

MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY

In the Matter of:

Fort Gratiot Sanitary Landfill
St. Clair County, Michigan

MDEQ Reference No. AOC-RRD-09-005

**ADMINISTRATIVE ORDER BY CONSENT
FOR PAYMENT OF PAST AND FUTURE RESPONSE ACTIVITY COSTS**

A. This Administrative Order by Consent for Payment of Past and Future Response Activity Costs (Order) is entered into voluntarily by and between the Michigan Department of Environmental Quality (MDEQ) and the Michigan Department of Attorney General (MDAG) (collectively, the "State"); and Andrews Trucking, Ltd., Elgin Cartage Ltd.; Contrans Corp. (f/k/a Laidlaw Carriers Inc.); GEOdynamic Industries, Inc.; Posen Construction Company; Preferred Transportation Limited; and Waste Management of Michigan, Inc. (alternatively and collectively hereinafter, the "Reimbursing Parties"), pursuant to the authority vested in the MDEQ and the MDAG by Part 201, Environmental Remediation, of the Natural Resources and Environmental Protection Act, 1994 PA 451, as amended (NREPA), MCL 324.20101, *et seq*; and the Comprehensive Environmental Response, Compensation, and Liability Act, 1980 PL 96-510, as amended (CERCLA), 42 USC Section 9601, *et seq*. All terms used in this Order, which are defined in Part 201 or the Part 201 Administrative Rules,

2002 Michigan Register 24, effective December 21, 2002 (Part 201 Rules), shall have the same meaning in this Order as in Part 201 and the Part 201 Rules.

B. This Order concerns the settlement between the State and the Reimbursing Parties of the State's past and future response activity costs, which have been and will continue to be incurred by the State in responding to the release or threat of release of hazardous substances at and emanating from the property of Fort Gratiot Sanitary Landfill, St. Clair County, Michigan, (the Property). The Property and any associated area, place, or property where concentrations of hazardous substances exceed the residential cleanup criteria of Section 20120a(1)(a) and (17) of the NREPA (the Facility), as further defined in the Part 201 Rules, is a facility as defined by Part 201 and is subject to regulation under Part 201.

C. Pursuant to Part 201 and the CERCLA, the State has incurred and will continue to incur response activity costs in responding to the release or threat of a release of hazardous substances at the Facility. Pursuant to Section 20126a(1)(a) of the NREPA, a person who is liable under Section 20126 is liable for all response activity costs lawfully incurred by the State. Section 107(a) of the CERCLA similarly provides that persons liable under CERCLA are liable for all costs of removal or remedial action incurred by a state not inconsistent with the national contingency plan. The parties to this Order desire to resolve all claims for past response activity costs incurred and paid by the State, and for future response activity costs associated with the Facility, which the State will continue to incur after the effective date of this Order. Settlement of this claim is in the public interest and will minimize litigation.

D. The execution of this Order by the Reimbursing Parties is neither an admission of liability with respect to any issue covered under this Order nor an admission or denial of any findings of fact or legal determinations stated or implied herein.

E. This Order shall apply to and be binding upon the Reimbursing Parties and their successors and assigns. All of the Reimbursing Parties are jointly and severally responsible for performing all of the obligations required under this Order. No change or changes in the ownership or corporate status of any of the Reimbursing Parties shall alter in any way the Reimbursing Parties' obligations under this Order. The signatories to this Order certify that they are authorized to execute this Order, and legally bind the parties they represent.

BASED UPON THE FOREGOING FACTS AND DETERMINATIONS, THE MDEQ AND THE ATTORNEY GENERAL HEREBY ORDER, AND REIMBURSING PARTIES HEREBY AGREE TO, THE FOLLOWING:

1. Within thirty (30) days of the effective date of this Order, the Reimbursing Parties shall pay the MDEQ Sixty-Five Thousand Dollars (\$65,000) to resolve all State claims for past response activity costs and future response activity costs for the Facility. For the purposes of this Order, the term "past response activity costs" means response activity costs that the State incurred and paid during the time periods set forth in the attached "Cost Recovery Report - Combined," Attachment A. For the purposes of this Order, the term "future response activity costs" means response activity costs that the State incurred and paid and will continue to incur and pay subsequent to the time periods set forth in the attached "Cost Recovery Report - Combined," Attachment A.

