

BEFORE THE
ENVIRONMENTAL QUALITY COUNCIL
STATE OF WYOMING

IN THE MATTER OF:)	ADMINISTRATIVE ORDER
Texaco Refining and Marketing, Inc.)	ON CONSENT
Evansville, Wyoming)	
EPA ID Number WYD088677943)	DOCKET NO. <u>2753-96</u>

I. JURISDICTION

A. This Administrative Order on Consent ("Order") is entered into upon consent of the Wyoming Department of Environmental Quality/Solid and Hazardous Waste Division ("DEQ") and Texaco Refining and Marketing Inc. ("Texaco"), owner and operator of a refinery located in Evansville, Wyoming, (the "Refinery") pursuant to the authority vested in the Director of the Wyoming Department of Environmental Quality ("DEQ") by §35-11-518 of the Wyoming Environmental Quality Act ("Act") and Chapter 11, Section 8(f) of the Wyoming hazardous waste rules and regulations. The authority vested in the Director has been delegated to the State of Wyoming under the authority of section 3006 of the Resource Conservation and Recovery Act ("RCRA").

B. Texaco consents to and will not contest DEQ's jurisdiction to enter into this Order, or to enforce its terms.

II. APPLICABILITY

A. This Order shall apply to and be binding upon Texaco and its successors and assigns.

Texaco shall provide a copy of this Order to all contractors, subcontractors, laboratories, and consultants retained to conduct or monitor any portion of the work performed pursuant to this Order within two (2) weeks of the effective date of this Order or within two (2) weeks after retaining the services of such contractors, subcontractors, laboratories and consultants. Texaco shall require its contractors, subcontractors, laboratories and consultants to perform their work to meet the requirements of this Order.

B. No change in ownership or corporate status relating to the Refinery will in any way alter Texaco's responsibility under this Order, unless this Order is amended accordingly.

C. Texaco shall give notice of this Order to any successor in interest prior to transfer of ownership or operation of the Refinery, and shall notify DEQ within ten (10) days of any such transfer of ownership or operation.

D. DEQ is issuing Texaco an order pursuant to Chapter 1, Section 1(k) of the Wyoming hazardous waste rules and regulations concurrent with this Chapter 11, Section 8(f) Order. Should there be any inconsistencies between the two orders, the terms of the Chapter 1, Section 1(k) order shall prevail.

III. STATEMENT OF PURPOSE

In entering into this Order, Texaco agrees: (1) to identify studies performed and data and information collected prior to the effective date of this order; (2) to perform Interim Measures at the Refinery, also called the "facility" for purposes of this Order, identified and required in an approved Work Plan pursuant to this Order, or where required by subsequent modification of this Order pursuant to Section XXIII hereof; (3) to perform a RCRA

Facility Investigation ("RFI") or comparable investigation as identified in an approved Work Plan to determine the nature and extent of any release of hazardous wastes and/or hazardous constituents at or from the areas identified in Paragraphs (E) and (F) of Section VI of this Order or any release at the facility whose source is not presently determined; and (4) to perform, as identified in an approved Work Plan, a Corrective Measure Study ("CMS") or comparable study to, identify and evaluate alternatives for corrective action necessary, if any, to prevent or mitigate migration or release of hazardous waste and/or hazardous constituents at or from the areas identified.

For purposes of this Order, Texaco may use work performed under the Administrative Order on Consent (U.S. EPA Docket No. RCRA 3008(h) - VIII-88-11) to demonstrate compliance with the requirements of this section.

IV. DEFINITIONS

For purposes of this Order, the following definitions shall apply:

A. "Solid waste management unit" or "SWMU" shall mean any unit or area used for treatment, storage, disposal or generation of waste material. Waste material is defined in Chapter 1, Section 1(i) of the Wyoming hazardous waste rules and regulations.

B. "Hazardous waste management unit" shall mean any unit or area used for treatment, storage, disposal or generation of hazardous waste.

C. "Hazardous constituents", "constituents", "contamination" or "contaminants" shall mean those constituents listed in Chapter 10, Appendix I of the Wyoming hazardous waste rules and regulations and shall include only a variable subset of such constituents.

D. "Hazardous waste" shall mean those materials included within the definitions set forth in §35-11-103(d) of the Act and Chapter 2, Section 1(c) of the Wyoming hazardous waste rules and regulations.

E. "Days" shall mean calendar days, unless otherwise specifically stated in this Order.

F. "Facility" shall be as defined in Chapter 1, Section 1(i) of the Wyoming hazardous waste rules and regulations.

V. FINDINGS OF FACT AND CONCLUSIONS OF LAW

For purposes of this Order, and based upon the Administrative Record, DEQ makes, but Texaco neither admits nor denies, the following findings of fact and conclusions of law:

A. Texaco is a Delaware corporation doing business in the State of Wyoming.

B. From at least August 14, 1980, to approximately December 31, 1984, the Refinery was owned and operated by Texaco Inc. Texaco Inc. is a corporation organized under the laws of the State of Delaware, and is authorized to do business in the State of Wyoming. Respondent is a wholly owned subsidiary of its predecessor in ownership, Texaco Inc. Respondent has been the owner and operator of the Refinery since approximately December 31, 1984 to the present.

C. Texaco is a generator of hazardous waste and an owner

and operator of hazardous waste management units located at the Refinery. Texaco has been engaged in treatment, storage, and/or disposal of hazardous waste at the Refinery subject to Chapter 11 and Chapter 13 of the Wyoming hazardous waste rules and regulations. Until 1982, Texaco Inc. was engaged in refinery operations at the Refinery including processing crude oil into gasoline, diesel, and other fuels.

D. Texaco Inc. owned and operated the Refinery's hazardous waste management units on and after November 19, 1980, the applicable date which renders the facility subject to interim status and/or permit requirements under sections 3004 and 3005 of RCRA, 42 U.S.C. §§6924 and 6925. Chapter 11, Section 3(b)(ii) of the Wyoming hazardous waste rules and regulations states facilities granted interim status by the U.S. Environmental Protection Agency ("EPA") have interim status under the Wyoming hazardous waste rules and regulations and are subject to the requirements of Chapter 11, including the corrective action provisions of Chapter 11, Section 8(f).

E. Pursuant to section 3010 of RCRA, 42 U.S.C. §6930, Texaco Inc. notified EPA of its hazardous waste activity. In its notification dated November 14, 1980, Texaco Inc. identified itself as a generator of hazardous waste and an owner and operator of a treatment, storage, and/or disposal facility for hazardous waste.

F. Texaco and Texaco Inc. met all the requirements of Chapter 11, Section 2(a) of the Wyoming hazardous waste rules and regulations, qualifying hazardous waste management units for interim status. Thus, the interim status hazardous waste management units at the Refinery are, inter alia, subject to regulation under Chapter 11 of the Wyoming hazardous waste rules and regulation.

G. The Refinery is a "facility" as defined by Wyoming hazardous waste rules and regulations, which includes solid and hazardous waste management units. These units were in existence on or before November 19, 1980. The Refinery is located three miles east and northeast of downtown Casper. The town of Evansville is located along the southwestern corner and southern part of the Refinery. The North Platte River flows through the Refinery.

H. Texaco is a "person" within the meaning of Chapter 1, Section 1(i) of the Wyoming hazardous waste rules and regulations.

I. Texaco is an "owner" and "operator" of a facility within the meaning of Chapter 11, Section 2(a) of the Wyoming hazardous waste rules and regulations, subject to the interim status requirements of RCRA.

J. Certain wastes found at the facility are hazardous wastes as defined by § 35-11-103(d) of the Act and Chapter 2, Section 1(c) of the Wyoming hazardous waste rules and regulations.

K. Hazardous waste management operations at the facility resulted in contamination of soils and ground water through releases of hazardous wastes.

The Refinery includes north and south properties, divided by the North Platte River. For purposes of this Order, these north and south properties will be referred to as Areas One and Two, respectively (see Exhibit A). Area One is further divided into the northern and southern parts. Area Two is divided into two parts, eastern and western.

The hazardous waste management units and the solid waste management units at the Refinery which are subjects of this Order

are shown on Exhibits B, C, D and E and are described below:

1. The North Land Farm which is located in the southern part of Area One (Exhibit B). The North Land Farm consists of 13.5 acres on a bluff several hundred feet from the North Platte River.

Texaco submitted a RCRA Part B permit application for the North Land Farm dated November 5, 1985. Texaco revised the Part B application, dated July 1986. EPA issued Texaco a Land Treatment Demonstration Permit in accordance with the requirements of 40 C.F.R. 264.272, dated May 6, 1987, for a small portion of the Interim Status North Land Farm. EPA denied a RCRA permit for the North Land Farm on September 30, 1988 which Texaco has appealed.

2. The Chemical Evaporation Pond which is a 6.6-acre surface impoundment located in the southern part of Area One, contiguous with the North Land Farm (Exhibit B).

3. The Solid Waste Landfill, also referred to as the North Landfill, which is located in the southern part of Area One and west of the Chemical Evaporation Pond (Exhibit B). The landfill is approximately three acres.

4. The Asphalt Landfill, also referred to as the Asphalt Disposal Site, which is located within the North Tank Farm in the southern part of Area One (Exhibit B).

5. The Excess Service water Effluent Ponds which are located in the northern part of Area One (Exhibit C).

6. The East Land Farm which is located in Area Two, east of the ground water divide, and near the eastern boundary of Area 2 (Exhibit D). The land farm occupies approximately nine acres.

