BEFORE THE OHIO ENVIRONMENTAL PROTECTION AGENCY

In the Matter of:

Ohio Cold Rolling Company, LLC
OCRC Realty, LLC
219 South Public Road
Yorkville, Ohio 43971

Respondents

Director's Final Findings and Orders

I certify this to be a true and accurate copy of the official documents as filed in the records of the Ohio Environmental Protection Agency.

By: [Signature]
Date: 11-26-14

PREAMBLE

It is agreed by the parties hereto as follows:

I. JURISDICTION

These Director's Final Findings and Orders (Orders) are issued to Ohio Cold Rolling Company, LLC and OCRC Realty, LLC (Respondents), pursuant to the authority vested in the Director of the Ohio Environmental Protection Agency (Ohio EPA) under Ohio Revised Code (ORC) §§ 3734.13, 3734.02(G) and 3745.01.

II. PARTIES BOUND

These Orders shall apply to and be binding upon Respondents and successors in interest liable under Ohio law. No change in ownership of Respondents or of the Facility shall in any way alter Respondents' obligations under these Orders.

III. DEFINITIONS

Unless otherwise stated, all terms used in these Orders shall have the same meaning as defined in ORC Chapter 3734, and the rules promulgated there under.

IV. FINDINGS

The Director of Ohio EPA has determined the following findings:
1. Pursuant to ORC § 3734.02(G) and rule 3745-50-31 of the Ohio Administrative Code (OAC), the Director may, by order, exempt any person generating, storing, treating, or disposing of hazardous waste in such quantities or under such circumstances that, in the determination of the Director, it is unlikely that the public health or safety or the environment will be adversely affected thereby, from any requirement to obtain a permit or comply with other requirements of ORC Chapter 3734. Any such exemption shall be consistent with and equivalent to rules promulgated under the Resource Conservation and Recovery Act of 1976, 90 Stat. 2806, 42 U.S.C. § 6921 et seq., as amended.

2. Respondents are a “person” as defined in ORC § 3734.01(G) and Ohio Administrative Code (OAC) rule 3745-50-10(A). Respondents own a steelmaking plant at the property where Wheeling Pittsburg Steel Corporation (WPSC), a then-subsidiary of Severstal Wheeling, Inc. (Severstal), produced cold rolled and electrolytic tin plate products. The property is located at 219 South Public Road, Yorkville, Ohio (Facility).

3. WPSC was a “generator” of hazardous waste as that term is defined in OAC rule 3745-50-10(A)(45). WPSC generated hazardous wastes as that term is defined by ORC § 3734.01(J) and OAC rules 3745-50-10(A) and 3745-51-03. Specifically, WPSC generated spent pickle liquor, which by definition is a K062 listed hazardous waste under OAC rule 3745-51-32(A).

4. On May 13, 2010, during WPSC’s ownership of the Facility, there was a release of spent pickle liquor from the Facility into the storm and sanitary sewers at the Facility and then into the Ohio River and Yorkville Wastewater Treatment Plant.

5. On June 25, 2010 and October 4, 2010, Ohio EPA issued notices of violation to Severstal, citing violations of ORC §§ 3734.02(E) and (F) for storage and disposal of hazardous waste without a hazardous waste facility installation and operation permit.

6. On January 9, 2012, Ohio EPA issued a notice of violation to RG Steel Wheeling, LLC, which acquired WPSC in 2011 and took over ownership of the Facility, citing violations of ORC §§ 3734.02(E) and (F) for storage and disposal of hazardous waste without a hazardous waste facility installation and operation permit.

7. RG Steel Wheeling, LLC (RG Steel) filed for Chapter 11 bankruptcy on May 31, 2012 in the United States Bankruptcy Court for the District of Delaware. Esmark Steel Group, LLC (ESG) and RG Steel entered into the Asset Purchase Agreement, dated July 31, 2012 (APA), to acquire certain assets, including the
Facility, and assume certain liabilities of RG Steel pursuant to sections 105(a) and 363 of chapter 11 of title 11 of the United States Code. On October 17, 2012, (a) ESG assigned its right to purchase the real property under the APA to OCRC Realty, LLC (OCRC Realty) and (b) ESG assigned all of its other rights and obligations as purchaser under the APA to Ohio Cold Rolling Company, LLC (OCRC). Closing on the transactions contemplated by the APA occurred on October 18, 2012.

8. As part of a January 23, 2013 consent order entered into with the State of Ohio, WPSC agreed to pay $190,000.00 into escrow (escrow account) to be distributed to, upon request, any owner or operator of the Facility in conducting closure pursuant to a closure plan approved by Ohio EPA and the hazardous waste closure requirements in OAC 3745-55-10 through 3745-55-20.

