BEFORE THE

OHIO ENVIRONMENTAL PROTECTION AGENCY

In the Matter of:

Hexion Inc.
180 E Broad Street
Columbus, OH 43215

Respondent

Related to the Site Known As:

Former Smith Agricultural Chemical Co.
618 North Champion Avenue
Columbus, Ohio

Director's Final
Findings and Orders
Cost Recovery Settlement

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: 11-5-18

PREAMBLE

It is hereby agreed to by the Parties as follows:

I. JURISDICTION

1. These agreed Director's Final Findings and Orders ("Orders") are issued to
Hexion Inc. ("Respondent") pursuant to the authority vested in the Director of Ohio
EPA under Ohio Revised Code ("ORC") §§ 3734.13, 3734.20, 6111.03, and
3745.01. This cost recovery settlement is entered into by the Parties pursuant to
Section 107 of the Comprehensive Environmental Response, Compensation and
Liability Act, 42 U.S.C. §9607, and ORC §3745.01. Respondent consents to and
agrees not to contest Ohio EPA's jurisdiction to issue and enforce these Orders.

II. PARTIES BOUND

2. These Orders shall apply to and be binding upon Respondent and its
successors in interest liable under Ohio law.

3. No change in ownership or corporate status of Respondent, including, but
not limited to, any transfer of assets or real or personal property, shall in any way
alter Respondent's obligations under these Orders.
4. Each signatory 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.

III. DEFINITIONS

5. Unless otherwise expressly provided herein, all terms used in these Orders or in any appendices shall have the same meaning as defined in ORC Chapters 3734 and 6111 and the rules promulgated thereunder. Whenever the terms listed below are used in these Orders, or any appendices attached hereto, the following definitions shall apply:


   b. "Contaminant" or "contamination" means (1) any "hazardous waste" under ORC § 3734.01(J); (2) any "industrial waste" under ORC § 6111.01(C); (3) any "other wastes" under ORC § 6111.01(D); and (4) any "hazardous substance" defined in CERCLA Section 101(14).

   c. "Day" means a calendar day unless expressly stated to be a business day. "Business day" shall mean a day other than a Saturday, Sunday, or state holiday. In computing any period of time under these Orders, where the last day would fall on a Saturday, Sunday, or state holiday, the period shall run until the close of the next business day.

   d. "NCP" means the National Oil and Hazardous Substances Pollution Contingency Plan, codified at 40 C.F.R. Part 300 (1990), as amended.

   e. "Ohio EPA" means the Ohio Environmental Protection Agency and its designated representatives.

   f. "Orders" means these Director's Final Findings and Orders and any attached appendices.

   g. "Paragraph" means a portion of these Orders identified by an arabic numeral or an uppercase or lowercase letter.

   h. "Parties" means Respondent and Ohio EPA.

   i. "Property" means the approximately 8.376-acre parcel located at the northeast corner of Maryland Ave and North Champion Ave, extending on to the current Leonard Avenue and I-670, as further depicted on Attachment 1; historical address of 618 North Champion Avenue, Columbus, Franklin
County, Ohio where the former Smith Agricultural Chemical Company operated; Parcel Number 010-047041-00, according to the Franklin County Auditor. A portion of the Property is currently owned by the Ohio Department of Transportation ("ODOT").

j. "Residential Properties" means the residential properties located along N. Champion Avenue, Fairfield Avenue, Maryland Avenue, Graham Street, Mills Alley and Maumee Alley, all located in Columbus, Ohio, near the Site.

k. "Respondent" means Hexion Inc.

l. "Section" means a portion of these Orders identified by a Roman numeral.

m. "Site" means (i) the Property and (ii) Residential Properties, all located in the city of Columbus, where the treatment, storage, and/or disposal of hazardous waste, and/or the placement or discharge into waters of the state of industrial waste or other waste has occurred from the Property, and any other area where such hazardous wastes, industrial wastes and/or other wastes from the Property have migrated or threaten to migrate.