7. The East Leaded Disposal Area which is located adjacent to Tank #307 within the East Tank Farm (Exhibit D).

8. The West Leaded Disposal Area which consists of three disposal areas adjacent to Tanks 142, 147, and 157 in the West Tank Farm (Exhibit E).

9. The South Landfill, also called the Landfill/Burning Ground which is located in Area Two (Exhibit E).

10. The Precipitator and Accelerator Ponds which are located in Area Two (Exhibit E).

11. Unspecified tank bottom disposal areas which were within the secondary containment areas of tanks removed prior to 1970. Texaco personnel have reported that additional unknown tank bottom disposal areas may have been employed at other tank locations cleaned prior to about 1970.

12. The Recovery Yard/Junk Yard which is located adjacent to and behind the maintenance facilities in Area Two (Exhibit E).

13. Oily/Residuum Area which is located north of the East Tank Farm Tanks 316 and 317.

Other areas in the Refinery which are subject to this Order and Chapter 11, Section 8(f) of the Wyoming hazardous waste rules and regulations are shown on Exhibits B, D, and E and are described below.

i) The North Tank Farm which is located in the southern part of Area One (Exhibit B);

ii) The East Tank Farm which is located in Area Two,

adjacent to the East Land Farm (Exhibit D);

iii) The West Tank Farm which is located in Area Two, near the western boundary of the Facility (Exhibit E);

iv) The Plant Trap which is located in Area Two, south of the Service Water Return Ditch and Trap S. Pond (Exhibit E);

v) The Service Water Return Ditch/Trap S. Pond which is located in Area Two (Exhibit E);

vi) The Storm Water Surge Pond and Spare Storm Pond which are located in Area Two along the North Platte River (Exhibit E);

vii) The PCS Coke Settling Pond which is located west and adjacent to the Trap S. Pond in Area Two (Exhibit E);

viii) The Barometric Separator which is located north of the West Tank Farm in Area Two (Exhibit E);

ix) The Barometric Skimming Pond which is located in Area Two between the precipitator and the barometric oil trap (Exhibit E);

x) The Barometric Ponds and Spray Field which are composed of two large ponds which are interconnected through a narrow neck. The ponds are located on the northwest portion of Area Two (Exhibit E);

xi) The Interceptor Trench System/Recharge Ground Water Recovery System which was installed as part of a hydrocarbon recovery system in the western part of Area Two (Exhibit E); and

xii) The Central Tank Farm which is located in the central part of Area Two, just north of the main process area (Exhibit E).

L. There is or has been a release of hazardous waste and/or hazardous constituents into the environment from the facility.

M. The actions required by this Order are necessary to protect human health and the environment.

VI. WORK TO BE PERFORMED

Pursuant to Chapter 11, Section 8(f) of the Wyoming hazardous waste rules and regulations, Texaco agrees and is hereby ordered to perform the following acts in the manner and by the dates specified herein. All work undertaken pursuant to this Order shall be performed in a manner consistent with the RFI, CMS and Interim Measure Work Plans, the Act and its implementing regulations, and shall consider applicable state and EPA guidance documents.

For purposes of this Order, Texaco may use work performed under the federal RCRA 3008(h) corrective action order to demonstrate compliance with the requirements of this section.

A. The geographic area for study under this Order shall include units and areas identified herein plus any off-site areas to which hazardous wastes and/or hazardous constituents have migrated from the areas identified in Paragraphs VI(E) and VI(F) hereof or from any waste management units within the Refinery and later included in this Order pursuant to Paragraph VI(G).

B. Within sixty (60) days after the effective date of this Order, Texaco shall submit to DEQ a data summary report which shall be attached as an appendix to the RFI Work Plans when submitted. The purpose of the data summary report is to assess

the completeness and quality of the existing data to be used to define the nature and extent of any hazardous wastes and/or hazardous constituents in areas identified in Paragraphs VI(E) and VI(F) hereof and to define releases from the hazardous waste management units and solid waste management units and areas in the Refinery listed in Paragraphs VI(E) and VI(F) of this Order. The data summary report shall address:

1. Quality of the existing data used in assessing site conditions.
2. The units and areas listed in Paragraphs VI(E) and VI(F) for which existing data are adequate to define releases and supply information for identification and evaluation of corrective measures.
3. The units and areas listed in Paragraphs VI(E) and VI(F) for which existing data are adequate to demonstrate that there are no releases of hazardous waste and/or hazardous constituents and that no additional consideration is needed.
4. The units and areas listed in Paragraphs VI(E) and VI(F) for which existing data are not adequate and shall identify additional site data needs (RFI work) defined through the existing data review.

C. DEQ shall review the data summary report and Texaco's conclusions regarding additional site data needs. Initiation of the review shall consist of an oral presentation of the results by Texaco to DEQ. DEQ shall notify Texaco in writing of any and all areas which DEQ disagrees with Texaco's conclusions, including technical and site specific justifications for such, disagreements. Relevant EPA guidance may include, but is not limited to: "RCRA Ground-Water Monitoring Technical Enforcement Guidance Document" (OSWER Directive 9950.1, September, 1986), "RCRA Corrective Action Plan," (OSWER Directive 9902.3, June 1988), "Alternate Concentration Limit Guidance, Part I, ACL Policy and Information Requirements, Interim Final (OSWER Directive 9481.00-6c), and "Implementation Strategy for Alternate Concentration Limits" (OSWER Directive 9481.00-10, August 11, 1987). Texaco shall have fourteen (14) days to review DEQ's comments on the data summary report and respond to any areas of disagreement raised by DEQ. Within this fourteen (14) day period, DEQ shall meet with Texaco, given three (3) days written notification, and attempt to resolve any differences of opinion. DEQ shall consider issues discussed in the attempt to resolve differences of opinion and shall issue final written findings on the adequacy of the data summary report. DEQ's determination shall not be subject to dispute resolution pursuant to Section XVI. Within sixty (60) days of receipt of DEQ's written findings, Texaco shall submit to DEQ for review and approval two Work Plans for RCRA Facility Investigations ("RFI Work Plan"). Separate RFI Work Plans will be submitted for each of the two areas identified in Paragraph K of Section V so that approved Work Plan activities can proceed independently in each area. The RFI Work Plans shall be prepared and submitted concurrently. During the RFI it may be necessary to revise the RFI Work Plans to increase or decrease the detail of information collected to accommodate the facility-specific situation. The RFI Work Plans and activities conducted pursuant to this Order are subject to approval by DEQ.

D. The RFI Work Plans shall identify the studies necessary to assess the presence, magnitude, extent, direction, and rate of movement of any hazardous wastes and/or hazardous constituents, within and beyond the Refinery boundary. The RFI Work Plans shall document the procedures Texaco will use in conducting those additional investigations necessary to: (1) characterize the source(s) of contamination; (2) determine the nature, extent, and

the rate of movement of contamination on and off the Refinery site; (3) determine the possible routes of migration of hazardous wastes and/or hazardous constituents on and off the Refinery site, including characterization of the geology and hydrology of the site which delineates possible routes of migration; (4) determine the degree and extent, or potential for migration of hazardous wastes and/or hazardous constituents through major environmental media; (5) identify actual and potential receptors; (6) support the development of corrective measure alternatives to remediate the identified contamination; and (7) support the selection of corrective measure alternatives to be implemented without the necessity of a CMS. Work previously completed which defines the presence, magnitude, extent, direction, and rate of movement of any hazardous wastes and/or hazardous constituents and which is of acceptable quality to DEQ pursuant to Paragraph VII(F) shall be incorporated into the RFI Work Plans.

E. The RFI Work Plans shall address, to the extent necessary, the following hazardous waste management units and solid waste management units and shall include those issues identified in Attachment I:

1. North Land Farm;
2. Chemical Evaporation Pond;
3. Solid Waste Landfill;
4. Asphalt Landfill;
5. Excess Service Water Effluent Ponds;
6. East Land Farm;
7. East Leaded Disposal Area;
8. West Leaded Disposal Area;
9. South Landfill (also identified by EPA as Landfill/Burning Ground);
10. Precipitator and Accelerator Ponds;
11. Unknown Tank Bottom Disposal Areas;
12. Recovery Yard/Junk Yard;
13. Oily/Residuum Area.

F. The RFI Work Plans shall also address, to the extent necessary, the following areas and shall address the issues in Attachment I:

1. North Tank Farm;
2. East Tank Farm;
3. West Tank Farm;
4. Plant Trap;
5. Service Water Return Ditch;
6. Storm Water Surge Pond;
7. PCS Coke Settling Pond;
8. Barometric Separator;

9. Barometric Skimming Pond;
10. Barometric Ponds and Spray Field;
11. Interceptor Trench System;
12. Central Tank Farm;

G. If additional solid waste management units or areas of hazardous waste and/or hazardous constituents contamination are found, Texaco shall notify DEQ in writing within ten (10) days of discovery, and the RFI Work Plans shall be modified in accordance with the procedures specified in Section XXIII (Subsequent Modification).

H. The RFI Work Plans shall include: (1) a Project Management Plan; (2) a Data Collection/Quality Assurance Plan; (3) a Data Management Plan for each unit/area or groups of units/areas as appropriate; (4) a Health and Safety Plan; (5) a Community Relations Plan; (6) a Borehole Abandonment Plan; and (7) a schedule for implementation of all activities described in the RFI Work Plans, including preparation and submission of preliminary and final reports to DEQ.

