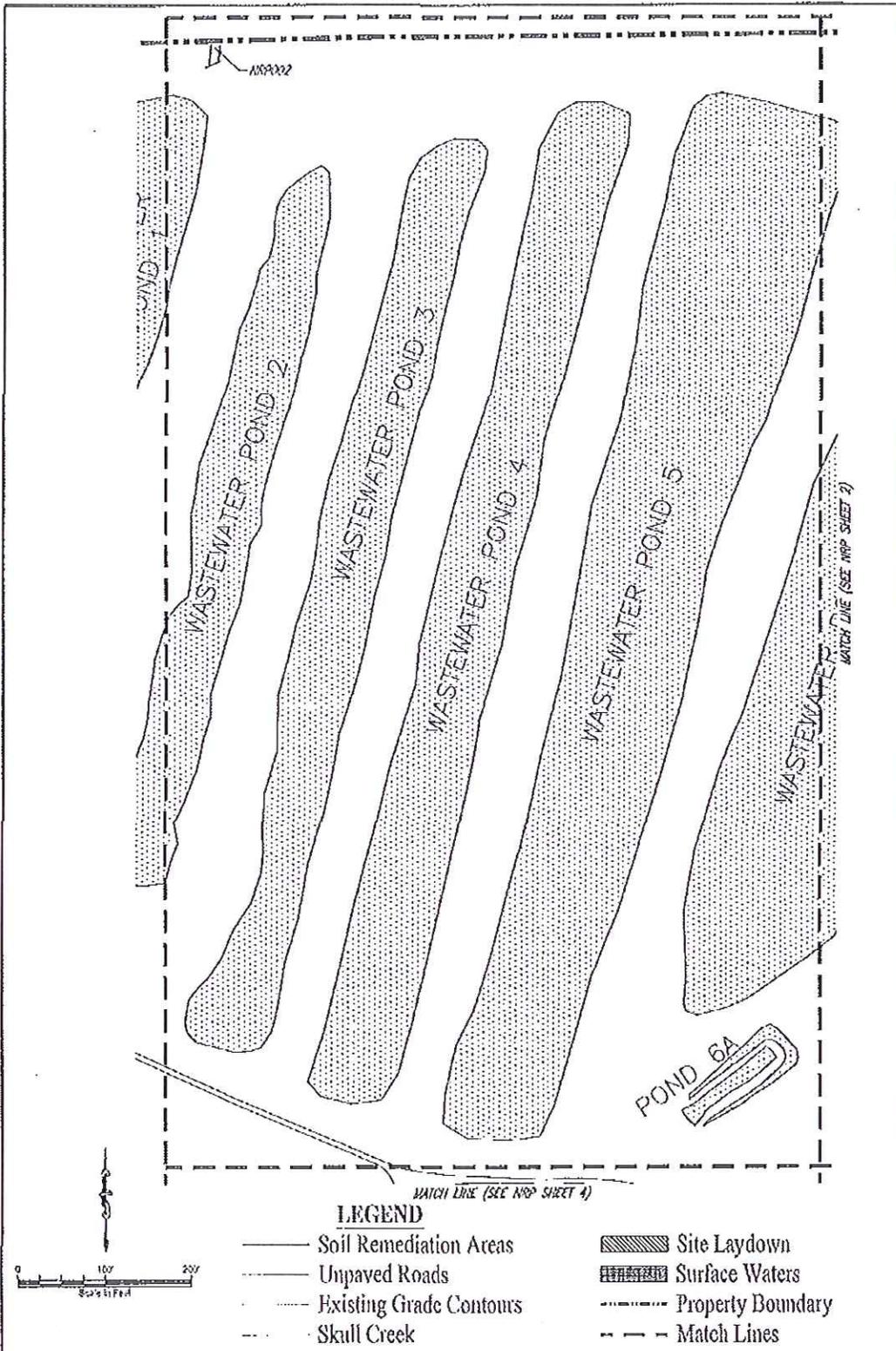
 150 South Park Street
 Suite 2500
 Waukegan, Illinois 60087



Prepared By
 ENVIROCOM
 651 Corporate Circle
 Suite 114
 Colton, California 92324

DES	CEH	FORMER HUDSON REFINERY VC CUT PIPES LAYOUT
DWG	CEH	
CHK	EP	
PROJECT # 1476003		OCTOBER 2010 SRP SHEET 1

Prepared for
 LAND O' LAKES, INC.
 150 South 700th Street
 Waukegan, Illinois 60087

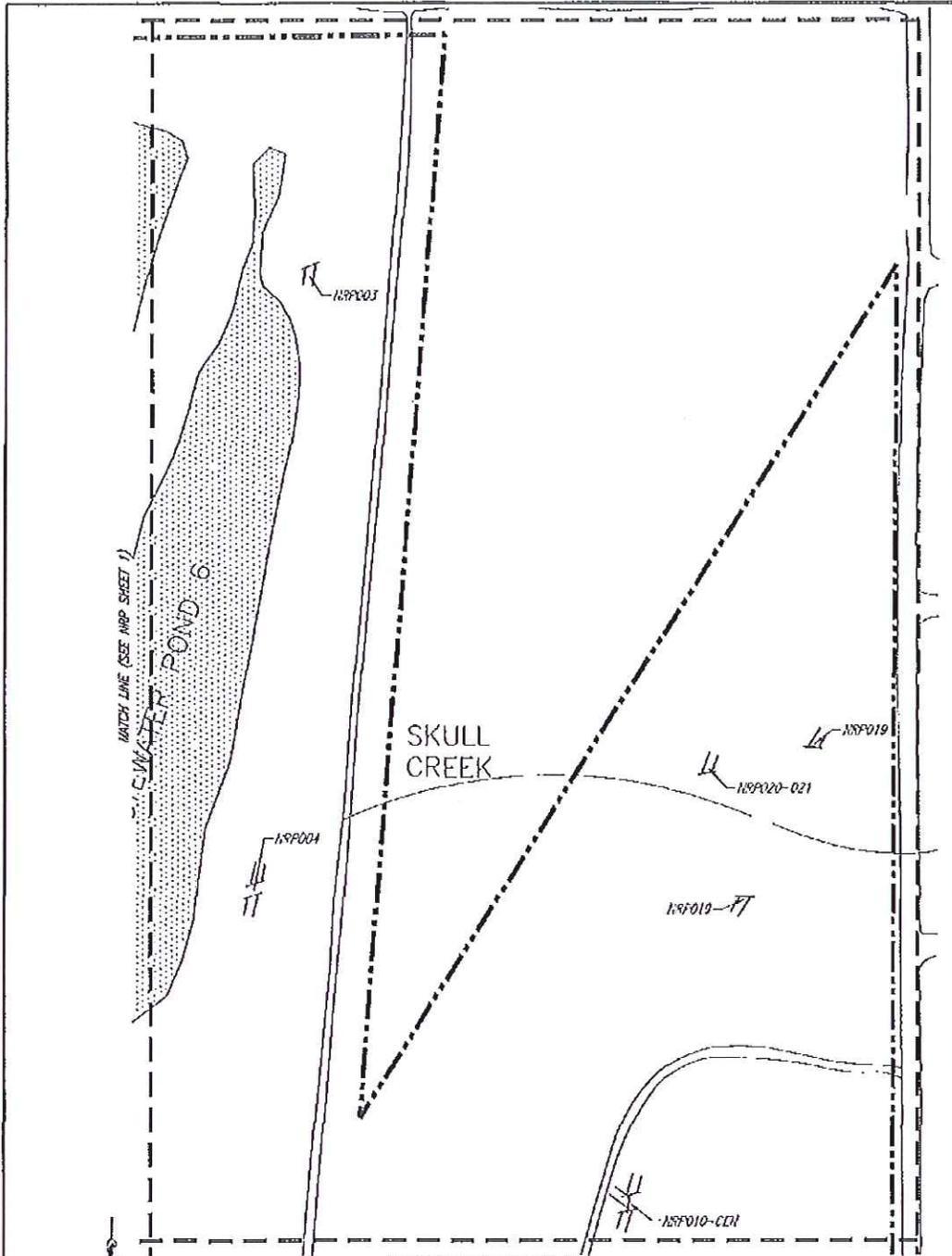


Prepared By
 ENVIROCOM
 631 Corporate Blvd

UES CEH
 DAG CEH
 DKK EP

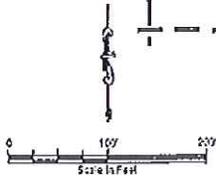
FORMER HUDSON
 REFINERY
 CUT PIPES LAYOUT