2. Payment is to be made by certified check payable to the "State of Michigan - Environmental Response Fund" and shall be sent by first class mail to:

Revenue Control Unit
Financial and Business Services Division
Michigan Department of Environmental Quality
P.O. Box 30657
Lansing, Michigan 48909-8157

Via Courier:

Revenue Control Unit
Financial and Business Services Division
Michigan Department of Environmental Quality
Constitution Hall, 5th Floor, South Tower
525 West Allegan Street
Lansing, Michigan 48933-2125

To ensure proper credit, payments made pursuant to this Order must reference the Fort Gratiot Sanitary Landfill, with the MDEQ Reference No. AOC-RRD-09-005, and the RRD Account Number RRD2252. A copy of the transmittal letter and the certified check shall be provided simultaneously to:

The MDEQ Project Coordinator:

Cynthia Mollenhour
Compliance and Enforcement Section
Remediation and Redevelopment Division
Michigan Department of Environmental Quality
P.O. Box 30426
Lansing, Michigan 48909-7926
Telephone: 517-373-4110
Fax: 517-241-9581

Via Courier:

Cynthia Mollenhour
Compliance and Enforcement Section
Remediation and Redevelopment Division
Michigan Department of Environmental Quality
Constitution Hall, 4th Floor, South Tower
525 West Allegan Street
Lansing, Michigan 48933-2125

and also to:

S. Peter Manning, Chief
Environment, Natural Resources, and Agriculture Division
Michigan Department of Attorney General
G. Mennen Williams Building, 6th Floor
525 West Ottawa Street
Lansing, Michigan 48933
Phone: 517-373-7540
Fax: 517-373-1610

Past response activity costs and future response activity costs recovered pursuant to this Order shall be deposited in the Environmental Response Fund in accordance with the provisions of Section 20108(3) of the NREPA.

3. If the Reimbursing Parties fail to make full payment to the MDEQ as specified in Paragraph 1, the Reimbursing Parties shall also pay interest, at the rate specified in Section 20126a(3) of the NREPA. If the Reimbursing Parties' payment is more than thirty (30) days past due, the Reimbursing Parties shall also pay the MDEQ stipulated penalties of Five Hundred Dollars (\$500) per day for every day of their noncompliance with Paragraph 1 of this Order.

4. In consideration of the payment to be made by the Reimbursing Parties under the terms of this Order, except as otherwise provided in this Order, the State covenants not to sue or to take further administrative action against the Reimbursing Parties for the past response activity costs and future response activity costs addressed in Paragraph 1 of this Order. With respect to the Reimbursing Parties' liability for past response activity costs and future response activity costs, the State's covenant not to sue shall take effect upon the MDEQ's receipt of full payment from the Reimbursing Parties for the amount specified in Paragraph 1 of this Order, and any associated interest and penalties that may have accrued pursuant to Paragraph 3 of this Order. The covenant not to sue shall extend only to the Reimbursing Parties and does not extend to any other person.

5. Nothing in this Order shall be construed as releasing or discharging any liability of any person to the Reimbursing Parties, and the Reimbursing Parties specifically reserve their rights against such persons.

6. The Reimbursing Parties agree that all applicable statutes of limitation are tolled until the Reimbursing Parties have fully complied with the terms of this Order.

7. The State reserves all of its rights under state and federal law to perform response activities and to take enforcement action, including action to seek injunctive relief, the recovery of response activity costs not addressed by this Order, the recovery of natural resource damages and costs incurred to assess natural resource damages, monetary penalties, punitive damages for any violation of law or this Order, and liability for criminal acts. The State expressly reserves all of its rights and defenses pursuant to any available legal authority to enforce this Order.

8. Nothing in this Order shall limit the power and authority of the MDEQ or the State, pursuant to Section 20132(8) of the NREPA, to direct or order all appropriate action to protect the public health, safety, or welfare, or the environment; or to prevent, abate, or minimize a release or threatened release of hazardous substances, pollutants, or contaminants on, at, or from the Facility.

9. The State has concluded that this Order is appropriate based, in part, upon the representation, information, and documentation that the Reimbursing Parties provided and other information available to the MDEQ relating to the waste by volume transported by the Reimbursing Parties relative to the known total waste volume of the Fort Gratiot Sanitary Landfill. If the information or documentation relied upon as a basis for reaching this settlement is determined to be substantially inaccurate, the State's covenant not to sue provided in Paragraph 4 of this Order will be automatically null and void.