RFI REPORTS

I. Texaco shall prepare an analysis and summary of each RFI and its results. The objective of this task shall be to ensure that the investigation data are sufficient in quality and quantity to describe the nature, extent and rate of contamination, potential threat(s) to human health and/or the environment, and to support the CMS.

1. Data Analysis

Texaco shall analyze all facility investigation data collected pursuant to this Section and prepare reports on the type, extent and rate of migration of contamination at Areas One and Two, as specified in Paragraph V(K), including sources and migration pathways. The reports shall describe the extent of contamination in relation to uncontaminated and natural background levels for the Areas unless DEQ determines (1) that Alternate Concentration Limits or equivalent risk based levels should be used for the comparisons or (2) that data for locations representing natural background cannot be obtained and does not currently exist for nearby hydrogeologically connected areas. Ground water background values for all constituents described in the RFI Work Plans (which shall consist of an approved subset of constituents listed in Chapter 10, Appendix I of the Wyoming hazardous waste rules and regulations) shall be obtained from analyses of water extracted from upgradient wells that are not influenced by releases at or from the facility. The average and upper limit of background values shall be described in terms of statistically calculated values accounting for variations due to natural seasonal fluctuations, spatial variability, field and sampling techniques, and acceptable ranges of laboratory error. The investigations should result in data of adequate technical quality to support the development and evaluation of Alternate Concentration Limits or equivalent risk based levels and the corrective measure alternative or alternatives during the CMS. All sampling and analyses shall be conducted in accordance with the approved Data Collection/Quality Assurance Plan. All sampling locations, methods and equipment shall be documented in a field log and all locations shall be identified on a detailed site map.

2. Laboratory, Bench-Scale, and Field Pilot-Scale Studies

Texaco may conduct with DEQ approval, laboratory and/or bench-scale studies and field and pilot-scale testing to determine

the applicability of a corrective measure technology or technologies to facility conditions. Texaco shall provide DEQ with a work plan defining the proposed laboratory and bench scale studies and field and pilot-scale testing. Texaco shall analyze the technologies based on literature review, vendor contracts, and past experience to determine the testing requirements.

3. Schedule of RCRA Facility Investigation Reports

Texaco shall prepare and submit to DEQ the RFI reports listed below:

Facility Submission	Due Date
1. RFI Work Plans (Paragraph VI(C))	Within 60 days of Texaco's receipt of DEQ's written findings on the data summary report.
2. Draft RFI Reports (Paragraph VI(I))	As specified in approved RFI Work Plans.
3. Final RFI Reports	Within 60 days of receiving DEQ comments on the Draft RFI Report.
4. Laboratory and Bench-Scale	As specified in the approved Work Plan for the Laboratory, Bench, and Field Pilot Scale Studies.
5. Progress Reports on RFI Field Activities	Monthly, on the 10th day of each month, beginning for the month following the effective date of this Order.

CORRECTIVE MEASURES STUDY (CMS)

J. Upon acceptance by DEQ of the RFI Final Reports and notification in writing by DEQ, Texaco shall conduct CMSs for Areas One and Two in accordance with "RCRA Corrective Action Plan," (OSWER Directive 9902.3-2A, May 1994). The CMS shall consist of four tasks: (a) Identification and Development of the Corrective Measure Alternative or Alternatives; (b) Evaluation of the Corrective Measure Alternative or Alternatives; (c) Justification and Recommendation of the Corrective Measure or Measures; and (d) Corrective Measure Study Reports. An interim report shall be submitted for DEQ approval at the completion of task (a) to identify and develop Corrective Measure Alternative(s). Detailed requirements for each task are discussed in sub-paragraphs (1) through (4).

1. Identification and Development of the Corrective Action Alternative or Alternatives - Based on the results of the RFIs, Texaco shall identify, screen and develop the alternative or alternatives for removal, containment, treatment, and/or other remediation of contamination at or from the facility based on the objectives established for the corrective action. The environmental points of exposure and the schedule for the remaining three CMS tasks, sub-paragraphs (2), (3), and (4) shall be identified.

2. Evaluation of the Corrective Measure Alternative or Alternatives - Texaco shall describe each corrective measure alternative that passes through the initial screening discussed in sub-paragraph (1) and assess each corrective measure Alternative and its components. The assessment shall be based on technical,

environmental, and human health concerns. Texaco shall also develop cost estimates of each corrective measure.

3. Justification and Recommendation of the Corrective Measure or Measures - Texaco shall justify and recommend a corrective measure alternative or alternatives using technical, human health, and environmental criteria. This recommendation shall include summary tables which allow the alternative or alternatives to be understood easily. Tradeoffs among health risks, environmental effects, and other pertinent factors shall be highlighted. DEQ will select the corrective measure alternative or alternatives to be implemented based on the results of the evaluation discussed in sub-paragraphs (2) and (3). At a minimum, the following criteria will be used to justify the final corrective measure or measures.

a. Technical

- (1) Performance - corrective measure or measures which are most effective at performing their intended functions and maintaining the performance over extended periods of time will be given preference;
- (2) Reliability - corrective measure or measures which do not require frequent or complex operation and maintenance activities and that have proven effective under conditions similar to those anticipated at the Refinery will be given preference;
- (3) Implementability - corrective measure or measures which can be constructed and operated to reduce levels of contamination to attain or exceed applicable standards in the shortest period of time will be preferred; and
- (4) Safety - corrective measure or measures which pose the least threat to the safety of area residents and the environment as well as workers during implementation will be preferred.

b. Human Health

The corrective measure or measures shall comply with existing DEQ or EPA criteria or standards, and shall at a minimum consider guidelines as stringent as DEQ's or EPA's, or provide justification for considering guidelines not as stringent; for the protection of human health at environmental points of exposure to be identified in the CMS interim report (or RFI Report if no CMS is to be performed). Corrective measures which provide the minimum level of exposure to contaminants and the maximum reduction in exposure with time are preferred. The following standards shall also be addressed:

(1) Ground-Water Protection Standards

For Areas One and Two, Texaco shall provide information to support the selection/development of Ground Water Protection Standards for all of the constituents described in the RFI Work Plans which shall consist of a subset of constituents listed in Chapter 10, Appendix I of the Wyoming hazardous waste rules and regulations found in the ground water during the RFI. The Ground Water Protection Standards shall consist of: 1) for any constituents described in the RFI Work Plans which are listed in Table 1 of Chapter 10, Section 6(e) of the Wyoming

hazardous waste rules and regulations, the respective value given in that table (MCL) if the background level is below the level given in Table 1; or 2) the background level of that constituent in the ground water; or 3) a DEQ approved Alternate Concentration Limit (ACL) or DEQ approved equivalent risk based level.

Groundwater quality data and information to support DEQ's selection of Alternate Concentration Limits (ACLs), or equivalent risk based level, shall be developed by Texaco in accordance with the approved RFI Work Plans or CMS Work Plans. For any proposed ACLs, Texaco shall include a justification based upon the criteria set forth in Chapter 10, Section 6(e)(ii) of the Wyoming hazardous waste rules and regulations.

(2) Other Relevant Protection Standards

Texaco shall identify all relevant and applicable state and federal standards for the protection of human health and the environment and identify the environmental points of exposure at which the standards are applicable.

c. Environmental

The corrective measure or measures posing the least adverse impact (or greatest improvement) over the shortest period of time on the environment will be favored.

4. Reports

Texaco shall prepare and submit to DEQ the CMS reports listed below:

Facility submission	Due Date
1. Interim Report (Paragraph VI(J)(1))	Within 60 days of notification by DEQ to conduct a CMS.
2. Draft CMS Report (Paragraph VI(J)(4))	In accordance with the schedule identified in the Interim Report
3. Final CMS Report (Paragraph VI(J))	Within 60 days of receiving DEQ comments on the Draft CMS Report

INTERIM MEASURES

K. In the event Texaco identifies and confirms a new or previously unidentified existing or potential threat to human health or the environment, Texaco shall notify DEQ orally within forty-eight (48) hours and in writing within seven (7) days, summarizing the immediacy and magnitude of the threat to human health or the environment.

L. Within forty-five (45) days of providing written notification to DEQ in Paragraph VI(K) or receipt from DEQ of written notification to implement Interim Measures (IMs), after identification and confirmation by DEQ of a new or previously unidentified existing or potential threat to human health or the environment, Texaco shall submit a Work Plan for implementation of IMs for DEQ's approval that describes the measure(s) that are

required to mitigate release(s) of hazardous waste and/or hazardous constituents that may present a threat to human health or the environment. The Work Plan shall include the same elements for Work Plans described in Paragraph VI(H).

M. The IM Work Plan shall ensure that the IMs are designed to mitigate an existing or potential threat(s) to human health or the environment and are consistent with and integrated into any long term solution at the facility to the extent practicable. The IM Work Plan shall document the procedures to be used by Texaco for the implementation of IMs and shall include, but not be limited to: the objectives of the IMs; design, construction, operation, monitoring and maintenance requirements; and detailed schedules.

CORRECTIVE MEASURES IMPLEMENTATION (CMI)

N. After Texaco has satisfactorily completed the terms of this order, and DEQ has selected the appropriate corrective measure(s), sixty (60) days shall be made available for negotiation of an administrative order on consent for implementation of the corrective measure(s). If agreement is not reached during this period, DEQ reserves all rights it has to implement, or require implementation, of the corrective measure(s) identified. Texaco agrees not to contest DEQ's jurisdiction to issue or enter into an Order for Corrective Measures Implementation under Chapter 11, Section 8(f) of the Wyoming hazardous waste rules and regulations at the Refinery.

