



**FLORIDA DEPARTMENT OF
ENVIRONMENTAL PROTECTION**

BOB MARTINEZ CENTER
2600 BLAIR STONE ROAD
TALLAHASSEE, FLORIDA 32399-2400

RICK SCOTT
GOVERNOR

CARLOS LOPEZ-CANTERA
LT. GOVERNOR

JONATHAN P. STEVERSON
SECRETARY

March 18, 2015

Sent electronically to: tomdudley44@gmail.com

Mr. A. Thomas Dudley, President
Industrial Water Services, Inc.
1010 East Adams Street
Jacksonville, Florida 32202

Subject: **Conditional Site Rehabilitation Completion Order (SRCO)**
Liquid Environmental Solutions of Florida, LLC. (LES)
[Formerly known as Industrial Water Services, Inc. (IWS)]
1640 Talleyrand Avenue
Jacksonville, Duval County
Waste Cleanup Site ID # COM_321171
Hazardous Waste ID # FLD 981 928 484

Dear Mr. Dudley:

The Florida Department of Environmental Protection's Northeast District has reviewed the Supplemental Site Assessment Report Addendum, dated November 14, 2014, that was prepared by Terra-Com Environmental Consulting, Inc. for the LES/IWS – Talleyrand facility located at 1640 Talleyrand Avenue, Jacksonville, Duval County, Florida. Maps showing the location of the LES/IWS – Talleyrand facility and the location of the “contaminated site” (i.e., contaminant plume) for which this Order is being issued are attached as Exhibits 1 and 2 and are incorporated by reference herein.

The contamination, which resulted from a discharge that was discovered on April 12, 2011 during a RCRA tank closure assessment, and consisted of polycyclic aromatic hydrocarbons and total recoverable petroleum hydrocarbons. The discharge resulted from operations associated with the storage and treatment of petroleum contact water. Arsenic is present in the soil and groundwater, but is not associated with the site and is incidentally addressed by the engineered and institutional controls for the site. The Supplemental Site Assessment Report Addendum is supported by earlier submittals, prepared pursuant to the requirements of Chapter 62-780, Florida Administrative Code (F.A.C.), which can be found in the Department's document repository at: <http://depedms.dep.state.fl.us/Oculus/servlet/login>.

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Based on the documentation submitted with the Supplemental Site Assessment Report Addendum and other submitted documents, the Department has reasonable assurance that Industrial Water Services, Inc. has met the criteria in Chapter 62-780, F.A.C., including the commitments set forth in the technical submittals with respect to the implementation of engineering controls and recordation of institutional controls. Therefore, you have satisfied the site rehabilitation requirements for the above-referenced contaminated site and are released from any further obligation to conduct site rehabilitation at the contaminated site, except as set forth below. See attached table (Exhibit 3), incorporated by reference herein, which includes information regarding the contaminants, affected media, applicable cleanup target levels that is the subject of this Order.

This Site Rehabilitation Action also satisfies closure requirements for hazardous waste tanks outlined in the hazardous waste permits number 72815-HO-12 and 72815-SO-13.

A Declaration of Restrictive Covenant was recorded Industrial Water Services, Inc. on February 25, 2015, in Official Record Book 17076, Pages 644-653, Public Records of Duval County, Florida, and is attached and incorporated by reference as Exhibit 4. An impermeable engineered cap is installed on the site and the use of groundwater is restricted. The cap will be inspected annually and will be repaired if any deficiencies are noted.

Failure to meet the following requirements will result in the revocation of this Order:

- (a) You are required to properly abandon all monitoring wells within 60 days of receipt of this Order. The monitoring wells must be plugged and abandoned in accordance with the requirements of Rule 62-532.500(5), F.A.C.;
- (b) Any current or future real property owner of the above-referenced contaminated site must comply with the provisions contained within the Declaration of Restrictive Covenant (attached) recorded prior to the execution of this Order;
- (c) If the current or future real property owner of the above-referenced contaminated site proposes to remove the institutional or engineering controls, the real property owner shall obtain prior written approval from the Department. The removal of the controls shall be accompanied by the immediate resumption of site rehabilitation or implementation of other approved controls, unless it is demonstrated to the Department that the criteria of subsection 62-780.680(1), F.A.C., are met.