10. Pursuant to Section 20129(5) of the NREPA; Section 113(f)(2) of the CERCLA, 42 USC Section 9613(f)(2); and to the extent provided in Paragraph 4 of this Order, the Reimbursing Parties shall not be liable for claims for contribution for the matters addressed in this Order. Entry of this Order does not discharge the liability of any other person that may be liable under Section 20126 of the NREPA; or Sections 107 and 113 of the CERCLA, 42 USC Sections 9607 and 9613, to the extent allowable by law. Pursuant to Section 20129(9) of the NREPA, any action by the Reimbursing Parties for contribution from any person not a party to this Order shall be

subordinate to the rights of the State if the State files an action pursuant to Part 201 or other applicable federal or state laws.

11. This Order shall become effective on the date that the State signs this Order. All dates for the performance of obligations under this Order shall be calculated from the effective date of this Order. For the purposes of this Order, the term "day" shall mean a calendar day unless otherwise noted.

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED TO AND ORDERED BY:

Lynelle Marolf acting
Lynelle Marolf, Acting Chief
Remediation and Redevelopment Division
Michigan Department of Environmental Quality

23 Dec 2009
Date

Todd B. Adams
Todd B. Adams P36819
Assistant Attorney General
Environment, Natural Resources, and Agriculture Division
Michigan Department of Attorney General

22 Dec 2009
Date

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED BY:

Laidlaw Carriers n/k/a
Contrans Corp. (Contrans Income Fund)
1179 Ridgeway Road
P.O. Box 1669
Woodstock, Ontario
CANADA N4S 0A9



Signature

Gregory W. Rumble

Its President and Chief Operating Officer

Date: November 30, 2009

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED BY:

**Elgin Cartage, Ltd.
c/o Contrans Corp. (Contrans Income Fund)
1179 Ridgeway Road
P.O. Box 1669
Woodstock, Ontario
CANADA N4S 0A9**



Signature

Gregory W. Rumble,

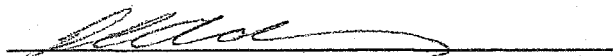
Its: President and Chief Operating Officer

Date: November 30, 2009

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED BY:

Andrews Trucking, Ltd.
795 Creek Rd.
Niagara-On-The-Lake, Ontario L0S 1J0



Signature
By: Rob Andrews, President

Nov 26/09

Date

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED BY:

Waste Management of Michigan, Inc.
1001 Fannin, Suite 4000
Houston, TX 77002

J.P. Forney
Signature
By: James Forney

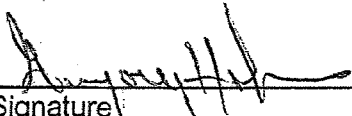
Its Area Director - CSMG

Date 11 Dec 09

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED BY:

GEOdynamic Industries, Inc.
10990 Blackmore Ave.
Belleville, MI 48111




Signature
Mr. Greg Holmes, President

Dec 7, 2009
Date

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED BY:

Preferred Transport Limited
9565 Longwoods Road
Chatham, Ontario
CANADA N7M 5J1



Signature
Mr. Gary VanRoboys, President

Nov 10, 2009
Date

MDEQ Reference No. AOC-RRD-09-005

IT IS SO AGREED BY:

Posen Construction, Inc.
50500 Design Lane
Shelby Township, MI 48315

Rick Cook
Signature

12/18/09
Date

By: *Rick Cook*

Its *DIRECTOR, HR of SAFETY*

ATTACHMENT A
COST RECOVERY SUMMARY REPORT

MICHIGAN DEPARTMENT OF ENVIRONMENTAL QUALITY
 REMEDIATION AND REDEVELOPMENT DIVISION

Date: 08/12/2009
 Source: ERNIE
 Page: 1 of 2

Cost Recovery Summary Report - Combined

Site Name: Fort Gratiot Sanitary LF County: Saint Clair

Site ID: 74000161

Packages: 454871-00 Fort Gratiot Sanitary LF: Original, Update 6a QMF
 455639-00 FORT GRATIOT LANDFILL: Original, Update1, Update2, Update3 QMF, Update4
 QMF, Update5 QMF, Payment, Update6 QMF, Update7 QMF