SUBMISSIONS/AGENCY APPROVAL/ADDITIONAL WORK

O. Within thirty (30) days of approval by DEQ of the RFI Work Plans and CMS Work Plans, Texaco shall commence work and implement the tasks required by these Work Plans in accordance with the standards, specifications and schedules stated in the applicable Work Plan as approved by DEQ or modified in accordance with Section XXIII:

P. Texaco shall provide draft and final RFI and CMS reports to DEQ in accordance with the schedule contained in this order and the Work Plans.

Q. DEQ will review all draft and final reports and Work Plans, and provide Texaco a detailed written explanation of DEQ's approval/disapproval or suggested modification of the report, Work Plan or any part thereof. Within sixty (60) days of receipt of DEQ's disapproval of or suggested modification for a report, Texaco shall amend and submit a revised report. DEQ-approved reports and Work Plans shall be deemed incorporated into and part of this Order.

R. Four copies of all documents, including Work Plan(s), draft and final reports, progress reports, and other correspondence to be submitted pursuant to this Order shall be hand delivered or sent by certified mail, return receipt requested, to the Project Coordinator designated pursuant to Section XIII of this Order.

S. All work performed pursuant to this Order shall be under the direction and supervision of a professional engineer or geologist with expertise in hazardous waste site investigations. Within ten (10) days following the effective date of this Order, Texaco shall notify DEQ of the name, title, and qualifications of the engineer or geologist, and of any contractors or subcontractors retained as of that date to carry out the terms of this Order.

VII. QUALITY ASSURANCE

Throughout all sampling and analytical activities undertaken pursuant to this Order, Texaco shall use DEQ-approved quality assurance, quality control, and chain-of-custody procedures, which shall be part of the Work Plan or such other procedures that are approved in writing by DEQ.

In addition, Texaco shall, except to the extent alternate arrangements have been made with and approved in writing by DEQ:

A. Follow the EPA guidance for sampling and analysis contained in the document entitled "Standard Operating Procedures for Field Samplers" (March 1986) or other methods approved in the RFI Work Plans.

B. Consult with the DEQ Project Coordinator in advance regarding which laboratories will be used by Texaco and ensure that DEQ personnel and DEQ-authorized representatives have reasonable access to the laboratories and personnel used for analyses.

C. Ensure that laboratories used by Texaco for analyses perform such analyses according to EPA methods as found in "Test Methods for Evaluating Solid Wastes," third edition (SW-846) or other methods, including screening methods, approved in the RFI Work Plans. If methods other than EPA methods are to be used to satisfy data needs of the RFI or CMS, not including screening methods, Texaco shall submit all protocols to be used for analyses to DEQ at least thirty (30) days prior to the commencement of analyses.

D. Ensure that laboratories used by Texaco for analyses participate in a quality assurance/quality control audit program equivalent to that which is followed by EPA. As part of such audit program, and upon request by DEQ, such laboratories shall perform analyses of laboratory audit samples provided by DEQ to demonstrate the quality of the analytical data.

E. All data collected pursuant to the approved RFI Work Plans shall be evaluated as part of the Data Collection/Quality Assurance Plan required by Section VI of this Order, and shall be updated as necessary.

F. Existing data will be evaluated by DEQ for adequacy based on technical quality to support the analyses and conclusions of the RFI Report, and development and evaluation of the corrective measures alternatives. Guidance documents on data quality analysis and data collection methods will be used as general guidelines to assess the quality of existing data.

VIII. PUBLIC COMMENT

A. DEQ shall make each of the draft RFI and draft CMS Reports and a summary of DEQ's proposed corrective measure for each of the two Areas identified in Paragraph V(K) available to the public for review and comment for at least twenty-one (21) days for any such report.

B. Following the public review and comment periods, DEQ will notify Texaco of any required additional work to be performed, which is viewed by DEQ as necessary after a review of the public comments, and/or of the corrective measure selected by DEQ. If the corrective measure recommended in the draft CMS Report is not the corrective measure selected by DEQ after consideration of public comments, DEQ will inform Texaco in writing of the reasons for such decision, and Texaco shall modify the RFI/CMS for DEQ's approval and, if necessary, disclaim

modifications required by DEQ with which Texaco does not agree.

C. The Administrative Record supporting the selection of the corrective measure will be available for public review at the Wyoming Department of Environmental Quality, 122 West 25th Street, Cheyenne, Wyoming from 8 a.m. to 5 p.m., regular business days and the Natrona County Public Library located at 307 East 2nd, Casper, Wyoming.

IX. REPORTING

Beginning for the month following the effective date of this order, Texaco shall provide DEQ with monthly written progress reports. Such reports shall be submitted to DEQ on the tenth day of the month and shall address the prior month's activities. These progress reports shall: a. describe the actions, progress and status of projects which have been taken pursuant to this Order; b. identify any requirements under this Order that were not completed as provided and problem areas or anticipated problem areas affecting compliance with the Order; c. describe projects completed during the prior month, as well as the activities scheduled for the next month; d. a description and estimate of the percentage of the studies completed; e. actions being taken to rectify problems; and f. changes in personnel identified in the Project Management Plan during the reporting period. Additional reports and schedules will be identified in the RFI Work Plans.

X. ON-SITE AND OFF-SITE ACCESS

A. At all reasonable times, DEQ and/or any authorized DEQ representative are authorized to enter and freely move about all property at the facility during the effective dates of this Order for the purposes of, inter alia: interviewing Refinery personnel and contractors; inspecting records and operating logs; reviewing those portions of contracts related to the scope of work of the contractor in carrying out requirements of this Order; reviewing the progress of Texaco in carrying out the terms of this Order; conducting such tests, sampling or monitoring as DEQ or its Project Coordinator deem necessary; using a camera, sound recording, or other documentary type equipment; and verifying the reports and data submitted to DEQ by Texaco. Texaco shall permit such persons to inspect and copy all records, files, photographs, documents, and other writings, including all sampling and monitoring data, that pertain to work undertaken pursuant to this Order. DEQ will allow Texaco to collect split samples of any samples taken by DEQ, and upon request by Texaco will provide Texaco copies of any reports or documents generated, and copies or prints of any recordings, photographs, or other documentary materials obtained or developed by DEQ to the extent DEQ would be required to provide such materials pursuant to the Wyoming Public Records Act, W.S.16-4-201 through W.S. 16-4-205.

B. To the extent that work required by this Order, or by any approved Work Plans prepared pursuant hereto, must be done on property not owned or controlled by Texaco, Texaco shall use its best efforts to obtain site access agreements from the present owner(s) of such property within thirty (30) days of approval of any Work Plan for which site access is required. Best efforts as used in this Paragraph shall include, at a minimum, a certified letter from Texaco to the present owner(s) of such property requesting access agreements to permit Texaco and DEQ and its authorized representatives to obtain access to such property. Any such access agreement shall be submitted to DEQ upon its written request. In the event that agreements for access are not obtained within thirty (30) days of the approval by DEQ of appropriate Work Plans requiring such site access, Texaco shall notify DEQ in writing within seven (7) days thereafter regarding both the efforts undertaken to obtain access and its failure to obtain such agreements. In the event DEQ obtains access, Texaco shall

undertake work on such property that has been approved pursuant to this Order.

C. Nothing in this Section limits or otherwise affects DEQ's or EPA's right to access and entry pursuant to applicable law, including RCRA and CERCLA.

XI. SAMPLING AND DATA/DOCUMENT AVAILABILITY

A. Unless notified by DEQ in writing, Texaco shall submit to DEQ the results of all sampling and/or tests or other data generated by, or on behalf of Texaco, in accordance with the requirements of all approved Work Plans in this Order. In addition, Texaco shall submit to DEQ the results of all sampling and/or tests or other data generated by, or on behalf of Texaco, performed pursuant to the Data Collection/Quality Assurance Plan.

B. Texaco shall notify DEQ at least seven (7) days before conducting any well drilling, installation of equipment, or sampling. At the request of DEQ, Texaco shall allow DEQ or its authorized representatives to take split samples of all samples collected by Texaco pursuant to this Order.

C. Texaco may assert a business confidentiality claim covering all or part of any information submitted to DEQ pursuant to this Order. Any assertion of confidentiality shall be adequately substantiated by Texaco when the assertion is made. Information determined to be confidential by DEQ shall be disclosed only to the extent permitted by the Wyoming Public Records Act, W.S.16-4-201 through W.S. 16-4-205. If no such confidentiality claim accompanies the information when it is submitted to DEQ, it may be made available to the public by DEQ without further notice to Texaco. Physical or analytical data shall not be deemed confidential.

XII. RECORD PRESERVATION

Texaco shall preserve, during the pendency of this Order and for a minimum of three (3) years from completion of the Corrective Measures, all data, records and documents in its possession or in the possession of its divisions, officers, directors, employees, agents, contractors, successors and assigns which relate in any way to this Order or to hazardous waste management and/or disposal at the facility. For a period of three (3) years from completion of the Corrective Measures, Texaco shall make such records available to DEQ for inspection or shall provide copies of any such records to DEQ. Texaco shall notify DEQ thirty (30) days prior to the destruction of any such records, and shall provide DEQ with the opportunity to take possession of any such records. Texaco does not waive any claim or entitlement to assert any privilege or confidentiality related to any of the data, records and documents required to be maintained pursuant to this Order.