Further, in accordance with Chapter 376.30701(4), Florida Statutes (F.S.), upon completion of site rehabilitation, additional site rehabilitation is not required unless it is demonstrated that:

- (a) Fraud was committed in demonstrating site conditions or completion of site rehabilitation;

- (b) New information confirms the existence of an area of previously unknown contamination which exceeds the site-specific rehabilitation levels established in accordance with Section 376.30701(2), F.S., or which otherwise poses the threat of real and substantial harm to public health, safety, or the environment;
- (c) The level of risk is increased beyond the acceptable risk established under Section 376.30701(2), F.S., due to substantial changes in exposure conditions, such as a change in land use from nonresidential to residential use. Any person who changes the land use of the site, thereby causing the level of risk to increase beyond the acceptable risk level, may be required by the department to undertake additional remediation measures to ensure that human health, public safety, and the environment are protected consistent with Section 376.30701, F.S.; or
- (d) A new discharge of pollutants or hazardous substances occurs at the site subsequent to the issuance of this Order.

Legal Issues

The Department's Order shall become final unless a timely petition for an administrative hearing is filed under sections 120.569 and 120.57, F.S., within **21** days of receipt of this Order. The procedures for petitioning for a hearing are set forth below.

Persons affected by this Order have the following options:

- A. If you choose to accept the Department's decision regarding this Conditional SRCO, you do not have to do anything. This Order is final and effective on the date filed with the Clerk of the Department, which is indicated on the last page of this Order.
- B. If you choose to challenge the decision, you may do the following:
 - 1. File a request for an extension of time to file a petition for hearing with the Department's Agency Clerk in the Office of General Counsel within **21** days of receipt of this Order. Such a request should be made if you wish to meet with the Department in an attempt to informally resolve any disputes without first filing a petition for hearing; or
 - 2. File a petition for administrative hearing with the Department's Agency Clerk in the Office of General Counsel within **21** days of receipt of this Order.

Please be advised that mediation of this decision pursuant to section 120.573, F.S., is not available.

How to Request an Extension of Time to File a Petition for Hearing

For good cause shown, pursuant to Rule 62-110.106(4), F.A.C., the Department may grant a request for an extension of time to file a petition for hearing. Such a request must be filed (received) by the Agency Clerk in the Office of General Counsel of the Department at 3900 Commonwealth Boulevard, Mail Station 35, Tallahassee, Florida, 32399-3000, within **21** days of receipt of this Order. Petitioner, if different from the Industrial Water Services, Inc., shall mail a copy of the request to the Industrial Water Services, Inc. at the time of filing. Timely filing a request for an extension of time tolls the time period within which a petition for administrative hearing must be made.

How to File a Petition for Administrative Hearing

A person whose substantial interests are affected by this Order may petition for an administrative hearing under sections 120.569 and 120.57, F.S. The petition must contain the information set forth below and must be filed (received) by the Agency Clerk in the Office of General Counsel of the Department at 3900 Commonwealth Boulevard, MS 35, Tallahassee, Florida, 32399-3000, within **21** days of receipt of this Order. Petitioner, if different from the Industrial Water Services, Inc., shall mail a copy of the petition to the Industrial Water Services, Inc. at the time of filing. Failure to file a petition within this time period shall waive the right of anyone who may request an administrative hearing under sections 120.569 and 120.57, F.S.

Pursuant to subsection 120.569(2), F.S., and Rule 28-106.201, F.A.C., a petition for administrative hearing shall contain the following information:

- a) The name, address, and telephone number of each petitioner; the name, address, and telephone number of the petitioner's representative, if any; the site owner's name and address, if different from the petitioner; the DEP facility number; and the name and address of the facility;
- b) A statement of when and how each petitioner received notice of the Department's action or proposed action;
- c) An explanation of how each petitioner's substantial interests are or will be affected by the Department's action or proposed action;
- d) A statement of the disputed issues of material fact, or a statement that there are no disputed facts;
- e) A statement of the ultimate facts alleged, including a statement of the specific facts the petitioner contends warrant reversal or modification of the Department's action or proposed action;
- f) A statement of the specific rules or statutes the petitioner contends require reversal or modification of the Department's action or proposed action; and
- g) A statement of the relief sought by the petitioner, stating precisely the action petitioner wishes the Department to take with respect to the Department's action or proposed action.