9. By letter dated December 19, 2013, Respondent OCRC Realty informed Ohio EPA of its intention to enter into Ohio EPA’s Voluntary Action Program, Memorandum of Agreement to address site-wide corrective action under Ohio EPA’s Voluntary Action Program, which would include any potential groundwater contamination.

10. As the result of Respondents’ ownership of an unpermitted hazardous waste facility, as described in Finding No. 4. of these Orders, the Director has determined that Respondents are in violation of ORC 3734.02(E) and (F), and Respondents are required to have a hazardous waste facility installation and operation permit and is subject to all general facility standards found in OAC Chapters 3745-54 and 55, including but not limited to, closure in accordance with OAC rules 3745-55-11 through 3745-55-20, the financial assurance for closure requirements contained in OAC rules 3745-55-42 through 3745-55-51 and corrective action for waste management units in accordance with OAC rule 3745-54-101. To obtain a hazardous waste facility installation and operation permit, Respondents are required to submit “Parts A and B” of the application in accordance with OAC Chapter 3745-50.

11. The submittal of a Closure Plan which complies with the administrative requirements of OAC Chapters 3745-65 and 66 and the substantive requirements of OAC Chapters 3745-54 and 55 in lieu of the submittal of an application for a hazardous waste facility installation and operation permit as set forth in Finding No. 10 is acceptable and unlikely to adversely affect the public health or safety or the environment. Therefore, the Director finds that the issuance to Respondents of an exemption from the requirement to submit an application for a hazardous waste facility installation and operation permit is
unlikely to adversely affect the public health or safety or the environment within the meaning of ORC § 3734.02(G).

V. ORDERS

Respondents shall achieve compliance with Chapter 3734. of the ORC and the regulations promulgated there under and is hereby exempted from the requirement to submit an application for a hazardous waste facility installation and operation permit for the Facility, provided that Respondents comply with the following:

1. Within 60 days after the effective date of these Orders, Respondents shall submit to Ohio EPA a Closure Plan for the identified hazardous waste storage and disposal area described in Finding No. 4. of these Orders. A copy of the Closure Plan shall be submitted in accordance with Section X. of these Orders and an additional copy shall be submitted to Ohio EPA, Division of Environmental Response and Revitalization, Ed Lim, Manager, Engineering and Risk Assessment Section, P.O. Box 1049, Columbus, Ohio 43216-1049;

2. This Closure Plan shall comply with the administrative requirements of OAC Chapters 3745-65 and 3745-66 and the substantive requirements of OAC Chapters 3745-54 and 3745-55, except for the groundwater protection program pursuant to OAC rules 3745-54-90 through 3745-54-100, for reasons described in Finding No. 9. of these Orders.

3. The Closure Plan is subject to approval by Ohio EPA. If Ohio EPA does not approve the Closure Plan referenced in Order No. 1., and provides Respondents with a written statement of deficiencies, Respondents shall submit a revised Closure Plan for approval addressing the deficiencies within 30 days of receiving such written statement. If Ohio EPA modifies the Closure Plan, the modified Closure Plan becomes the approved plan;

4. Upon Ohio EPA approval of the Closure Plan, Respondents shall implement the approved Closure Plan in the manner and pursuant to the time frames set forth in the approved Closure Plan and OAC rules 3745-55-13/3745-66-13;

5. Within 180 days after Ohio EPA’s approval of the Closure Plan, Respondents shall submit documentation demonstrating that Respondents have established liability coverage for the area of the Facility subject to closure, in accordance with OAC rule 3745-55-47;
6. Within 30 days after Ohio EPA's approval of the Closure Plan, Respondents shall submit a closure cost estimate and documentation demonstrating that Respondents have established financial assurance for the area of the Facility subject to closure, in accordance with OAC rules 3745-55-42 through 3745-55-46. In lieu of submitting documentation of establishing financial assurance, Respondents may demonstrate the closure cost estimate does not exceed the amount remaining in the escrow account referenced in Finding No. 8. If at any time the escrow account is insufficient to cover the costs of closure, within 30 days of Ohio EPA's notification to Respondents that the closure cost estimate exceeds funds remaining in the escrow account, Respondents shall submit a closure cost estimate and documentation demonstrating that Respondents have established financial assurance for the area of the Facility subject to closure, in accordance with OAC rules 3745-55-42 through 3745-55-46; and

7. Within 60 days after completion of closure, Respondents shall submit certification of closure to Ohio EPA in accordance with OAC rule 3745-55-15.