XIII. PROJECT COORDINATORS

A. The following are the designated Project Coordinators:

FOR DEQ

Mr. Carl Anderson
Wyoming Department of
Environmental Quality
122 W. 25th Street
Cheyenne, WY 82002

FOR TEXACO

Mr. Ted Irvin
Texaco Refining and
Marketing, Inc.
10 Universal City Plaza
Universal City, CA
91608-1097

B. Each Project Coordinator shall be responsible for overseeing the implementation of this Order. The DEQ Project Coordinator will be DEQ's designated representative at the site.

To the maximum extent possible, all communications between Texaco and DEQ, and all documents, reports, approvals, and other correspondence concerning the activities performed pursuant to the terms and conditions of this Order, shall be directed to the Project Coordinators.

C. The parties agree to provide at least seven (7) days notice prior to changing Project Coordinators.

D. If DEQ determines that activities in compliance or noncompliance with this Order have caused or may cause a release of hazardous waste; or have caused or may cause a threat to human health or the environment; or if DEQ determines that Texaco is not capable of undertaking any corrective measures ordered, DEQ may order Texaco to stop further implementation of this Order for such period of time as DEQ determines may be needed to abate any such release or threat and/or to undertake any action which DEQ determines is necessary to abate such release or threat.

E. The absence of the DEQ Project Coordinator from the site shall not be cause for the stoppage of work.

XIV. NOTIFICATION

Unless otherwise specified, reports, notices or other submittals required under this Order shall be in writing and shall be sent to the respective Project Coordinators as well as the following:

Martin Hestmark, Director
Technical Enforcement Program

and

Wanda Taunton, Director
Hazardous Waste Program

both at:

U.S. EPA Region VIII
999 18th Street, Suite 500
Denver, Colorado 80202-2405

Leslie A. Lakie
Manager Environmental Remediation
Texaco Refining and Marketing, Inc.
10 Universal City Plaza
Universal City, California 91608-1097

XV. DELAY IN PERFORMANCE/STIPULATED PENALTIES

A. Subject to the provisions of this Order on Dispute Resolution (Section XVI), Force Majeure (Section XVII), or Subsequent Modification (Section XXIII), in the event Texaco fails to comply with any requirement of this order, Texaco shall pay the stipulated penalties set forth below. Compliance by Texaco with this Order for purposes of this provision, shall include completion of an action required by this Order or by a plan approved under this Order in an acceptable manner and within the specified time schedules set forth in and approved under this Order.

1. For failure to commence or complete work as prescribed in the schedules set forth in this Order and in approved plans and reports issued pursuant to this Order, as follows:

\$1000 dollars per day for the first one to seven days of delay, \$2,500 dollars per day for each day of delay thereafter;

2. For failure to submit any draft and final reports or Work Plans at the time required by this Order, as set forth below:

\$1000 dollars per day for the first one to seven days of delay, and \$2,500 dollars per day for each day of delay thereafter. The compliance date for this provision will be based on a verifiable postage or air bill date for the report submittal.

3. For failure to submit any monthly progress reports at the time required by this Order:

\$500 per day for the first one to seven days of delay, and \$2,500 per day for each day of delay thereafter;

4. For failure to comply with provisions of this Order after receipt of written notice by DEQ of noncompliance:

\$1000 dollars per day for the first one to seven days of delay or noncompliance, and \$5,000 dollars per day for each day of delay or noncompliance thereafter.

B. Any stipulated penalty owed pursuant to this Order shall be due and payable within thirty (30) days after Texaco's receipt of written demand by DEQ. Interest at the rate of six percent (6%), simple interest shall begin to accrue on the unpaid balance on the end of the thirty-day period. All stipulated penalty amounts and interest due shall be paid to the Wyoming Department of Environmental Quality, at the address provided below.

Payment of penalties to the Wyoming Department of Environmental Quality shall be paid by certified or cashier's check, which references this action, made payable to the Wyoming Department of Environmental Quality, and shall be remitted to:

Wyoming Department of Environmental Quality
122 West 25th Street
Cheyenne, Wyoming 82002

A letter describing the basis for the penalties shall accompany the check.

C. This Section which provides for stipulated penalties does not preclude DEQ from pursuing any other remedies or sanctions which may be available to it by reason of Texaco's failure to comply with any of the requirements of this Order, nor shall payment of said penalties relieve Texaco of the responsibility to comply with this Order. However, submission by DEQ to Texaco of a written demand for payment of stipulated penalties shall constitute a waiver of DEQ's right to pursue statutory penalties for the violation for which penalties are requested in the demand.

D. Should Texaco fail to comply with a time requirement of any task required by this Order, the period of noncompliance shall terminate upon Texaco's performance of said requirement.

E. All penalties shall begin to accrue on the date that complete performance is due or a violation occurs, and shall continue to accrue through the final day or correction of the noncompliance. Nothing herein shall prevent the simultaneous accrual of separate penalties for separate violations of this Order.

F. Nothing herein shall preclude DEQ from waiving these stipulated penalties either in whole or in part.

XVI. DISPUTE RESOLUTION

A. The Project Coordinators shall first attempt to resolve any dispute informally. If the Project Coordinators cannot resolve the difference of opinion with respect to such matters within ten (10) days, Texaco and DEQ jointly commit to informally conference and conciliate in good faith through the Administrator of the Solid and Hazardous Waste Division (SHWD). Stipulated penalties shall not accrue during this informal negotiation process.

B. Except as provided in Section VI(C), if Texaco disagrees, in whole or in part, with any disapproval or other decision, modification, determination or directive made by the SHWD Administrator pursuant to the informal conference and conciliation provisions of Paragraph XVI(A) of this Order, Texaco shall notify the SHWD Administrator in writing of its objection, and the reasons therefor, within fourteen (14) days of receipt of DEQ's disapproval, decision, modification, determination or directive. Said notice will trigger the formal dispute resolution provisions provided for in this section. Said notice shall set forth the specific points of the dispute, the basis for Texaco's objection, and any matters which it considers necessary for DEQ's determination. DEQ and Texaco shall then have fourteen (14) days from DEQ's receipt of said notice from Texaco to attempt to resolve the dispute. If agreement is reached, the resolution shall be reduced to writing, executed by the parties, and incorporated into this Order. If the parties are unable to reach agreement within this fourteen (14) day period, Texaco shall submit the dispute in writing within ten (10) days to the Director of DEQ accompanied by a written request to meet with the Director to further negotiate resolution of the dispute. Such request shall stay, pending the Director's determination of the pending dispute, the deadlines for Texaco to meet its obligations with respect to the disputed matter. The Director shall attempt to schedule and hold a meeting within thirty (30) days of receipt of Texaco's request. Within ten (10) days of the meeting, the Director shall provide to Texaco DEQ's final written decision on the pending dispute.

C. If Texaco objects to DEQ's final determination, Texaco may make a written request within ten (10) days for a hearing before the Wyoming Environmental Quality Council (EQC) to contest the decision in accordance with § 35-11-701(c)(ii) of the Environmental Quality Act. At such hearing, the rules of practice and procedure adopted by the EQC pursuant to the Environmental Quality Act and the Wyoming Administrative Procedure Act [§§ 16-3-101 through 16-3-115] shall apply. Such request shall stay, pending the EQC's determination of the pending dispute, the deadlines for Texaco to meet its obligations with respect to the disputed matter. Notwithstanding the provisions of Section XXIII (Subsequent Modification) of this Order, any agreement or decision made pursuant to this Section by the EQC shall be reduced to writing, shall be deemed incorporated into this Order and shall be binding on the Parties.

D. Except as provided in Paragraphs XVI(B) and XVI(C), the existence of a dispute as defined herein, and DEQ's consideration of such matters placed into dispute shall not excuse, toll, or suspend any compliance obligation or deadline required pursuant to this Order during the pendency of the dispute resolution process.

E. Notwithstanding any other provisions of this Order, no action or decision by DEQ pursuant to this Order shall constitute final agency action giving rise to any rights to judicial review prior to final decision by the EQC in a contested case under Paragraph XVI(C) or to DEQ's initiation of judicial action to compel Texaco's compliance with the mandates of this Order.

F. Except as provided in Paragraph XVI(A), stipulated penalties will accrue during Dispute Resolution, and will accrue during any judicial review of any enforcement action. However, stipulated penalties shall not continue to accrue from the time the EQC receives Texaco's written request for a hearing before the EQC to the time of the EQC's determination. If Texaco does not prevail on appeal to the EQC, stipulated penalties shall again begin to accrue. If Texaco prevails on appeal to the EQC, on judicial review or in any enforcement action, Stipulated Penalties under this Order shall not be due.

XVII. FORCE MAJEURE AND EXCUSABLE DELAY

A. Texaco shall perform the requirements of this Order within the time limits set forth herein, unless the performance is prevented or delayed by events which constitute a force majeure. A force majeure is defined as any event beyond the control of Texaco which could not have been overcome by due diligence and which delays or prevents performance by a date required by this Order. Such events do not include, inter alia, increased costs of performance, changed economic circumstances, normal precipitation events, or failure to obtain federal, state and local permits except where Texaco exercises due diligence to obtain such federal, state or local permit. Texaco shall have the burden of proving all claims of force majeure under this Section.

B. Texaco must notify DEQ in writing within seven (7) days after it becomes aware of events which it knows or should know constitute a force majeure. Such notice shall estimate the anticipated length of delay, including necessary demobilization and remobilization, its cause, measures taken or to be taken to minimize the delay, and an estimated timetable for implementation of these measures. Failure to comply with the notice provision of this Section shall provide DEQ with sufficient grounds to deny Texaco an extension of time for performance.