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This Order is final and effective on the date filed with the Clerk of the Department, which is indicated on the last page of this Order. Timely filing a petition for administrative hearing postpones the date this Order takes effect until the Department issues either a final order pursuant to an administrative hearing or an Order Responding to Supplemental Information provided to the Department pursuant to meetings with the Department.


Judicial Review

Any party to this Order has the right to seek judicial review of it under section 120.68, F.S., by filing a notice of appeal under rule 9.110 of the Florida Rules of Appellate Procedure with the Agency Clerk of the Department in the Office of General Counsel, Mail Station 35, 3900 Commonwealth Boulevard, Tallahassee, Florida 32399-3000, and by filing a copy of the notice of appeal accompanied by the applicable filing fees with the appropriate district court of appeal. The notice of appeal must be filed within thirty days after this order is filed with the clerk of the Department (see below).

Questions


Any questions regarding the Department's review of your Supplemental Site Assessment Report Addendum should be directed Merrilee Palcic at the letterhead address, via phone at 904-256-1544, or via email at Merrilee.L.Palcic@dep.state.fl.us. Questions regarding legal issues should be referred to the Department's Office of General Counsel at (850)245-2242. Contact with any of the above does not constitute a petition for administrative hearing or request for an extension of time to file a petition for administrative hearing.

Sincerely,


James R. Maher, P.E.
Assistant Director



FILING AND ACKNOWLEDGMENT
FILED, on this date, pursuant to §120.52
Florida Statutes, with the designated
Department Clerk, receipt of which is
hereby acknowledged.


Clerk
(or Deputy Clerk)

3/18/2015
Date

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Enclosures (Exhibits 1, 2, 3 and 4)