Prepared For
 LAND O' LAKES, INC.
 153 4th Street



LEGEND

- Soil Remediation Areas
- Unpaved Roads
- Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▨ Surface Waters
- Property Boundary
- Match Lines

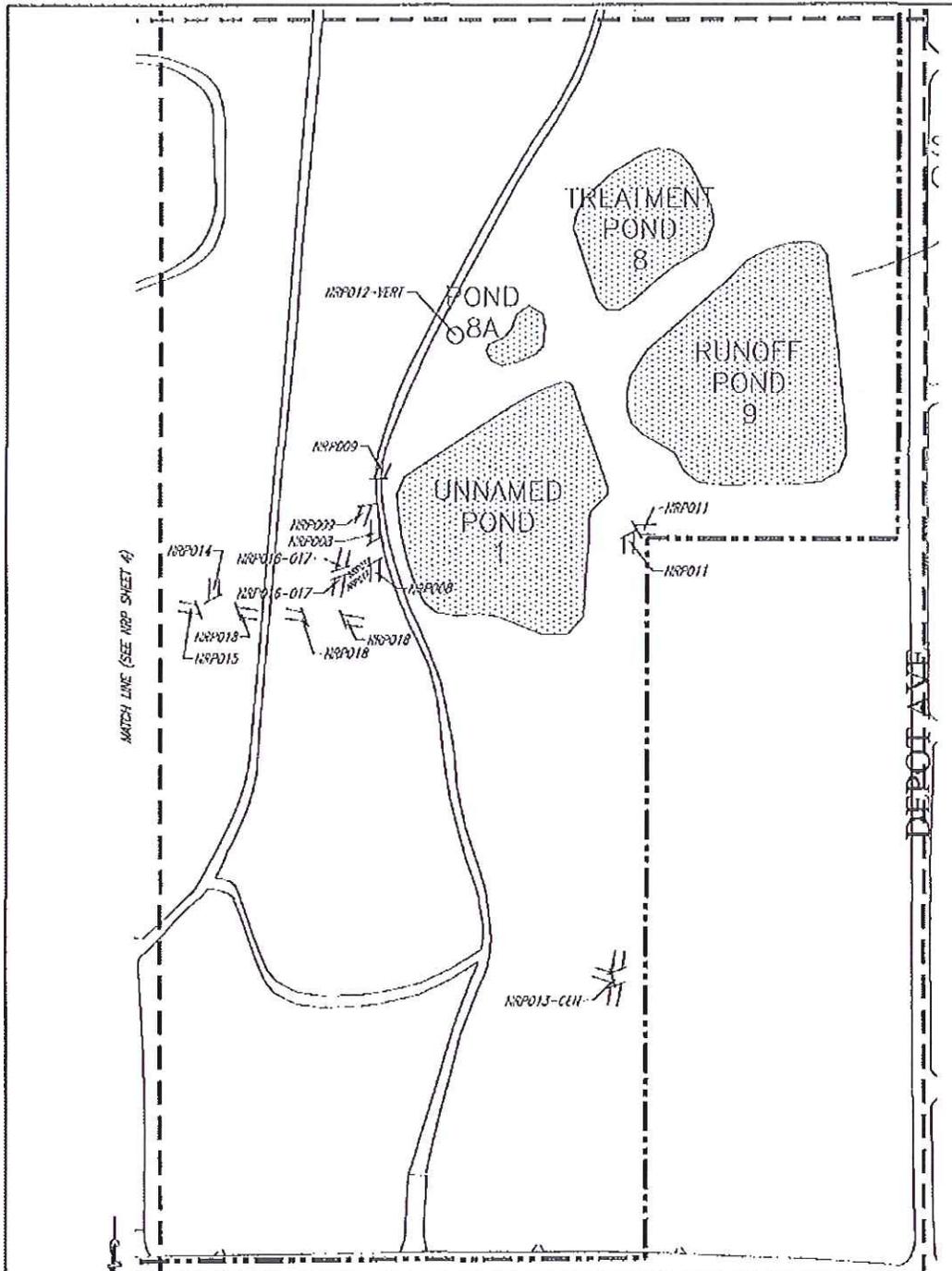


Prepared By
ENVIROCOM
 631 Corporate Center
 ...

DES CD1
 DWS CD1
 CHK EP

**FORMER HUDSON
 REFINERY
 CUT PIPES LAYOUT**

Prepared For
LAND O' LAKES, INC.
 100 East 100 Street
 ...

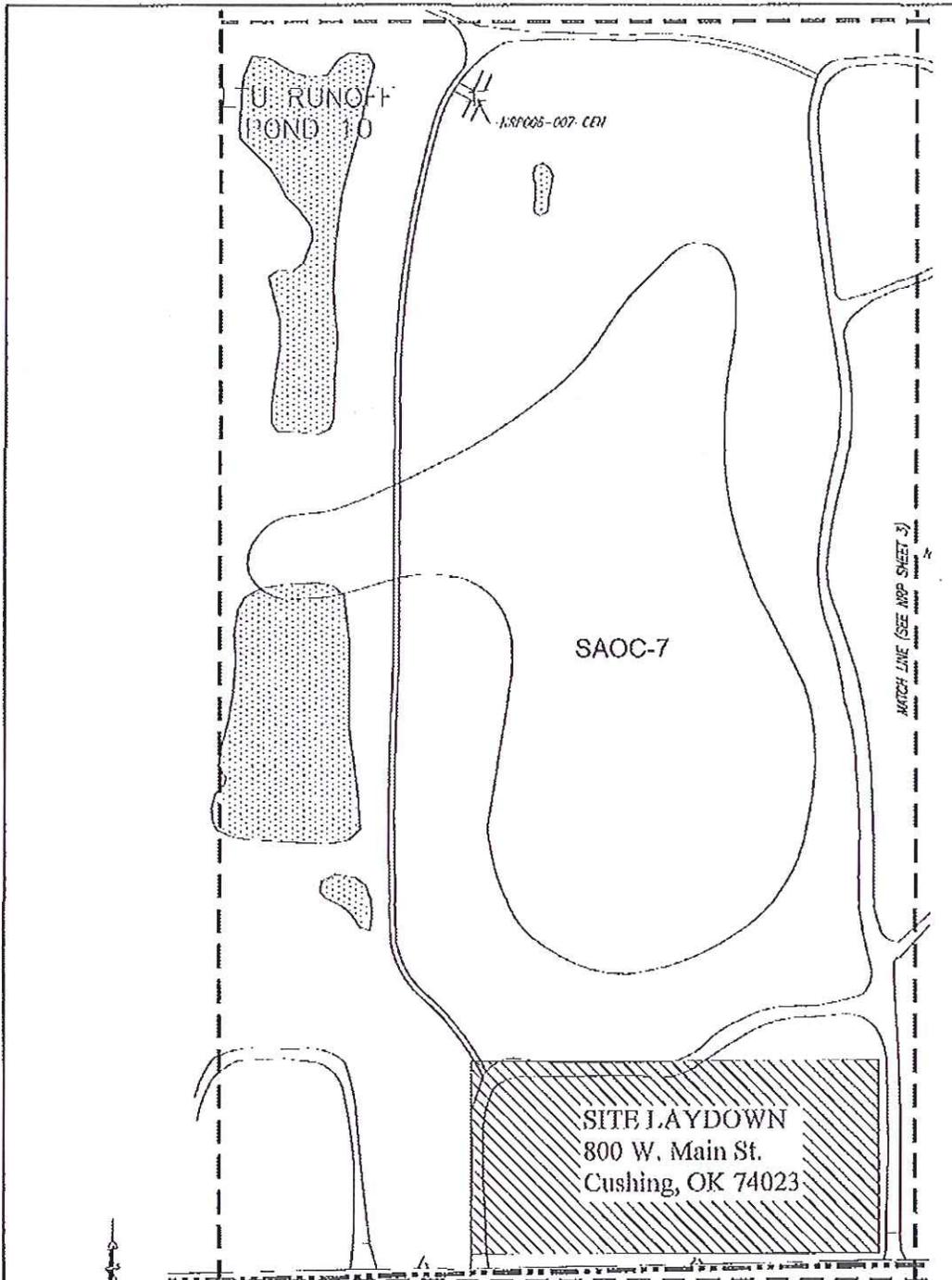


MATCH LINE (SEE SSP SHEET 5)