C. If DEQ determines that a delay or non-compliance has been or will be caused by a force majeure event, the time for performance for that requirement may be extended for a period equal to the delay resulting from such event. This shall be accomplished through an amendment to this Order pursuant to Section XXIII. Such an extension shall not alter the schedule for performance or completion of other tasks required by this Order or approved Work Plans unless such schedule is also specifically altered by amendment of the Order or Work Plans.

D. In the event that DEQ and Texaco cannot agree that any delay in compliance with the requirements of the Order results or will result from a force majeure event, or if there is no agreement on the length of the extension, the dispute shall be resolved in accordance with the dispute resolution provisions of Section XVI of this Order.

XVIII. RESERVATION OF RIGHTS

A. DEQ expressly reserves all rights and defenses that it may have, including the right both to disapprove of work performed by Texaco that is not in compliance with the approved Work Plans and to amend the approved Work Plans as provided in Section XXIII to require that Texaco perform additional tasks.

B. DEQ reserves all of its statutory and regulatory powers, authorities, rights, remedies, both legal and equitable, which may pertain to Texaco's failure to comply with any of the requirements of this Order, including, except as provided in Paragraphs XV(C) and XV(F), the assessment of penalties under W.S. 35-11-901. This Order shall not be construed as a covenant not to sue, release, waiver or limitation of any rights, remedies, powers and/or authorities, civil or criminal, which DEQ has under the Act or the

Wyoming hazardous waste rules and regulations or any other statutory, regulatory, or common law enforcement authority of the state or which EPA has under RCRA, CERCLA, or any other statutory, regulatory, or common law enforcement authority of the United States.

C. Compliance by Texaco with the terms of this Order shall not relieve Texaco of its obligations to comply with RCRA or any other applicable local, state or federal laws and regulations.

D. This Order shall not limit or otherwise preclude DEQ from taking additional enforcement action pursuant to Chapter 11, Section 3(f) of the Wyoming hazardous waste rules and regulations or other available legal authorities should DEQ determine that such actions are warranted. However, in the event DEQ deems it necessary or appropriate to take enforcement action pursuant to Chapter 11, Section 3(f), DEQ shall first notify Texaco of any such intention(s) and afford Texaco an opportunity to initiate actions, within such time as DEQ may specify, in the context of this Order. Nothing in this Paragraph shall be construed to limit in any way DEQ's ability to collect and assess penalties for violations of this Order, including violations addressed under this Paragraph.

E. This Order is not intended to be nor shall it be construed as a permit. This Order does not relieve Texaco of any obligation to obtain and comply with any local, state, or federal permits.

F. In the event Texaco fails to adequately perform under this Order, DEQ reserves the right to perform any portion of the work included in an approved Work Plan or any additional site characterization, CMS and corrective actions as it deems necessary to protect human health and the environment. EPA may exercise its authority under CERCLA to undertake removal actions or remedial actions at any time but prior to doing so shall notify Texaco and afford Texaco an opportunity to perform such actions. DEQ and EPA reserves any rights they may have to seek reimbursement from Texaco under the Act, CERCLA, RCRA, or other applicable statute for such additional costs incurred by the State of Wyoming or the United States. Notwithstanding compliance with the terms of this Order, Texaco is not released from liability, if any, for the costs of any response actions taken or authorized by EPA under CERCLA or other applicable statute.

XIX. OTHER CLAIMS AND PARTIES

Nothing in this Order shall constitute or be construed as a release from any claim, cause of action or demand in law or equity against any person, firm, partnership, or corporation for any liability it may have arising out of or relating in any way to the generation, storage, treatment, handling, transportation, release, mismanagement or disposal of any hazardous constituents, hazardous substances, hazardous wastes, hazardous materials, pollutants, or contaminants found at, on, or under, taken to or from, or migrating to, from or through the Refinery.

XX. OTHER APPLICABLE LAWS

All actions required to be taken pursuant to this Order shall be undertaken in accordance with the requirements of all applicable local, state, and federal laws and regulations. Texaco shall obtain or cause its representatives to obtain all permits and approvals necessary under such laws and regulations.

XXI. INDEMNIFICATION OF THE STATE OF WYOMING

Texaco agrees to indemnify, save and hold harmless the State of Wyoming, its agencies, departments, agents, and employees, from

any and all claims or causes of action arising from, or on account of, acts or omissions of Texaco or its agents, independent contractors, receivers, trustees and assigns in carrying out activities required by this Order. This indemnification shall not be construed in any way as affecting or limiting the rights or obligations of Texaco or the State of Wyoming.

The State of Wyoming shall not be held out or construed to be a party to any contract entered into by Texaco in carrying out activities pursuant to this Order.

DEQ shall not be liable for any injury or damages to persons or property resulting from acts or omissions of Texaco or its contractors in implementing the requirements of this Order, or any DEQ-approved Work Plans or planning documents submitted pursuant to this Order. DEQ shall not be considered a party to any contract entered into by Texaco for purposes of implementation of this Order.

XXII. FINANCIAL ASSURANCE

A. Texaco shall comply with the requirements of Chapter 5, Section 1(c) of the Wyoming hazardous waste rules and regulations regarding the cost estimate for work required by this Order. Specifically, Chapter 5 sections 1(c)(i)(B), 1(c)(ii), 1(c)(ii)(A), 1(c)(ii)(B), and 1(c)(iii), shall apply.

B. Within forty-five (45) days of receipt of written DEQ approval of the Work Plans including any interim measure Work Plans approved under this Order, Texaco shall provide financial assurance in compliance with Chapter 5, Section 1(d) of the Wyoming hazardous waste rules and regulations.

C. The purpose of the financial assurance mechanism is to guarantee performance of and payment for the RFI, CMS, and/or interim measure activities in accordance with the terms and conditions of this Order.

D. If Texaco fails to perform the RFI, CMS, and/or interim measure activities in accordance with any of the terms or conditions of this Order, then the financial assurance shall be available to DEQ to undertake such performance, following written notification from DEQ to Texaco specifying in detail that Texaco has failed to comply properly with the terms and conditions of this Order regarding any RFI, CMS, and/or interim measure activities.

E.1. Within forty-five (45) days of receipt of written DEQ approval of the Work Plans, Texaco shall provide liability coverage using one or a combination of the mechanisms allowed under Chapter 5, Section 1(h) of the Wyoming hazardous waste rules and regulations. The liability coverage for sudden and non-sudden occurrences arising solely from RFI, CMS and/or Interim Measure activities shall consist of \$5 million per occurrence with \$10 million annual aggregate exclusive of legal, defense costs.

2. If the Director determines that the levels of financial responsibility required by Paragraph XXII E(1) of this Section are not consistent with the degree and duration of risk associated with the RFI, CMS and/or Interim Measure activities at the facility, the Director may adjust the level of financial responsibility required under Paragraph E(1) as may be necessary to protect human health and the environment. This adjusted level will be based on the Director's assessment of the degree and duration of risk associated with RFI, CMS and/or Interim Measure activities at the facility. Texaco must furnish to the Director, within a reasonable time, information which the Director requests which DEQ does not possess related to RFI, CMS and/or Interim Measure activities to determine whether cause exists for such

adjustments of level or type of coverage.

F. Texaco may combine the financial assurance requirements of this Order with any instrument being used for closure and/or post-closure. If a closure/post-closure instrument is used Texaco will assure the monies for this Order are separate from closure/post-closure and clearly identified as such.

G. Texaco is bound by the requirements of Chapter 5, Section 1(i) of the Wyoming hazardous waste rules and regulations which deal with the incapacity of owners or operators, guarantors, or financial institutions.

H. The term "RFI, CMS and/or Interim Measure, as appropriate" is substituted for the word "closure" when referring to Chapter 5, Section 1(c), Section 1(d), and Section 1(i) of the Wyoming hazardous waste rules and regulations. And "Texaco" is substituted for the words "owner or operator" when referring to Chapter 5, Section 1(h), Section 1(c), Section 1(d) and Section 1(i) of the Wyoming hazardous waste rules and regulations.

XXIII. SUBSEQUENT MODIFICATION

A. This Order, with the exception of the Work Plans, may only be amended by mutual agreement of DEQ and Texaco. Such amendments shall be in writing, shall have as their effective date the date on which they are signed by DEQ, and shall be deemed incorporated into this Order.

B. In the event modifications to the Work Plans may be necessary, Texaco or DEQ may recommend modifications in writing, with a detailed explanation regarding the nature, timing and need for such modifications. Modifications proposed by Texaco will be subject to DEQ's approval. If DEQ denies any request for modification by Texaco, or Texaco objects to any request for modification by DEQ, such disagreement shall be subject to the dispute resolution provisions in Section XVI herein. All modifications agreed to by the parties or resolved pursuant to Section XVI hereof, shall be in writing, shall have as their effective date the date on which they are signed by DEQ, and shall be deemed incorporated into this Order.

C. Any reports, plans, specifications, Work Plans, schedules, and attachments required by this Order are, upon approval by DEQ, incorporated into this Order. Subject to the provisions of this order on Dispute Resolution (Section XVI), Force Majeure (Section XVII), and Subsequent Modification (this Section), any noncompliance with such DEQ approved reports, plans, specifications, schedules, and attachments shall be considered a failure to comply with the requirements of this Order and will subject Texaco to the stipulated penalty provisions included in Section XV of this Order.