VI. TERMINATION

Respondents' obligations under these Orders shall terminate when Respondents certify in writing and demonstrates to the satisfaction of Ohio EPA that Respondents have performed all obligations under these Orders and Ohio EPA's Division of Materials and Waste Management acknowledges, in writing, the termination of these Orders. If Ohio EPA does not agree that all obligations have been performed, then Ohio EPA will notify Respondents of the obligations that have not been performed, in which case Respondents shall have an opportunity to address any such deficiencies and seek termination as described above.

The certification shall contain the following attestation: “I certify that the information contained in or accompanying this certification is true, accurate and complete.”

This certification shall be submitted by Respondents to Ohio EPA and shall be signed by a responsible official of Respondents. For purposes of these Orders, a responsible official is a corporate officer who is in charge of a principal business function of Respondents.

VII. OTHER CLAIMS

Nothing in these Orders 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, not a party to these Orders, for any liability arising from, or related to, the operation of Respondents' Facility.
VIII. OTHER APPLICABLE LAWS

All actions required to be taken pursuant to these Orders shall be undertaken in accordance with the requirements of all applicable local, state and federal laws and regulations. These Orders do not waive or compromise the applicability and enforcement of any other statutes or regulations applicable to Respondents.

IX. MODIFICATIONS

These Orders may be modified by agreement of the parties hereto. Modifications shall be in writing and shall be effective on the date entered in the journal of the Director of Ohio EPA.

X. NOTICE

All documents required to be submitted by Respondents pursuant to these Orders shall be addressed to:

Ohio Environmental Protection Agency
Southeast District Office
Division of Materials and Waste Management
2195 Front Street
Logan, Ohio 43138
Attn: DMWM Manager

and Ohio EPA Central Office at the following addresses:

For mailings, use the post office box number:

Craig W. Butler, Director
Ohio Environmental Protection Agency
Lazarus Government Center
Division of Materials and Waste Management
P.O. Box 1049
Columbus, Ohio 43216-1049
Attn: Manager, Compliance Assurance Section

For deliveries to the building:

Craig W. Butler, Director
Ohio Environmental Protection Agency
Director's Final Findings and Orders  
Ohio Cold Rolling Company, LLC  
OCRC Realty, LLC  
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Lazarus Government Center  
Division of Materials and Waste Management  
50 West Town Street  
Columbus, Ohio 43215  
Attn: Manager, Compliance Assurance Section

or to such persons and addresses as may hereafter be otherwise specified in writing by Ohio EPA.

**XI. RESERVATION OF RIGHTS**

Ohio EPA reserves its rights to exercise its lawful authority to require Respondents to perform groundwater investigation and remediation in accordance with OAC rules 3745-54-90 through 3745-54-100, and corrective action at the Facility at some time in the future, pursuant to ORC Chapter 3734, or any other applicable law. Respondents reserve their rights to raise any administrative, legal or equitable claim or defense with respect to any final action of the Director regarding such groundwater investigation and remediation and corrective action. Ohio EPA and Respondents reserve all other rights, privileges and causes of action, except as specifically waived in Section XII. of these Orders.

**XII. WAIVER**

In order to resolve disputed claims, without admission of fact, violation or liability, Respondents consent to the issuance of these Orders and agrees to comply with these Orders. Except for the right to require Respondents to perform groundwater investigation and remediation at the Facility in accordance with OAC rules 3745-54-90 through 3745-54-100, and seek corrective action at the Facility by Respondents, which right Ohio EPA does not waive, compliance with these Orders shall be a full accord and satisfaction for Respondents’ liability for the violations specifically cited herein.

Respondents hereby waive the right to appeal the issuance, terms and conditions, and service of these Orders and Respondents hereby waive any and all rights Respondents may have to seek administrative or judicial review of these Orders either in law or equity.

Notwithstanding the preceding, Ohio EPA and Respondents agree that if these Orders are appealed by any other party to the Environmental Review Appeals Commission, or any court, Respondents retain the right to intervene and participate in such appeal. In such an event, Respondents shall continue to comply with these Orders notwithstanding such appeal and intervention unless these Orders are stayed, vacated or modified.

**XIII. EFFECTIVE DATE**
The effective date of these Orders is the date these Orders are entered into the Ohio EPA Director's journal.

XIV. SIGNATORY AUTHORITY

Each undersigned representative of a party to these Orders certifies that he or she is fully authorized to enter into these Orders and to legally bind such party to these Orders.

IT IS SO ORDERED AND AGREED:

Ohio Environmental Protection Agency

[Signature]
Craig W. Butler
Director

Nov 20, 2014
Date

IT IS SO AGREED:

Ohio Cold Rolling Company, LLC

[Signature]
Date

Printed or Typed Name

Title

OCRC Realty, LLC

[Signature]
Date

Printed or Typed Name

Title