LEGEND

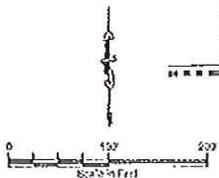
——— Soil Remediation Areas	▨ Site Laydown
..... Unpaved Roads	▤ Surface Waters
——— Existing Grade Contours	----- Property Boundary
——— Skull Creek	- - - Match Lines

0 107 223
SCALE IN FEET

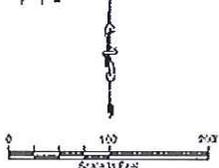
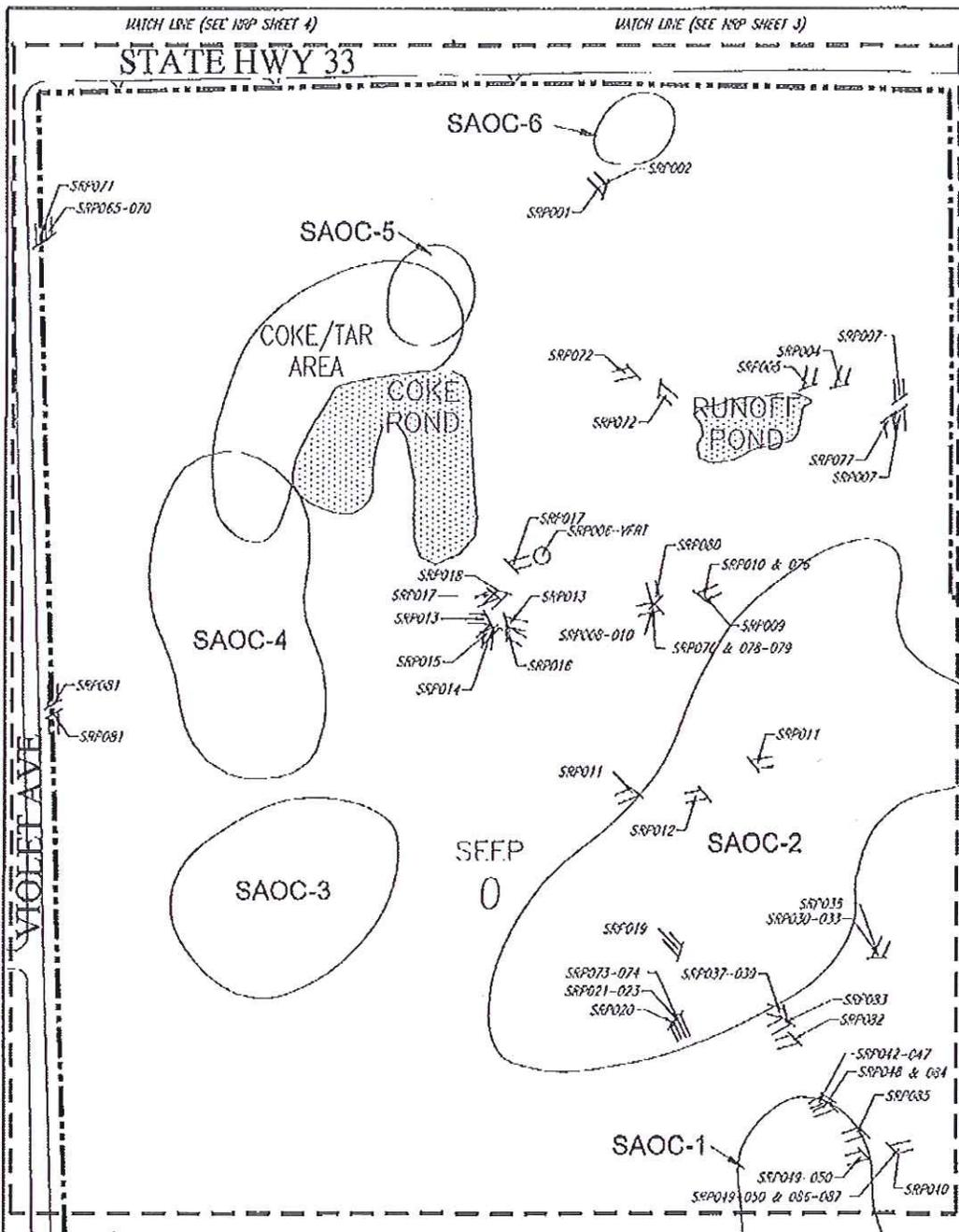


LEGEND

- Soil Remediation Areas
- Unpaved Roads
- - - Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▤ Surface Waters
- - - Property Boundary
- - - Match Lines



Prepared By 151 Corporate Blvd. Tulsa, Oklahoma 74114	DES: CSH	FORMER HUDSON REFINERY CUT PIPES LAYOUT	Prepared For 150 South Park Street Merced, CA 95359 Merced, CA 95359
	DWG: CCH		
		OCTOBER 2010 NRP SHEET A	



LEGEND

- Soil Remediation Areas
- Unpaved Roads
- Existing Grade Contours
- Skull Creek
- ▨ Site Laydown
- ▨ Surface Waters
- Property Boundary
- - - Match Lines