D. No informal advice, guidance, suggestions, or comments by DEQ regarding reports, plans, specifications, schedules, and any other writings submitted by Texaco will be construed as relieving Texaco of its obligations to obtain written approval, if and when required by this Order.

XXIV. TERMINATION AND SATISFACTION

Except for the provisions of Section XII (Record Preservation), the provisions of this Order shall be deemed satisfied upon Texaco's receipt of written notice from DEQ that Texaco has certified in writing and has demonstrated to the satisfaction of DEQ that the terms of this Order, including any additional tasks determined by DEQ to be required pursuant to this Order, subject to the limitations set forth herein, or that Texaco has agreed to undertake, or any continuing obligation have been

satisfactorily completed, and such certification has been approved by DEQ. Such written notice of approval or disapproval shall not be unreasonably delayed or withheld by DEQ.

XXV. SURVIVABILITY/PERMIT INTEGRATION

Subsequent to the issuance of this Order, a state RCRA permit may be issued to the facility incorporating the requirements of this Order by reference into the permit. Such permit may address corrective action for any units or areas identified in Paragraphs VI(5), VI(6) or VI(7) of this Order.

Any requirements of this Order shall not terminate upon the issuance of a state RCRA permit unless the requirements are expressly replaced by requirements in the permit.

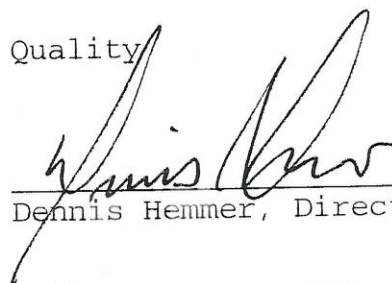
XXVI. EFFECTIVE DATE

The effective date of this Order shall be the date on which it is signed by the Director of DEQ.

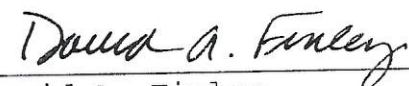
IT IS SO AGREED AND ORDERED:

Wyoming Department of Environmental Quality

Date: 7-3-96


By: 
Dennis Hemmer, Director

Date: 7/3/96

By: 
David A. Finley,
Administrator
Solid and Hazardous Waste
Division

Texaco Refining and Marketing Inc.

Date: 7/9/96

By: 
Leslie A. Lakie
Manager
Environmental Remediation

Texaco Refining and Marketing Inc.

Attachment I

For purposes of this Order, Texaco may use work performed under the federal RCRA 3008(h) corrective action order to demonstrate compliance with the requirements of this section.

DEQ has identified specific issues which, prior to its review of the data summary report, it considers important to address in the RFI Work Plans. These areas and items are outlined below.

The general issues are 1) the need for additional ground water monitoring wells; 2) the possibility of inadequate spacing of ground water wells; 3) improved characterization of releases and their source and extent; and 4) the need for additional chemical data.

When possible, all hydrogeologic data shall be prepared on hydrogeologic map(s) showing water level contours and geologic features that control ground water flow. Map(s) shall be consistent with the requirements set forth in Chapter 3, Section 2(e) of the Wyoming hazardous waste rules and regulations and shall be of sufficient detail and accuracy to locate and report all current and future work performed at the site. Ground water well construction shall be consistent with the approved RFI Work Plans.

(a) Northern Part of Area One

A soil boring program around the effluent ponds should be initiated to determine the depth and characteristics of the aquifer in the northern part of Area One. The borings shall be completed in order to measure water levels, construct ground water contours and determine ground water flow directions. The need for additional monitoring wells will be as specified in the RFI Work Plan. Upon notification by DEQ or as specified in the RFI Work Plan, Texaco shall prepare for DEQ approval a Data Collection/Quality Assurance Plan for ground water and soil investigations.

(b) Southern Part of Area One

Texaco shall determine the background quality of ground water that passes through the aquifer underlying the Chemical Evaporation Pond (CEP) and North Land Farm. The background monitoring locations shall be located upgradient along the property line north of these features and Texaco shall verify that the well locations have not been impacted by the CEP or any other unit cited in this Order. Data from these wells shall be used to assess the effectiveness within this subarea of corrective action. Texaco shall determine the concentrations of hazardous waste or hazardous waste constituents in the ground water and soil as specified in the RFI Work Plan.

Texaco shall characterize the area between the North Tank Farm, the asphalt disposal site, and the North Platte River. At a minimum, the following shall be defined (1) the relationship between the eolian and alluvial aquifers; (2) the thicknesses of the aquifers; (3) the ground-water levels; (4) permeabilities; and (5) the chemical constituents of ground water. Any new monitoring locations shall be constructed so that light immiscible fluids, dissolved constituents, and heavy immiscible fluids can be sampled.

Texaco shall investigate existing and past North Tank Farm sites for units similar to the East and West Leaded Disposal Areas by conducting air quality surveys or soil sampling and chemical analysis for hazardous constituents as specified in the RFI Work

Plan. In addition, an assessment of risk to surrounding wildlife and the local human population due to air transport of hazardous constituents from the North Land Farm will be conducted.

(c) Eastern Part of Area Two

Texaco shall determine the source of contaminants identified along the southeastern boundary of the facility including characterization of the upper siltstone and sandstone lenses, if necessary, to define the source and distribution of contaminants. Individual wells shall be constructed to sample ground water separately for immiscible and dissolved phases of contaminants as required by the Work Plan. In addition, Texaco shall locate and map any preferential pathways for contaminant migration within or from the facility.

Air quality surveys or soil sampling shall be conducted to assess the risk to wildlife and the local human population due to air transport of hazardous constituents from the East Land Farm.

(d) Western Part of Area Two

Texaco shall implement a performance analysis for the oil interceptor trenches. Analytical and water level monitoring for well SS-34 (adjacent to the east interceptor trench) and for well SS-36 (adjacent to the west interceptor trench) shall be included in the Work Plan. Texaco shall install additional wells south, north, and east of the trenches, as necessary, to evaluate gradients. Monitoring and interim measures necessary to prevent migration of the immiscible phase and dissolved hydrocarbons to the North Platte River shall be performed.

During the low water stage of the North Platte River, Texaco shall investigate seeps or discolored soils within the facility along the shoreline which is on the southern side of the North Platte River (see Exhibit E). Texaco shall assess the potential for releases in this area to the North Platte River. This shall include the installation of additional wells between SS-4 and recovery well RW-1. Well spacing, depth, and construction shall be consistent with the Work Plan.