CC: Trey Mills, Rogers Towers, P.A., tmills@rtlaw.com

Exhibit 1

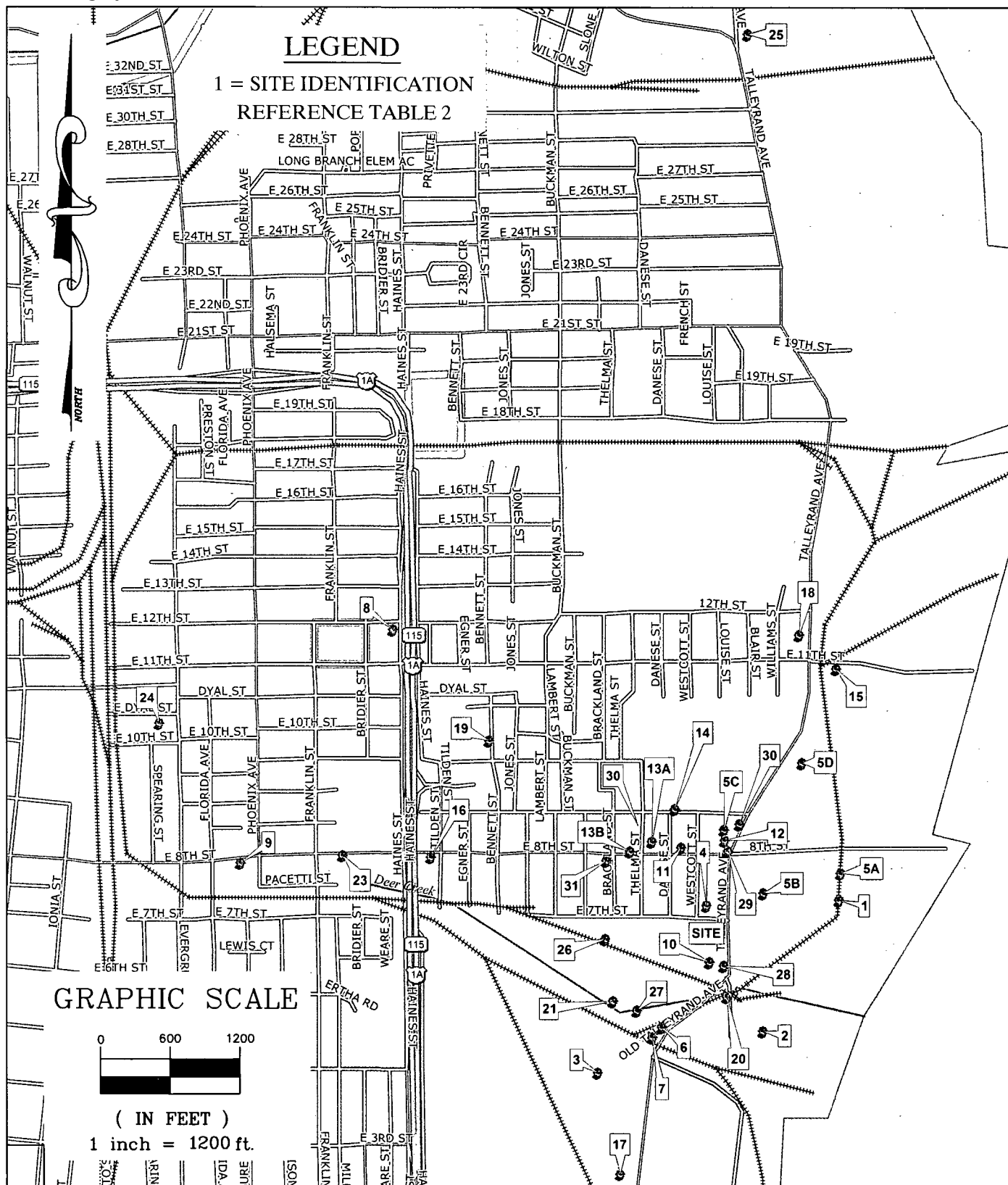