Prepared By
 ENVIROCOM
 831 Corporate Plaza
 Denver, Colorado 80245

DESIGN	CDH	FORMER HUDSON REFINERY CUT PIPES LAYOUT
DRAWN	CDH	
CHECKED	EP	
PROJECT #	141600	
		OCTOBER 2010 SRP SHEET 5

Prepared For
 LAND O' LAKES, INC.
 150 South Park Street
 Minneapolis, MN 55402

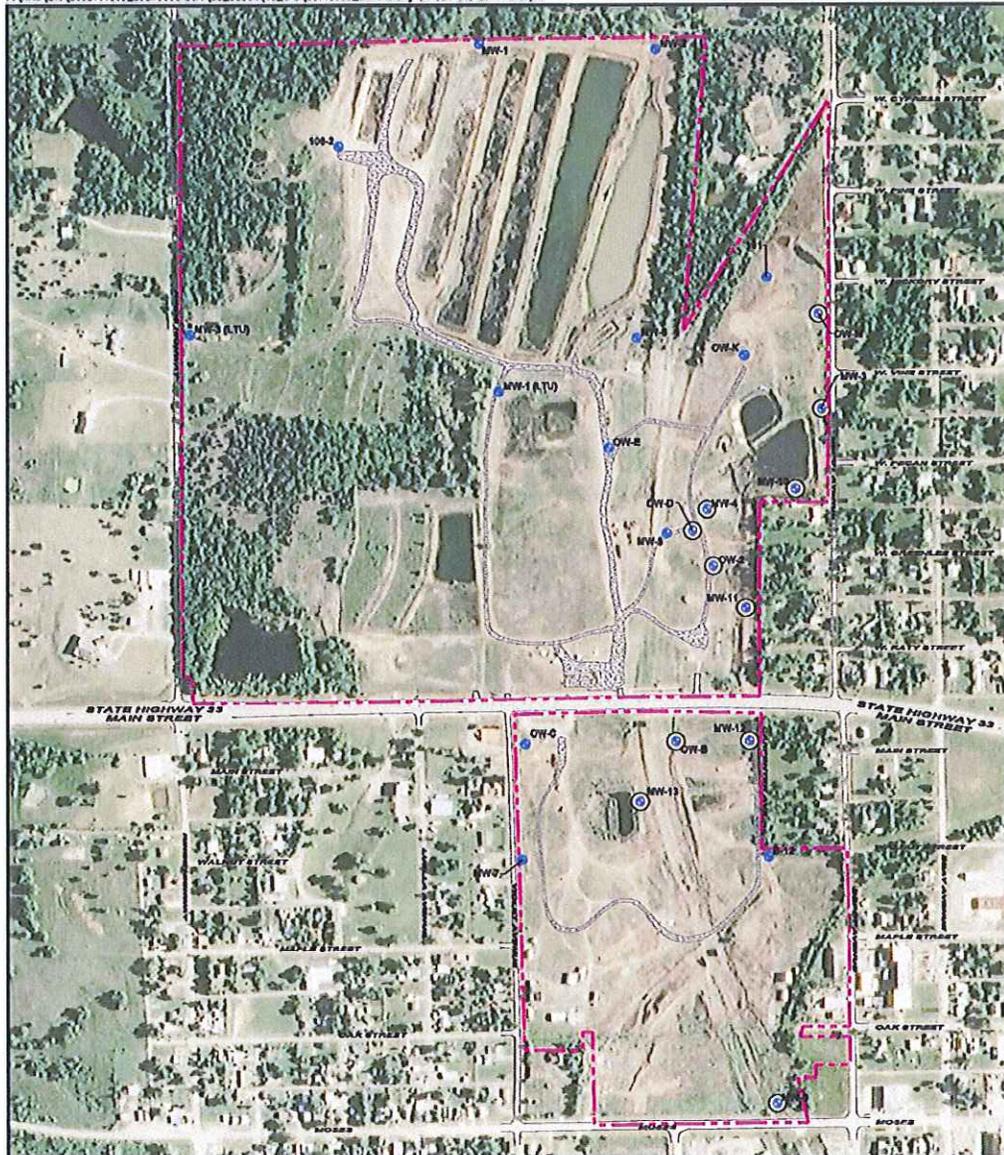
1985 0331

EXHIBIT "F"

(Locations of Remedial Action Groundwater Monitoring Wells)

1985 0332

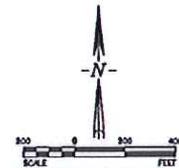
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SOURCE: NATIONAL AERIAL IMAGERY PROGRAM (NAIP)
DATED MARCH 2010

LEGEND

- SITE PROPERTY BOUNDARY
- LOCATION OF GROUNDWATER MONITORING WELL (GAUGED AS PART OF PLAN)
- LOCATION OF GROUNDWATER MONITORING WELL (GAUGED AND SAMPLED AS PART OF PLAN)



D	PROJECT NUMBER	2602111303
	EXHIBIT NUMBER	
DATE	06/29/2011	
SCALE	1"=50'	
DESIGNED BY	CHERRY	
CHECKED BY	CHERRY	
DATE	06/29/2011	

EXIST TITLE	LOCATION OF GROUNDWATER MONITORING PROGRAM WELLS
DOCUMENT TITLE	NOTICE OF REMEDIATION AND EASEMENT
CLIENT	LAND OLAKES, INC.
LOCATION	HUDSON REFINERY SUPERFUND SITE CUSHING, OKLAHOMA

SALC
Soil & Air Lab, Inc.

2300 W. COMMERCE STREET
 SUITE 200
 CUSHING, OKLAHOMA 73010
 (405) 371-4888
 www.SALC.com

EASEMENT

The undersigned owner of the Affected Property, described in Exhibit "A" to the foregoing Notice of Remediation, hereby certifies that it has the legal right to, and does hereby, create an easement and encumber the Affected Property. The undersigned hereby voluntarily grants an easement to the Oklahoma Department of Environmental Quality and its employees and agents, for ingress and egress through, across and onto the Affected Property to assure the ongoing placement, operation and protection of the Remedy and engineering controls, and enforcement of the Land Use and Groundwater Use Restrictions described herein above. This easement touches and concerns the land; runs with the land; is legally binding on all future owners of the Affected Property and shall only be removed or modified if and when the Oklahoma Department of Environmental Quality and United States Environmental Protection Agency modify or remove the Land Use and Groundwater Use Restrictions set forth in the foregoing Notice of Remediation.

The undersigned has had notice and an opportunity to meet with representatives of the United States Environmental Protection Agency and the Oklahoma Department of Environmental Quality to comment on the foregoing Notice of Remediation and agrees herewith. The undersigned hereby consents to the filing of the foregoing Notice of Remediation and Easement.

BNSF RAILWAY COMPANY
(as successor in interest to the Atchison, Topeka and Santa Fe Railway, successor in interest to the Eastern Oklahoma Railway Company)

By: David P. Schneider
Owner of the Affected Property
David P. Schneider

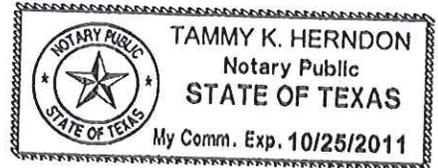
General Director - Land Revenue Management Date: 10/19/2011
(Name and Title)

STATE OF TEXAS)
)
COUNTY OF Tarrant) ss.

Before me, the undersigned, a Notary Public in and for such County and State, on this 19th day of October, 2011, personally appeared David P. Schneider to me known to be the identical person who subscribed the name of the maker thereof to the foregoing Easement as the owner of the Affected Property, and acknowledged to me that he executed the same as his free and voluntary act and deed and as of such entity, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Commission Expires: _____
Tammy K. Herndon
Notary Public



Return Address:

Stephen L. Jantzen

Ryan Whaley Coldiron Shandy

119 N. Robinson, 900 Robinson Renaissance

Oklahoma City, OK 73102

This space for recorder's use only

Do Not Remove This Page

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Title of Document: Notice

This space is added to provide adequate space for recording information
(Additional recording fees apply)

HB 2011 Eff. July 1, 1977

**NOTICE OF REMEDIATION OR RELATED ACTION TAKEN PURSUANT TO THE
FEDERAL COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION
AND LIABILITY ACT
FOR THE HUDSON REFINERY SUPERFUND SITE
CUSHING, OKLAHOMA**

LEGAL BASIS FOR NOTICE: The Oklahoma Department of Environmental Quality (“DEQ”) hereby files this NOTICE OF REMEDIATION OR RELATED ACTION TAKEN PURSUANT TO THE FEDERAL COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION AND LIABILITY ACT (hereinafter “Notice”) pursuant to Oklahoma Statutes, 27A § 2-7-123 (B). This Notice does not grant any right to any person not already allowed by law. This Notice shall not be construed to authorize or encourage any person or other legal entity to cause or increase pollution, to avoid compliance with State or Federal laws and regulations regarding pollution or to in any manner escape responsibility for maintaining environmentally sound operations.

The DEQ may take administrative or civil action to recover costs or to compel compliance with the below described Land Use Restrictions and to prevent damage to, or interference with the below described Remedy. The Land Use Restrictions will apply to the Affected Property and to persons who own and/or use the Affected Property until such time as the DEQ files a subsequent Notice that changes or removes the Land Use Restrictions set forth below. Activities that cause or could cause damage to the Remedy or recontamination of soil or groundwater are prohibited.

AFFECTED PROPERTY: The Oklahoma Department of Transportation, an agency of the State of Oklahoma (“ODOT”) is the owner of the Affected Property, which is a segment or strip of land located in a portion of Section 4, Township 17 North, Range 5 East, Indian Meridian, Payne County, Oklahoma, which land is more particularly described in Exhibit A and which is part of a larger tract of land ODOT maintains as a public highway presently designated as State Highway 33.