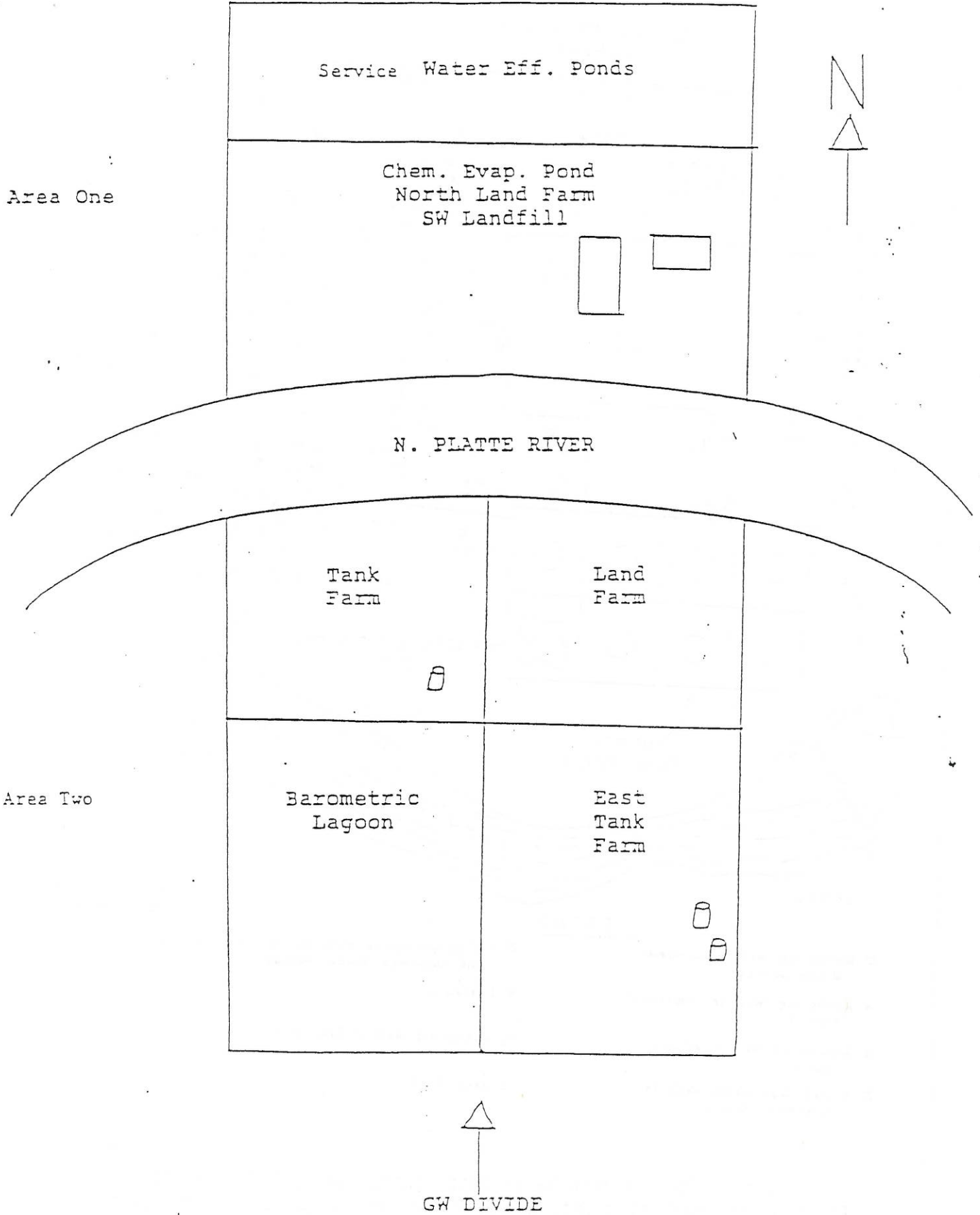
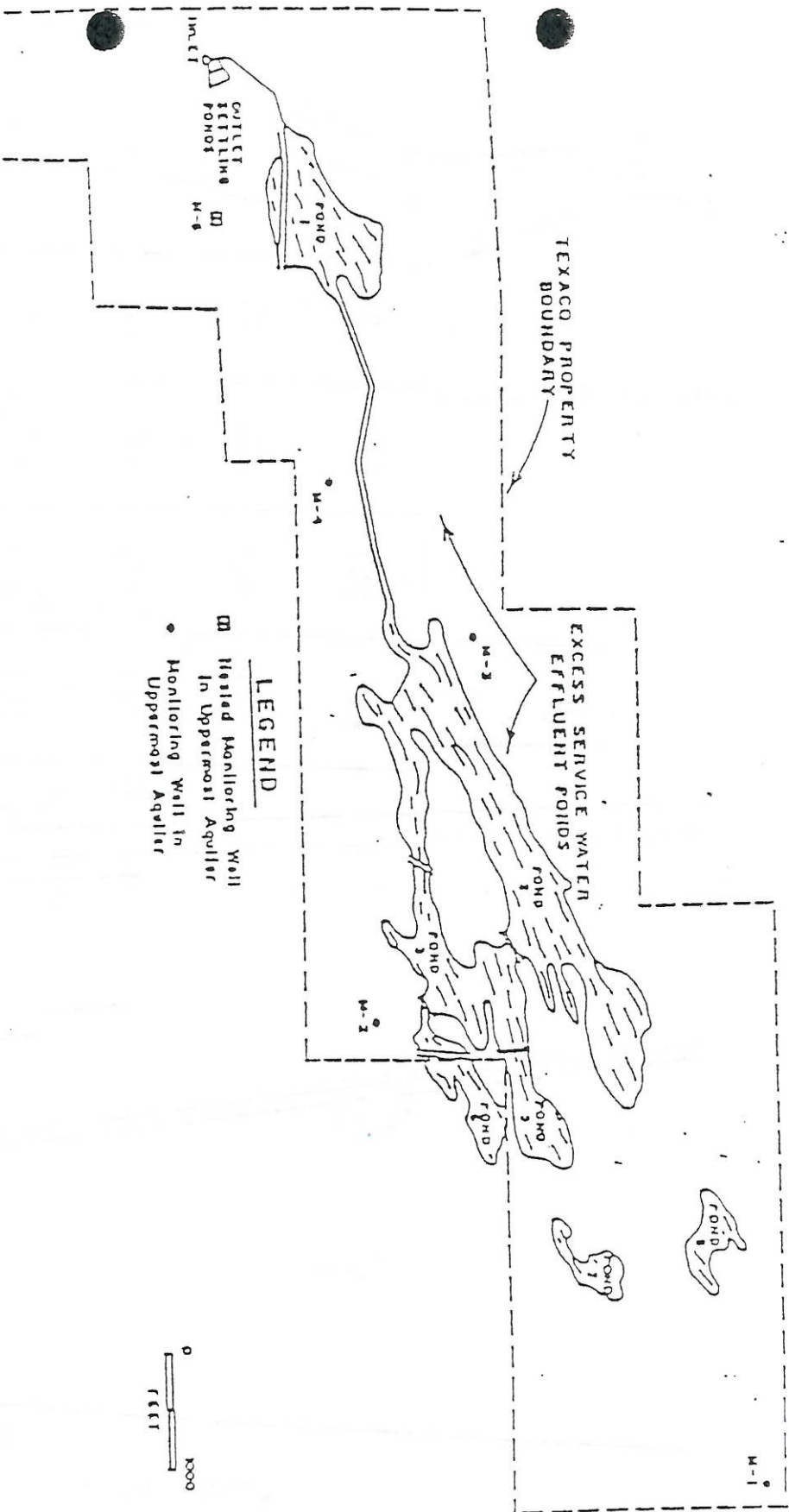


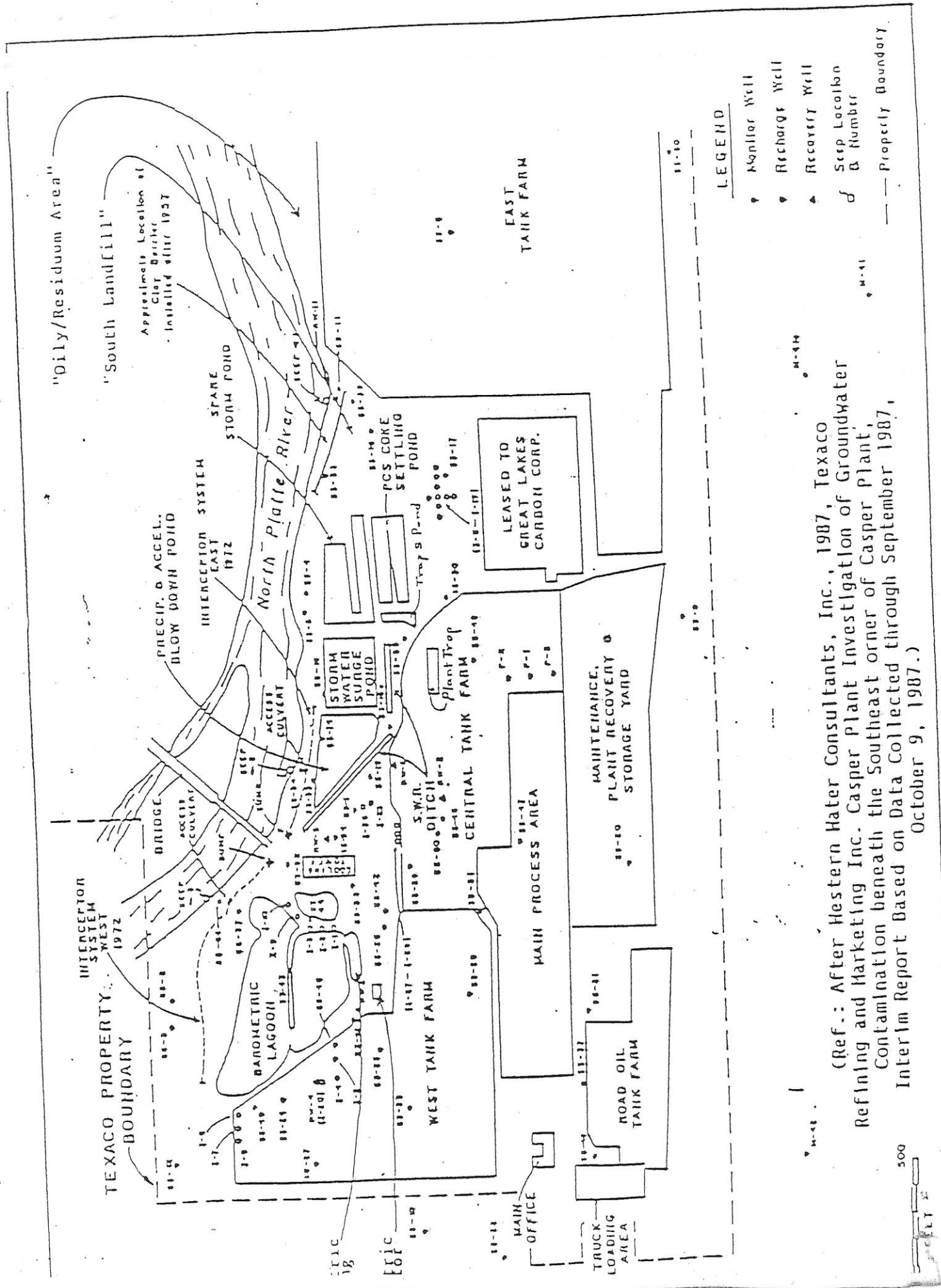
EXHIBIT F: SCHEMATIC REP. OF TEXACO PROPERTY

Exhibit A



(Ref.: After Western Water Consultants, Inc., 1987, Texaco Refining and Marketing Inc. Casper Plant Investigation of Groundwater Contamination beneath the Southeast corner of Casper Plant, InterIm Report Based on Data Collected through September 1987, October 9, 1987.)

Exhibit C



- LEGEND**
- ▼ Monitor Well
 - ▼ Recharge Well
 - ▲ Recovery Well
 - ♂ Sump Location & Number
 - Property Boundary

(Ref.: After Western Water Consultants, Inc., 1987, Texasco Refining and Marketing Inc. Casper Plant Investigation of Groundwater Contamination beneath the Southeast corner of Casper Plant, Interim Report Based on Data Collected through September 1987, October 9, 1987.)

Exhibit E

Western Part of Area Two