Figure 2 - Area Survey

LES/IWS Facility

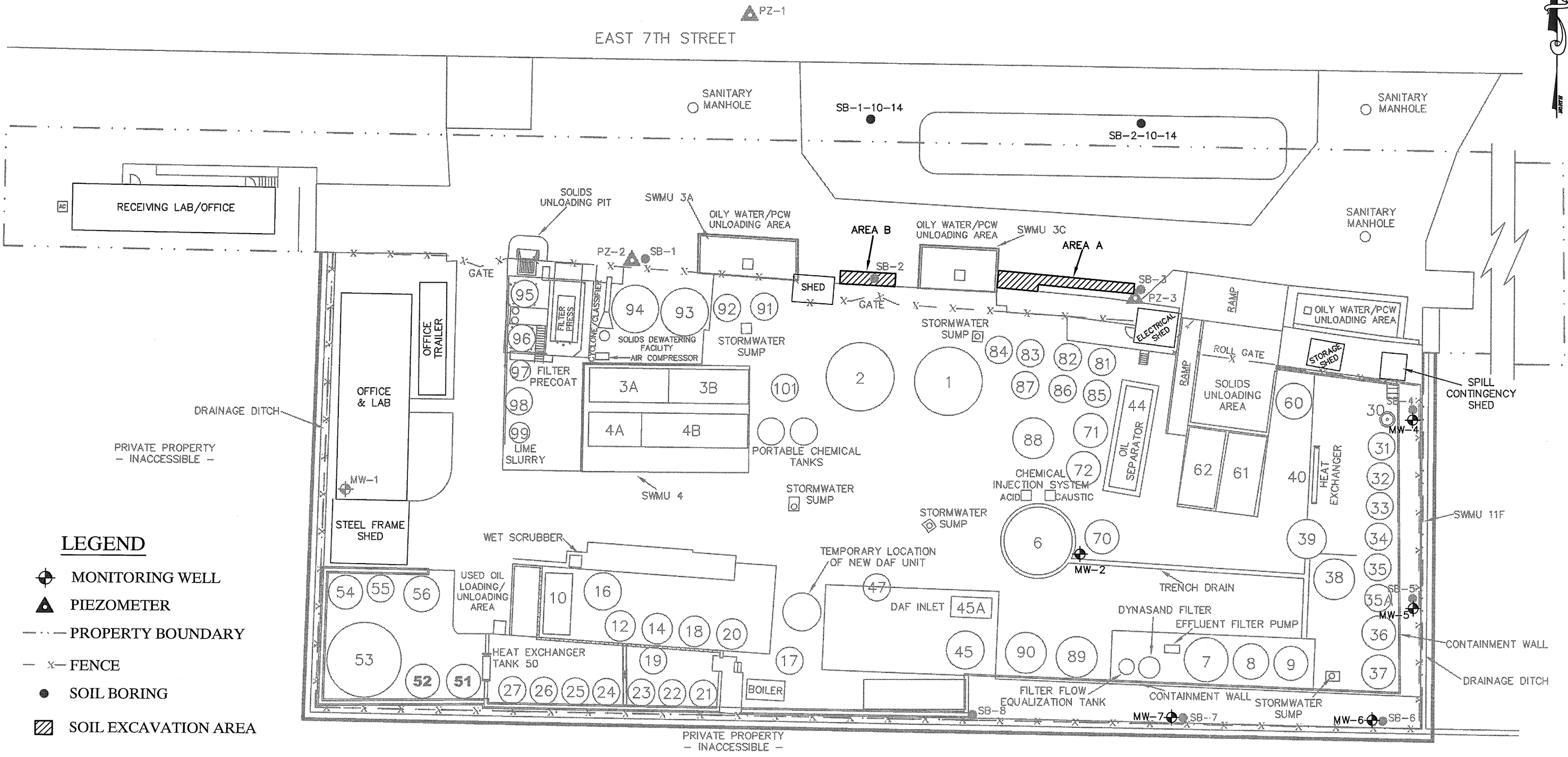
1640 Talleyrand Avenue, Jacksonville, Florida