Total for Employee Salaries and Wages		
Period Covered: 02/07/1998 - 07/11/2009	\$326,499.15	
Indirect Dollars	\$56,634.21	
Sub-Total		\$383,133.36
Total for Employee Travel Expenses		
Period Covered: 12/21/1999 - 12/11/2008		\$30,677.57
Contractual Expenses		
Malcolm Pirnie, Inc. (LOE #9499) (P8001482)		
Period Covered: 08/18/1998 - 02/12/1999	\$17,666.38	
MARINE POLLUTION CONTROL (P9000320)		
Period Covered: 12/31/1998 - 10/13/1999	\$75,509.08	
MARINE POLLUTION CONTROL (P0000572)		
Period Covered: 01/12/2000 - 10/10/2002	\$188,592.86	
McNulty Electric, Inc. (Y00123A)		
Period Covered: 02/29/2000 - 06/30/2000	\$49,729.00	
FUTURE FENCE COMPANY (P0001330)		
Period Covered: 05/25/2000 - 05/25/2000	\$55,720.00	
Malcolm Pirnie, Inc. (PM Contracts) (Y00252-D)		
Period Covered: 09/19/2000 - 03/18/2003	\$28,590.20	
Malcolm Pirnie, Inc. (PM Contracts) (Y00252-H)		
Period Covered: 10/04/2000 - 03/17/2003	\$358,938.08	
Malcolm Pirnie, Inc. (PM Contracts) (Y00378-D)		
Period Covered: 01/21/2001 - 03/17/2003	\$85,623.79	
Malcolm Pirnie, Inc. (PM Contracts) (Y00378-H)		
Period Covered: 03/08/2001 - 03/18/2003	\$594,788.10	
Fort Gratiot Township of (P1001332)		
Period Covered: 07/26/2001 - 09/24/2001	\$250,000.00	
S.S.O.E., INC. (Y80100)		
Period Covered: 09/16/2002 - 01/27/2005	\$16,114.74	
Trace Analytical Laboratories, Inc. (Y80243)		
Period Covered: 09/16/2002 - 01/27/2005	\$12,813.00	
Anglin Civil Contractors, Ltd (Y03174)		
Period Covered: 10/07/2003 - 07/19/2006	\$4,385,942.04	
Mactec (Frmr Harding ESE) (LOE - State) (P3001418)		
Period Covered: 11/25/2003 - 03/03/2005	\$308,240.31	
Sheldon Construction, Inc. (Y03286)		
Period Covered: 01/16/2004 - 10/13/2005	\$415,199.96	
Trace Analytical Laboratories, Inc. (Y03088)		
Period Covered: 02/03/2004 - 11/30/2007	\$43,912.64	

Cost Recovery Summary Report - Combined

Mactec (Fmr Harding ESE) (LOE - State) (P5200326)		
Period Covered: 03/02/2005 - 03/09/2009	\$275,921.07	
Technical Service Professionals (Y05196)		
Period Covered: 11/08/2005 - 08/03/2009	\$230,029.21	
Trace Analytical Laboratories, Inc. (Y08044)		
Period Covered: 03/20/2008 - 07/20/2009	\$4,949.00	
Mactec Engineering - LOE 2005 (P8200287)		
Period Covered: 05/10/2008 - 06/16/2009	\$29,855.83	
Contract Sub-Total		<u>\$7,428,135.29</u>
Total for Miscellaneous Expenses		
Period Covered: 12/10/1999 - 06/17/2009		\$102,311.22
MDNR/MDEQ Lab		
Period Covered: 01/30/2001 - 01/30/2001		\$1,017.82
Total for MDPH/Community Health Expenses		
Alternate Water Supply		
Period Covered:	\$0.00	
Bottled Water		
Period Covered:	\$0.00	
MDPH/MDCH Lab		
Period Covered:	\$0.00	
Sub-Total		<u>\$0.00</u>
Attorney General Expenses		
Period Covered: 09/30/1998 - 05/31/2008		\$72,994.50
Other Expenses		
Period Covered: 02/16/2005 - 02/16/2005		(\$161,572.23)
Sub-Total		<u>\$7,856,697.53</u>
Interest Calculated from through		<u>\$0.00</u>
Total Combined Expenses for Site and Interest		<u><u>\$7,856,697.53</u></u>

Run Date 08/12/2009