REASON FOR NOTICE: The Affected Property passes through the Hudson Refinery Superfund Site (National Superfund Database Identification Number OKD082471988) (the “Site”) which was at one time the location of crude oil refining and storage operations, refined petroleum product storage operations, and associated, ancillary, and related pipelines and infrastructures.

REMEDY: In 1998, the United States Environmental Protection Agency (“EPA”) conducted an emergency removal at the site. On July 22, 1999, EPA placed the Site on its National Priorities List, and in 2001, EPA conducted a non-time critical removal at the Site. From 2004 through 2007, the DEQ as lead agency and EPA as support agency conducted a Remedial Investigation/Feasibility Study for the Site which evaluated the potential human health and environmental risks at the Site. On November 23, 2007, EPA issued its Record of Decision (“ROD”) at the Site wherein alternative remedies for the Site were evaluated and the remedy for the Site was selected (the “Remedy”). As part of the Remedy, DEQ and EPA required portions of the Site to be remediated to industrial, risk-based cleanup standards and required certain

“visual contamination” to be removed. Accordingly, various remedial activities have been implemented on the Site.

In some cases, piping and refinery-infrastructure remain at or under the Site. There may also be certain contaminated material and soil remaining at the Site. Certain shallow groundwater at the Site contains constituents of concern in excess of established cleanup levels. Engineering controls, infrastructure, improvements, and equipment constructed during the remedial action remain on-Site and must be preserved to protect the short-term and long-term effectiveness of the Remedy.

There is reason to believe that there may be contamination on the Affected Property. Testing to determine the existence or extent of contamination within the right of way of State Highway 33 would be invasive and destructive and might result in the compromise of the highway structure. Therefore, the decision has been made to leave any such materials in place, but to make the use of the described strip or segment of land subject to this Notice of Remediation.

LAND USE RESTRICTIONS: The land use restrictions at the Affected Property are as follows:

Residential Use. There shall be no residential use. Residential use is generally defined for exposure evaluation as having the potential for someone to live on site for 350 days a year for 30 years.

Child-occupied Facility Use. The Affected Property shall not be used for a child occupied facility. Child-occupied facilities include, but are not limited to, day-care centers, preschools, and kindergarten classrooms where a child 6 or under spends at least 6 hours per week

Erosion Prevention. There shall be no activities that will cause or contribute to excessive erosion of any soil or cover material at, near or over the Affected Property.

Prohibition Against Use of Groundwater. No person, entity, or party shall develop, produce or otherwise use any groundwater (as such term is defined in OKLA. STAT. tit, 82 Section 1020.1) on, in, or under any part of the Affected Property.

Construction, Operations and Maintenance Activities. Any construction that requires digging must have a Health and Safety Plan in place prior to excavation. Any excavated soil must be managed properly and either returned to the excavation and covered by an engineering control or sent to an appropriate off site landfill. Any person who plans to undertake an excavation project should first perform an environmental investigation at the location of the planned excavation(s) to ensure that such excavation(s) will not disturb any residual contamination at the Affected Property.

These land use restrictions apply to the entirety of the Affected Property described herein above.

PROHIBITION ON ACTIVITIES INTERFERING WITH THE REMEDIAL ACTION:

Engaging in any activities that cause or could cause damage to the remediation or recontamination of the soil or groundwater is prohibited. Any person who damages or interferes with the remediation or continuing operation, maintenance or monitoring of the site or who increases the amount or extent of contamination is liable to repair the damage, remedy the interference or remediate the contamination, or for costs incurred by the DEQ or its successor agency in doing so. See Oklahoma Statutes Title 27A Section 2-7-123(D).

CHANGING LAND USE RESTRICTIONS: Changes to land use restrictions for the Affected Property must be approved by the Department of Environmental Quality or its successor agency. The person(s) requesting the change in land use must demonstrate to the DEQ's satisfaction that contamination at the Affected Property has reached levels appropriate for the proposed new land uses and that further remediation is not necessary or that additional institutional or engineering controls are adequate to achieve levels protective of human health and the environment for the proposed use(s).

DEQ may require oversight costs, work plans, sampling, reports, and public participation as part of its review of the new information to support the requested change in land use restrictions. The person(s) requesting the change will be required to follow agency procedures effective at the time of the request.

DEQ at its discretion may determine, based on the new information submitted, that contaminants are present at the site at levels that will not pose a risk to human health or the environment if the new land use restrictions being requested are allowed. Upon making this determination, DEQ will file a recordable notice of remediation pursuant to state law in the land records in the office of the county clerk where the Affected Property is located designating the new land use restrictions.

This Notice supersedes any and all Notices of Remediation previously filed on the Affected Property.

Steven A. Thompson
Steven A. Thompson, Executive Director
Oklahoma Department of Environmental Quality

6-18-12
Date

ACKNOWLEDGEMENT

State of Oklahoma)
) ss.
Oklahoma County)

Before me, Jenasa Matherson, in and for this state, on this 18th day of June, 2012, personally appeared Steven A. Thompson to me known to be the

**EXHIBIT A
LEGAL DESCRIPTION**

A tract of land being a part of vacated Block 2, West Cushing Addition, an addition to the City of Cushing, Payne County, State of Oklahoma, said tract of land being described as follows: Commencing at the Northeast corner of said Block 3; Thence South $01^{\circ}11'30''$ East along the East line of said Block 2 for 40.08 feet; Thence North $88^{\circ}51'41''$ West for 0.00 feet to a point of curve; Thence along a curve to left with a radius of 5,659.58 feet and a central angle of $00^{\circ}59'37''$ for 98.14 feet to the Point of Beginning of said tract of land; Thence continuing along said curve to the left with a radius of 5,659.58 feet and a central angle of $00^{\circ}07'12''$ for 11.85 feet; Thence North $82^{\circ}57'45''$ west for 56.64 feet; Thence North $00^{\circ}44'06''$ West for 29.89 feet to the North line of said vacated Block 2; Thence North $89^{\circ}15'54''$ East along said North line for 67.97 feet; Thence South $00^{\circ}44'06''$ East for 37.72 feet to the Point of Beginning of said tract of land.

2037 0958

I-2012-011597 08/14/2012 1:32 pm
Book 2037 Page(s) 0958-0964
Fee: \$ 25.00 Doc: \$ 0.00
Linda Hatfield - Payne County Clerk
State of Oklahoma

Return Address:

Stephen L. Jantzen

Ryan Whaley Coldiron Shandy

119 N. Robinson, 900 Robinson Renaissance

Oklahoma City, OK 73102



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Title of Document: Amended Notice of Remediation and Easement

This space is added to provide adequate space for recording information
(Additional recording fees apply)

HB 2011 Eff. July 1, 1977

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**AMENDED NOTICE OF REMEDIATION
AND EASEMENT**

**HUDSON REFINERY SUPERFUND SITE
OKD082471988**

WHEREAS, a Notice of Remediation and Easement was recorded on September 23, 2011, in Book 1978 at Pages 0008-0186 of the land records of the County Clerk of Payne County, State of Oklahoma, wherein Affected Property was described on Exhibit "A" thereto (the "Notice of Remediation"); and

WHEREAS, subsequent to the filing of the Notice of Remediation, the owner of the Affected Property, Cushing, Oklahoma, Brownfields, LLC, a Delaware limited liability company, acquired additional real property within the Site, such additional real property being described in the Special Warranty Deeds recorded on October 26, 2011, in Book 1984 at Pages 0087-0088 of the land records of the County Clerk of Payne County, State of Oklahoma, on December 20, 2011, in Book 1992 at Page 0761 of the land records of the County Clerk of Payne County, State of Oklahoma; and on July 19, 2012, in Book 2031 at Page 0972 of the land records of the County Clerk of Payne County, State of Oklahoma.

WHEREAS, the DEQ and Cushing, Oklahoma, Brownfields, LLC, desired to amend Exhibit "A" to the Notice of Remediation in order to include the additional real property acquired by virtue of the Special Warranty Deeds described above as part of the Affected Property; and

WHEREAS, capitalized terms used in this document shall have the same meaning as the same terms used in the Notice of Remediation.