IV. FINDINGS

6. The Director of Ohio EPA has determined the following findings. Nothing in the findings shall be considered to be an admission by Respondent of any matter or law or fact:

a. The Property is the location of the former Smith Agricultural Chemical Company facility and is currently owned by ODOT.

b. The Borden Company, now known as Hexion Inc., owned the Property from December 1964 to December 1972. Smith-Douglass was a division of The Borden Company during that time.

c. From December 1964 until 1970, when operations ceased, Respondent conducted fertilizer and related manufacturing operations.

d. Between January 2014 and October 2015, Ohio EPA collected soil and ground water samples for laboratory analysis at the Property.

e. Between September and October 2016, Respondent collected soil samples at the Property for laboratory analysis. The samples were collected on behalf of Respondent by Environmental Resources Management, Inc. (ERM).
f. Between September 2014 and October 2016, Ohio EPA and/or Respondent collected soil samples for laboratory analysis at 27 residential properties around the Property and sections of the Maryland Avenue public rights-of-way.

g. Arsenic, lead and mercury are the primary contaminants of concern in certain of the soil sampled at the Site.

h. Between approximately February and April 2016, Respondent conducted remediation activities consisting of removal of contaminated soil and replacement with clean soil backfill at three residential properties located at 550 Graham Street, 556 Graham Street and 549 Bassett Street and the Maryland Avenue right-of-way adjacent to 556 Graham Street.

i. The Property and certain of the Residential Properties are a hazardous waste facility, solid waste facility or other location where hazardous waste may have been treated, stored, or disposed, within the meaning of ORC § 3734.01(N).

j. Respondent is a “person” as defined in ORC §§ 3734.01(G) and 6111.01(l).

k. Because of their quantity, concentration, physical or chemical characteristics, some contaminants of concern found at the Site, including arsenic, lead and mercury, constitute “hazardous wastes” as defined in ORC § 3734.01(J).

l. Respondent generated contaminants at the Property.

m. Conditions at certain of the sampled locations at the Site which have not been remediated are causing or contributing to or threatening to cause or contribute to soil contamination within the meaning of ORC § 3734.20(B).

n. Arsenic, lead, and mercury are a Contaminants found at the Site.

o. The payments required to be made by Respondent pursuant to these Orders will be used by Ohio EPA to contribute to the abatement of Contaminants at two residential properties located at 580 North Champion Avenue and 584 North Champion Avenue.

p. In issuing these Orders, the Director has given consideration to, and based his determination on, evidence relating to the technical feasibility and economic reasonableness of complying with these Orders, and evidence relating to conditions calculated to result from compliance with these Orders, and their relation to the benefits to the people of the State to be derived from such compliance.
V. ORDERS

7. Within thirty (30) days of the effective date of these Orders, Respondent shall pay to Ohio EPA the sum of One Hundred Fifty Thousand Dollars ($150,000). Respondent shall remit payment to Ohio EPA by bank check payable to “Treasurer State of Ohio” and shall be forwarded to Fiscal Office, Ohio EPA, P.O. Box 1049, 50 West Town Street, Columbus, Ohio 43216-1049, or wired to Ohio EPA per instructions provided contemporaneously with this Order. A copy of the transmittal letter and check, or wire confirmation, shall be sent to the Fiscal Officer, DERR, Ohio EPA, P.O. Box 1049, 50 West Town Street, Columbus, Ohio 43216-1049, Attn: Terri McCloskey or her successor, and to the DERR Site Coordinator, Ohio EPA, Central District Office, P.O. Box 1049, Columbus, Ohio 43216-1049, Attn: Raymond Moreno or his successor.

VI. ACCESS TO INFORMATION

11. Respondent shall preserve for the duration of these Orders and for a minimum of ten (10) years after termination of these Orders, one (1) complete set of all non-privileged Site-related documents in possession or control of Respondent (or its contractors or agents) as of the Effective Date of these Orders, notwithstanding any document retention policy to the contrary. Respondent may preserve such documents by microfiche or other electronic or photographic device.

VII. MODIFICATIONS

12. These Orders may be modified only by agreement of the Parties. Modifications shall be in writing, signed by an authorized representative of each Respondent and by the Director, and shall be effective on the date entered in the Journal of the Director of Ohio EPA.

VIII. OTHER CLAIMS

13. 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, events or conditions at the Site.