NOW, THEREFORE, the undersigned DEQ and Cushing, Oklahoma, Brownfields, LLC, hereby amend Exhibit "A" to the Notice of Remediation recorded on September 23, 2011, in Book 1978 at Pages 0008-0186 of the land records of the County Clerk of Payne County, State of Oklahoma, by adding additional real property within the Site as Affected Property, such additional real property being described in the Special Warranty Deeds recorded on October 26, 2011, in Book 1984 at Pages 0087-0088 of the land records of the County Clerk of Payne County, State of Oklahoma, on December 20, 2011, in Book 1992 at Page 0761 of the land records of the County Clerk of Payne County, State of Oklahoma, and on July 19, 2012, in Book 2031 at Page 0972 of the land records of the County Clerk of Payne County, State of Oklahoma. Exhibit "A" to the Notice of Remediation is hereby amended to read as set forth on Exhibit "A" Amended attached hereto and incorporated herein by reference.

To remove all doubt, Cushing, Oklahoma, Brownfields, LLC, hereby specifically amends the Easement recorded in Book 1978 Page 0186 to include all of the real property described

on Exhibit "A" Amended attached hereto. In all other respects the Notice of Remediation shall be unchanged.

This Amended Notice of Remediation and Easement are effective upon the date of signature by the Executive Director of DEQ.

OKLAHOMA DEPARTMENT OF ENVIRONMENTAL QUALITY

By: 
Steven A. Thompson, Executive Director

Date: 8-9-12

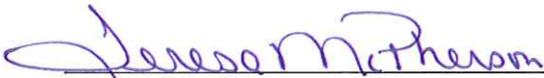
STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

Before me, the undersigned, a Notary Public in and for such County and State, on this 9th day of August, 2012, personally appeared Steven A. Thompson to me known to be the identical person who subscribed the name of the maker thereof to the foregoing Notice of Remediation as the Executive Director of the Oklahoma Department of Environmental Quality, and acknowledged to me that s/he executed the same as her/his free and voluntary act and deed and as of such entity, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Commission Expires:

January 17, 2016


Notary Public



CUSHING, OKLAHOMA BROWNFIELDS, LLC

By: Mary Mills Wilson
Mary Mills Wilson, President

Date: 7/24/12

STATE OF MINNESOTA)
)
COUNTY OF RAMSEY) ss.

Before me, the undersigned, a Notary Public in and for such County and State, on this 24 day of July, 2012, personally appeared Mary Mills Wilson, as President, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing Easement as the President of the owner of the Affected Property, and acknowledged to me that she executed the same as her free and voluntary act and deed and as of such entity, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Commission Expires:
1-31-2016

Jennifer L. Debele
Notary Public

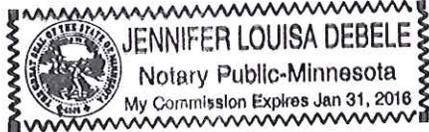


EXHIBIT "A" AMENDED

(Legal Description of the Affected Property)

Tract A (Assessor Tax Parcel No. 1035)

Lots Twenty (20), Twenty-one (21), Twenty-two (22) and Twenty-three (23), LESS Railway, Block Eight (8), WEST ADDITION, all in the City of Cushing, Payne County, State of Oklahoma

Tract B (Assessor Tax Parcel No. 2965)

A tract of land in the Southwest Quarter of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma more particularly described as follows: Commencing at the Southwest corner of said Southwest Quarter (SW/c SW/4), thence North 00° 07' 03" West along the section boundary a distance of 150.00 feet to the Point of Beginning; thence continuing North 00° 07' 03" West along said boundary a distance of 969.47 feet; thence South 88° 54' 18" East a distance of 890.12 feet; thence South 00° 07' 03" East a distance of 1018.32 feet to a point on the North Right of Way Boundary of State Highway 33; thence South 89° 05' 22" West along said boundary a distance of 39.04 feet; thence South 77° 48' 56" West along said boundary a distance of 102.29 feet; thence South 89° 05' 22" West along said boundary a distance of 50.00 feet; thence North 59° 42' 06" West along said boundary a distance of 57.90 feet; thence South 89° 05' 22" West along said boundary a distance of 600.00 feet; thence North 00° 07' 03" West along said boundary a distance of 70.00 feet; thence South 89° 05' 22" West along said boundary a distance of 51.00 feet to the Point of Beginning, containing 20.94 acres, more or less, said tract being also described on the copy of the Plat of Survey of Jimmy W. Hill dated October 5, 2001

Tract C (Assessor Tax Parcel No. 59724)

Lots Fifteen (15), Sixteen (16), Seventeen (17) and Eighteen (18), Block Thirty-six (36), SOUTH ADDITION, to the City of Cushing, Payne County, State of Oklahoma, according to the recorded plat thereof

Tract D (Assessor Tax Parcel No. 3026)

The Southwest Quarter (SW/4) of Section Thirty-three (33), Township Eighteen (18) North, Range Five (5) East of the I.M., Payne County, Oklahoma, less and except the following five (5) tracts:

EXCEPTED TRACT 1: a tract described as the South 795 feet of the East 300 feet of said SW/4, which is also described as beginning at the Southeast corner of said SW/4 Section 33-T18N-R5E of the I.M., thence North 795 feet, thence West 300 feet, thence South 795 feet, thence East 300 feet to the point of beginning, and

EXCEPTED TRACT 2: that part deeded to the AT&SF RR Company and currently owned by it

or its successors in interest, and

EXCEPTED TRACT 3: a tract of land beginning at a point 1202.88 feet North and 75 feet East of the Southwest corner of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma; thence along an angle South 82° 57' 32" East, 637.1 feet; thence South 86° 40' 31" East, 241.4 feet; thence North 3° 1' 38" East, 416.6 feet; thence North 24° 15' 14" West, 99.8 feet; thence South 85° 56' 18" West 178.4 feet; thence North 0° 39' 15" West 536.6 feet; thence South 79° 39' 11" West 291.4 feet; thence South 7° 49' 2" West, 326.0 feet; thence South 39° 44' 0" West, 105.00 feet; thence South 55° 44' 08" West 96.0 feet; thence South 73° 53' 59" West, 119.0 feet; thence South 28° 24' 0" West, 164.8 feet; thence South 0° 0' 0" West, 250.6 feet to the point of beginning and containing 10.72 acres more or less, [Comment: Excepted Tract 3 is the same as Tax Parcel No. 625, Johnnie Lee Bryant, item 8 below, Book 1432, Pages 187-189], and

EXCEPTED TRACT 4: a tract of land in the Southwest Quarter of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma more particularly described as follows: Commencing at the Southwest corner of said Southwest Quarter (SW/c SW/4), thence North 00° 07' 03" West along the section boundary a distance of 150.00 feet to the Point of Beginning; thence continuing North 00° 07' 03" West along said boundary a distance of 969.47 feet; thence South 88° 54' 18" East a distance of 890.12 feet; thence South 00° 07' 03" East a distance of 1018.32 feet to a point on the North Right of Way Boundary of State Highway 33; thence South 89° 05' 22" West along said boundary a distance of 39.04 feet; thence South 77° 48' 56" West along said boundary a distance of 102.29 feet; thence South 89° 05' 22" West along said boundary a distance of 50.00 feet; thence North 59° 42' 06" West along said boundary a distance of 57.90 feet; thence South 89° 05' 22" West along said boundary a distance of 600.00 feet; thence North 00° 07' 03" West along said boundary a distance of 70.00 feet; thence South 89° 05' 22" West along said boundary a distance of 51.00 feet to the Point of Beginning, containing 20.94 acres, more or less, and being subject to easements and rights-of-way of record, [Comment: Excepted Tract 4 is the same as Tax Parcel No. 59724, Cushing, Oklahoma Brownfields, LLC, item 6 above, Book 1897, Pages 652-655], and

EXCEPTED TRACT 5: the State Highway 33 right of way along the south side of said SW/4

Tract E - Parcel described in Special Warranty Deed recorded in Book 1984 Pages 0087-0088 wherein Guy R. Lozier *et ux* and Manuel J. Martinez *et ux* were Grantor (Assessor Tax Parcel No. 1036)

All Blocks Two (2) thru Thirteen (13) and Vacated Maple Street between Blocks Eight (8) and Nine (9) AND Blocks Twelve (12) and Thirteen (13) AND Vacated Oak Street on South of Blocks Twelve (12) and Thirteen (13) AND Vacated Puckett Street between Blocks Twelve (12) and Thirteen (13) AND Vacated Alleys in Blocks Eight (8), Twelve (12) and Thirteen (13), LESS AT&SF RR R/W's, AND LESS tract described as Block Eight (8) Part of Lots Twenty (20), Twenty-one (21), Twenty-two (22) and Twenty-three (23), LESS Abandoned MKT RR R/W all in WEST ADDITION to the City of Cushing, in Section Four (4), Township Seventeen (17) North, Range Five (5) East of the Indian Meridian, Payne County, State of Oklahoma; AND in SOUTH ADDITION, Block Thirty-nine (39), beginning at the Northwest Corner (NW/c) of

Lot Twelve (12); South 10.4 feet; Southeasterly to a point 12 feet South of the Northeast Corner (NE/c) of Lot Twelve (12); North 12 feet; West to the Point of Beginning, City of Cushing, Payne County, State of Oklahoma

Tract F - Parcel described in Special Warranty Deed recorded in Book 1992 Page 0761 wherein Haven Ministries, Inc. was Grantor (Assessor Tax Parcel No. 53282)

All of Blocks Fourteen (14) and Fifteen (15), AND the Vacated Alley running through Block Fourteen (14), AND Vacated Maple Street between Blocks Fourteen (14) and Fifteen (15), AND Vacated Carpenter Avenue from the North side of Oak Street to the South side of Walnut Street, all in the WEST ADDITION to the City of Cushing, Payne County, State of Oklahoma, including any right, if any, that Seller may have in the rights of way to the former M.K. & T. Railroad and the Oil Fields and Santa Fe Railroad formerly crossing said tract

Tract G - Parcel described in Special Warranty Deed recorded in Book 2031 Page 0972 wherein Johnny Lee Bryant and Janice Marie Bryant, husband and wife, were Grantors (Assessor Tax Parcel No. 625)

A tract of land beginning at a point 1202.88 feet North and 75 feet East of the Southwest corner of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, State of Oklahoma; Thence along an angle South 82°57'32" East, 637.1 feet; Thence South 86°40'31" East, 241.4 feet; Thence North 03°1'38" East, 416.6 feet; Thence North 24°15'14" West, 99.8 feet; Thence South 85°56'18" West, 178.4 feet; Thence North 00°39'15" West, 536.6 feet; Thence South 79°39'11" West, 291.4 feet; Thence South 07°49'02" West, 326.0 feet; Thence South 39°44'0" West, 105.0 feet; Thence South 55°44'08" West, 96.0 feet; Thence South 73°53'59" West, 119.0 feet; Thence South 28°24'00" West, 164.8 feet; Thence South 00°00'00" West, 250.6 feet to the point of beginning and containing 10.72 acres, more or less.

2046 0581

I-2012-013787 09/21/2012 12:38 pm
Book 2046 Page(s) 0581-0587
Fee: \$ 25.00 Doc: \$ 0.00
Linda Hatfield - Payne County Clerk
State of Oklahoma

Return Address:

Stephen L. Jantzen

Ryan Whaley Coldiron Shandy

119 N. Robinson, 900 Robinson Renaissance

Oklahoma City, OK 73102



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Title of Document: Second Amended Notice of Remediation and Easement

This space is added to provide adequate space for recording information
(Additional recording fees apply)

HB 2011 Eff. July 1, 1977

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**SECOND AMENDED NOTICE OF REMEDIATION
AND EASEMENT**

**HUDSON REFINERY SUPERFUND SITE
OKD082471988**

WHEREAS, a Notice of Remediation and Easement was recorded on September 23, 2011, in Book 1978 at Pages 0008-0186 of the land records of the County Clerk of Payne County, State of Oklahoma, wherein Affected Property was described on Exhibit "A" thereto (the "Notice of Remediation"); and

WHEREAS, subsequent to the filing of the Notice of Remediation, the owner of the Affected Property, Cushing, Oklahoma Brownfields, LLC, a Delaware limited liability company, acquired additional real property within the Site, such additional real property being described in the Special Warranty Deeds recorded on October 26, 2011, in Book 1984 at Pages 0087-0088 of the land records of the County Clerk of Payne County, State of Oklahoma, on December 20, 2011, in Book 1992 at Page 0761 of the land records of the County Clerk of Payne County, State of Oklahoma; and on July 19, 2012, in Book 2031 at Page 0972 of the land records of the County Clerk of Payne County, State of Oklahoma; and

WHEREAS, an Amended Notice of Remediation was recorded on August 14, 2012 in Book 2037 at Pages 0958-0964 of the land records of the County Clerk of Payne County, State of Oklahoma, which amended the Affected Property described on Exhibit "A" to the Notice of Remediation to reflect the property acquisitions identified in the immediately preceding paragraph (the "Amended Notice of Remediation"); and

WHEREAS, subsequent to the filing of the Amended Notice of Remediation, the owner of the Affected Property, Cushing, Oklahoma Brownfields, LLC, acquired additional real property within the Site, such additional real property being described in the Special Warranty Deed recorded on August 27, 2012, in Book 2041 at Page 0041 of the land records of the County Clerk of Payne County, State of Oklahoma; and

WHEREAS, the DEQ and Cushing, Oklahoma Brownfields, LLC, desired to amend Exhibit "A" to the Amended Notice of Remediation in order to include the additional real property acquired by virtue of the Special Warranty Deed described in the immediately preceding paragraph as part of the Affected Property; and

WHEREAS, capitalized terms used in this document shall have the same meaning as the same terms used in the Notice of Remediation.

NOW, THEREFORE, the undersigned DEQ and Cushing, Oklahoma Brownfields, LLC, hereby amend Exhibit "A" to the Amended Notice of Remediation recorded on August 14,

EXHIBIT "A" AMENDED

(Legal Description of the Affected Property)

Tract A (Assessor Tax Parcel No. 1035)

Lots Twenty (20), Twenty-one (21), Twenty-two (22) and Twenty-three (23), LESS Railway, Block Eight (8), WEST ADDITION, all in the City of Cushing, Payne County, State of Oklahoma

Tract B (Assessor Tax Parcel No. 2965)

A tract of land in the Southwest Quarter of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma more particularly described as follows: Commencing at the Southwest corner of said Southwest Quarter (SW/c SW/4), thence North 00° 07' 03" West along the section boundary a distance of 150.00 feet to the Point of Beginning; thence continuing North 00° 07' 03" West along said boundary a distance of 969.47 feet; thence South 88° 54' 18" East a distance of 890.12 feet; thence South 00° 07' 03" East a distance of 1018.32 feet to a point on the North Right of Way Boundary of State Highway 33; thence South 89° 05' 22" West along said boundary a distance of 39.04 feet; thence South 77° 48' 56" West along said boundary a distance of 102.29 feet; thence South 89° 05' 22" West along said boundary a distance of 50.00 feet; thence North 59° 42' 06" West along said boundary a distance of 57.90 feet; thence South 89° 05' 22" West along said boundary a distance of 600.00 feet; thence North 00° 07' 03" West along said boundary a distance of 70.00 feet; thence South 89° 05' 22" West along said boundary a distance of 51.00 feet to the Point of Beginning, containing 20.94 acres, more or less, said tract being also described on the copy of the Plat of Survey of Jimmy W. Hill dated October 5, 2001

Tract C (Assessor Tax Parcel No. 59724)