IX. RESERVATION OF RIGHTS

14. Ohio EPA reserves the right to seek legal and/or equitable relief to enforce the terms and conditions of these Orders, including penalties against Respondent
for noncompliance with these Orders. Except as provided herein, Respondent reserves any and all rights it may have to raise any legal or equitable defense in any action brought by or on behalf of Ohio EPA to enforce the terms and conditions of these Orders.

15. Ohio EPA reserves the right to terminate these Orders, in the event that the requirements of these Orders are not wholly complied with within the time frames required by these Orders.

16. Respondent reserves any and all rights, claims, demands and causes of action it may have against any and all persons and entities who are not parties to these Orders, including rights of contribution against any other parties who may be liable for actual or threatened releases of contaminants at the Site.

X. CONTRIBUTION AND AGREEMENT NOT TO REFER

17. With respect to matters addressed in these Orders, the Parties agree that these Orders constitute an administrative settlement for purposes of CERCLA sections 113(f)(2) and 113(f)(3)(B), 42 U.S.C. §§ 9613(f)(2) and 9613(f)(3)(B), pursuant to which Respondent has resolved all of its liability to the State with respect to the Site, and that Respondent is entitled to contribution protection and contribution rights as of the effective date of these Orders as to any liable persons who are not parties to these Orders, as provided by CERCLA sections 113(f)(2) and 113(f)(3)(B), 42 U.S.C. §§ 9613(f)(2) and 9613(f)(3)(B), provided that Respondent complies with these Orders. The "matters addressed" in these Orders are all investigative and remedial actions taken or to be taken with respect to the Site, Natural Resource Damage Assessments and Restoration, and all investigative, remedial, assessment, legal, oversight or other response costs incurred or to be incurred by Ohio EPA or any other person with respect to the Site.

18. During the implementation of these Orders, and provided Respondent is in compliance with these Orders, Ohio EPA agrees not to refer to the Ohio Attorney General's Office for enforcement or to take administrative enforcement action against Respondent or its present or future agents, successors, subsidiaries or assigns for payment or reimbursement of Response Costs or to order further investigative or remedial actions with respect to the Site. Upon termination of these Orders pursuant to the Termination Section of these Orders, Ohio EPA agrees to not refer Respondent to the Ohio Attorney General's Office for enforcement or to take administrative enforcement or other administrative action against Respondent or its present or future agents, successors, subsidiaries or assigns for payment or reimbursement of response costs or to order further investigative or remedial actions with respect to the Site.
XI. TERMINATION

19. Respondent’s obligations under these Orders shall terminate upon Ohio EPA’s approval in writing of Respondent’s written certification to Ohio EPA that payment required to be made under these Orders have been completed. Respondent’s certification shall contain the following attestation: “I certify that to the best of my knowledge the information contained in or accompanying this certification is true, accurate, and complete.” This certification shall be submitted by Respondent to Ohio EPA and shall be signed by a responsible official of Respondent. The termination of Respondent’s obligations under these Orders shall not terminate the parties’ rights or obligations under the Reservation of Rights, Access to Information, Other Claims, and Contribution and Agreement Not to Refer sections of these Orders.

XII. WAIVER AND AGREEMENT

20. In order to resolve disputed claims, without admission of fact, violation, or liability, which liability Respondent denies, Respondent consents to the issuance of these Orders, and agrees to comply with these Orders.

21. Respondent hereby waives the right to appeal or to otherwise seek administrative or judicial review of the issuance, terms and conditions, and service of these Orders either in law or equity.

22. Notwithstanding the limitations herein on Respondent’s right to appeal or seek administrative or judicial review, Ohio EPA and Respondent agree that if these Orders are appealed by any other party to the Environmental Review Appeals Commission or any court, Respondent retains the right to intervene and participate in such appeal. In such event, Respondent shall continue to comply with these Orders notwithstanding such appeal and intervention unless these Orders are stayed, vacated or modified.

XIII. EFFECTIVE DATE

23. The effective date of these Orders shall be the date these Orders are entered in the Journal of the Director of Ohio EPA.

XIV. SIGNATORY AUTHORITY

24. 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

Craig W. Butler, Director
Ohio Environmental Protection Agency

Date

NOV 6 2018
IT IS SO AGREED:

Hexion Inc.

BY:

Karen E. Koster

Title: Executive Vice President, Environmental, Health and Safety

October 26, 2018
Date
ATTACHMENT 1