Lots Fifteen (15), Sixteen (16), Seventeen (17) and Eighteen (18), Block Thirty-six (36), SOUTH ADDITION, to the City of Cushing, Payne County, State of Oklahoma, according to the recorded plat thereof

Tract D (Assessor Tax Parcel No. 3026)

The Southwest Quarter (SW/4) of Section Thirty-three (33), Township Eighteen (18) North, Range Five (5) East of the I.M., Payne County, Oklahoma, less and except the following five (5) tracts:

EXCEPTED TRACT 1: a tract described as the South 795 feet of the East 300 feet of said SW/4, which is also described as beginning at the Southeast corner of said SW/4 Section 33-T18N-R5E of the I.M., thence North 795 feet, thence West 300 feet, thence South 795 feet, thence East 300 feet to the point of beginning, and

EXCEPTED TRACT 2: that part deeded to the AT&SF RR Company and currently owned by it or its successors in interest, and

EXCEPTED TRACT 3: a tract of land beginning at a point 1202.88 feet North and 75 feet East of the Southwest corner of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma; thence along an angle South 82° 57' 32" East, 637.1 feet; thence South 86° 40' 31" East, 241.4 feet; thence North 3° 1' 38" East, 416.6 feet; thence North 24° 15' 14" West, 99.8 feet; thence South 85° 56' 18" West 178.4 feet; thence North 0° 39' 15" West 536.6 feet; thence South 79° 39' 11" West 291.4 feet; thence South 7°49' 2" West, 326.0 feet; thence South 39° 44' 0" West, 105.00 feet; thence South 55° 44' 08" West 96.0 feet; thence South 73° 53' 59" West, 119.0 feet; thence South 28° 24' 0" West, 164.8 feet; thence South 0° 0' 0" West, 250.6 feet to the point of beginning and containing 10.72 acres more or less, [Comment: Excepted Tract 3 is the same as Tax Parcel No. 625, Johnnie Lee Bryant, item 8 below, Book 1432, Pages 187-189], and

EXCEPTED TRACT 4: a tract of land in the Southwest Quarter of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, Oklahoma more particularly described as follows: Commencing at the Southwest corner of said Southwest Quarter (SW/c SW/4), thence North 00° 07' 03" West along the section boundary a distance of 150.00 feet to the Point of Beginning; thence continuing North 00° 07' 03" West along said boundary a distance of 969.47 feet; thence South 88° 54' 18" East a distance of 890.12 feet; thence South 00° 07' 03" East a distance of 1018.32 feet to a point on the North Right of Way Boundary of State Highway 33; thence South 89° 05' 22" West along said boundary a distance of 39.04 feet; thence South 77° 48' 56" West along said boundary a distance of 102.29 feet; thence South 89° 05' 22" West along said boundary a distance of 50.00 feet; thence North 59° 42' 06" West along said boundary a distance of 57.90 feet; thence South 89° 05' 22" West along said boundary a distance of 600.00 feet; thence North 00° 07' 03" West along said boundary a distance of 70.00 feet; thence South 89° 05' 22" West along said boundary a distance of 51.00 feet to the Point of Beginning, containing 20.94 acres, more or less, and being subject to easements and rights-of-way of record, [Comment: Excepted Tract 4 is the same as Tax Parcel No. 59724, Cushing, Oklahoma Brownfields, LLC, item 6 above, Book 1897, Pages 652-655], and

EXCEPTED TRACT 5: the State Highway 33 right of way along the south side of said SW/4

Tract E - Parcel described in Special Warranty Deed recorded in Book 1984 Pages 0087-0088 wherein Guy R. Lozier *et ux* and Manuel J. Martinez *et ux* were Grantor (Assessor Tax Parcel No. 1036)

All Blocks Two (2) thru Thirteen (13) and Vacated Maple Street between Blocks Eight (8) and Nine (9) AND Blocks Twelve (12) and Thirteen (13) AND Vacated Oak Street on South of Blocks Twelve (12) and Thirteen (13) AND Vacated Puckett Street between Blocks Twelve (12) and Thirteen (13) AND Vacated Alleys in Blocks Eight (8), Twelve (12) and Thirteen (13), LESS AT&SF RR R/W's, AND LESS tract described as Block Eight (8) Part of Lots Twenty (20), Twenty-one (21), Twenty-two (22) and Twenty-three (23), LESS Abandoned MKT RR R/W all in WEST ADDITION to the City of Cushing, in Section Four (4), Township Seventeen (17) North, Range Five (5) East of the Indian Meridian, Payne County, State of Oklahoma; AND in SOUTH ADDITION, Block Thirty-nine (39), beginning at the Northwest Corner (NW/c) of Lot Twelve (12); South 10.4 feet; Southeasterly to a point 12 feet South of the Northeast Corner

(NE/c) of Lot Twelve (12); North 12 feet; West to the Point of Beginning, City of Cushing, Payne County, State of Oklahoma

Tract F - Parcel described in Special Warranty Deed recorded in Book 1992 Page 0761 wherein Haven Ministries, Inc. was Grantor (Assessor Tax Parcel No. 53282)

All of Blocks Fourteen (14) and Fifteen (15), AND the Vacated Alley running through Block Fourteen (14), AND Vacated Maple Street between Blocks Fourteen (14) and Fifteen (15), AND Vacated Carpenter Avenue from the North side of Oak Street to the South side of Walnut Street, all in the WEST ADDITION to the City of Cushing, Payne County, State of Oklahoma, including any right, if any, that Seller may have in the rights of way to the former M.K. & T. Railroad and the Oil Fields and Santa Fe Railroad formerly crossing said tract

Tract G - Parcel described in Special Warranty Deed recorded in Book 2031 Page 0972 wherein Johnny Lee Bryant and Janice Marie Bryant, husband and wife, were Grantors (Assessor Tax Parcel No. 625)

A tract of land beginning at a point 1202.88 feet North and 75 feet East of the Southwest corner of Section 33, Township 18 North, Range 5 East of the I.M., Payne County, State of Oklahoma; Thence along an angle South 82°57'32" East, 637.1 feet; Thence South 86°40'31" East, 241.4 feet; Thence North 03°1'38" East, 416.6 feet; Thence North 24°15'14" West, 99.8 feet; Thence South 85°56'18" West, 178.4 feet; Thence North 00°39'15" West, 536.6 feet; Thence South 79°39'11" West, 291.4 feet; Thence South 07°49'02" West, 326.0 feet; Thence South 39°44'0" West, 105.0 feet; Thence South 55°44'08" West, 96.0 feet; Thence South 73°53'59" West, 119.0 feet; Thence South 28°24'00" West, 164.8 feet; Thence South 00°00'00" West, 250.6 feet to the point of beginning and containing 10.72 acres, more or less.

Tract H - Parcel described in Special Warranty Deed recorded in Book 2041 Page 0041 wherein Jim L. Roe and Shirley F. Roe, husband and wife, were Grantors (Assessor Tax Parcel No. 2964)

SOUTH ADDITION All of Blocks Thirty-seven (37) and Thirty-eight (38) and the East-West Alley running thru Blocks Thirty-seven (37) and Thirty-eight (38), AND the Vacated Oak Street adjoining Blocks Thirty-seven (37) and Thirty-eight (38) on the North, AND those parts of Lots Fifteen (15), Sixteen (16) and Seventeen (17) in Block Thirty-seven (37) AND all of Lots Four (4) through Twenty-four (24) in Block Thirty-eight (38) together with those parts of Carpenter Avenue, Pucket Avenue, Maple Street, Oak Street and Alleys in Block Thirty-eight (38) adjacent to and contiguous to the aforesaid Lots which were formerly used as part of the MK& T RR R/W and Vacated by the City of Cushing (Book 479, Page 43), LESS the AT&SF RR R/W East Half (E/2) Vacated Hay Street along the West Line of Block Thirty-eight (38), City of Cushing, Payne County, State of Oklahoma, according to the recorded plat thereof.