TERRA-COM
Environmental Consulting, Inc.



2012-0041\2013.7.SSA\FIG2-AREA SURVEY.dwg

Exhibit 2



GRAPHIC SCALE

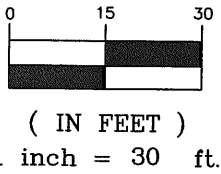


Figure 2 - Soil Excavation Areas

LES/TWS Facility

1640 Talleyrand Avenue, Jacksonville, Florida

TERRA-COM

Environmental Consulting, Inc.



2014-0255\2014.10.SSA\FIG2-SOIL EXCAVATION AREAS.dwg

Exhibit 3

TABLE 2: SOIL ANALYTICAL SUMMARY

Facility Name: LES Bulk Facility
Project #: 2014-0255
Facility ID:

Sample			OVA																									
		Sample	Net OVA																									
		Depth	Reading	Benzene	Toluene	Ethylbenzene	Total Xylenes	MTBE	Naphthalene	2-methylnaphthalene	1-methylnaphthalene	Acenaphthylene	Acenaphthene	Fluorene	Phenanthrene	Anthracene	Fluoranthene	Pyrene	Benzo(a)anthracene	Chrysene	Benzo(b)fluoranthene	Benzo(k)fluoranthene	Benzo(a)pyrene	Indeno(1,2,3-cd)pyrene	Dibenzo(a,h)anthracene	Benzo(g,h,i)perylene	Total Benzo(a)pyrene equivalents	TRPHs
Sample ID	Date Collected	(ft-bls)	(ppm)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)	(mg/kg)
Commercial SCTL				1.7	60,000	9,200	700	24,000	300	2,100	1,800	20,000	20,000	33,000	36,000	300,000	59,000	46,000	#	#	#	#	0.7	#	#	52,000	0.7	2,700
Leachability SCTL				0.007	0.5	0.6	0.2	0.09	1.2	8.5	3.1	27	2.1	160	250	2,500	1,200	880	0.8	77	2.4	24	8	6.6	0.7	32,000	2.4	340
SB-1-1	4/12/2011	0-0.5'	NA	0.0031 U	0.0092	0.0035 U	0.0063 U	0.0031 U	0.0043 U	0.0056 U	0.0051 U	0.0055 I	0.004 U	NA	NA	NA	NA	NA	0.0036 U	0.0161 I	0.0263 I	0.0107 I	0.0166 I	0.0123 I	0.0043 U	NA	0.02291	17.2
SB-1-2	4/12/2011	0.5-2'	NA	0.003 U	0.0032 U	0.0033 U	0.0061 U	0.0029 U	0.0123 I	0.0283 I	0.0248 I	0.0348 I	0.0039 U	NA	NA	NA	NA	NA	0.0052 I	0.0314 I	0.0530	0.0193 I	0.0396	0.0325 I	0.0087 I	NA	0.05759	424
SB-2-1	4/12/2011	0-0.5'	NA	0.285 U	0.301 U	0.315 U	0.572 U	0.278 U	1.23	56.7	33.4	1.77	2.69	NA	NA	NA	NA	NA	1.48	1.43	1.6	0.569	1.16	0.687	0.223 I	NA	1.76682	10,200
SB-2-2	4/12/2011	0.5-2'	NA	0.303 U	0.320 U	0.335 U	0.609 U	0.296 U	0.545	25.8	17.2	0.543	0.642	NA	NA	NA	NA	NA	0.1940 I	0.222	0.309	0.0818 I	0.203	0.137 I	0.0447 I	NA	0.31274	4,380
SB-2-3	4/12/2011	2-4'	NA	NA	NA	NA	NA	NA	0.314	8.05	5.75	0.0048 U	0.0041 U	NA	NA	NA	NA	NA	0.0325 I	0.0698	0.103	0.0829	0.0647	0.0015 I	0.0044 U	NA	0.0815	NA
SB-3-1	4/12/2011	0-0.5'	NA	0.0018 U	0.0019 U	0.002 U	0.0037 U	0.0018 U	0.0086 I	0.0074 I	0.0055 I	0.0264 I	0.0051 I	NA	NA	NA	NA	NA	0.0035 U	0.0219 I	0.0272	0.0058 U	0.0273 I	0.0122 I	0.0042 U	NA	0.03357	22.2
SB-3-2	4/12/2011	0.5-2'	NA	0.0103	0.0049 I	0.0044 U	0.008 U	0.0039 U	0.0764	0.314	0.26	0.117	0.0599	NA	NA	NA	NA	NA	0.961	0.868	1.49	0.531	1.1	0.671	0.236	NA	1.65438	250
SB-3-3	4/12/2011	2-4'	NA	0.0784	0.0168	0.0078 I	0.0146 I	0.0108	0.141	0.185	0.199	0.0058 U	0.0049 U	NA	NA	NA	NA	NA	0.0366 I	0.0901	0.145	0.112	0.0996	0.0020 I	0.0052 U	NA	0.12177	NA
SB-4-1	4/12/2011	0-0.5'	NA	0.0034 U	0.0036 U	0.0038 U	0.0069 U	0.0033 U	0.0185 U	0.0242 U	0.0219 U	0.0302 I	0.0174 U	NA	NA	NA	NA	NA	0.0155 U	0.0348 I	0.0495	0.0258 U	0.0385 I	0.259 I	0.0185 U	NA	0.07952	59.3
SB-4-2	4/12/2011	0.5-2'	NA	0.0041 I	0.013	0.0033 U	0.0059 U	0.0029 U	0.0041 U	0.0054 U	0.0049 U	0.0046 U	0.0066 I	NA	NA	NA	NA	NA	0.0768	0.0878	0.0864	0.0324 I	0.0747	0.0379 I	0.012 I	NA	0.10722	6.8
SB-5-1	4/12/2011	0-0.5'	NA	0.0046 U	0.0117	0.005 U	0.0092 U	0.0045 U	0.136	0.388	0.511	0.654	0.0555	NA	NA	NA	NA	NA	1.18	1.24	1.09	0.005 U	0.67	0.38	0.144	NA	1.08027	24.5
SB-5-2	4/12/2011	0.5-2'	NA	0.0034 U	0.0068	0.0037 U	0.0068 U	0.0033 U	0.0045 U	0.0059 U	0.0054 U	0.0054 I	0.005 I	NA	NA	NA	NA	NA	0.0136 I	0.0313 I	0.0351 I	0.0143 I	0.0265 I	0.0151 I	0.0045 I	NA	0.0362	3.3 U
SB-6-1	4/12/2011	0-0.5'	NA	0.0032 U	0.0216	0.0036 U	0.0065 U	0.0031 U	0.0071 U	0.0093 U	0.0084 U	0.0091 I	0.0067 U	NA	NA	NA	NA	NA	0.0076 I	0.0599 I	0.0884	0.0324 I	0.0507 I	0.0403 I	0.0146 I	NA	0.07931	46
SB-6-2	4/12/2011	0.5-2'	NA	0.0036 U	0.0117	0.004	0.0073 U	0.0036 U	0.0039 U	0.0051 U	0.0046 U	0.0101 I	0.0037 U	NA	NA	NA	NA	NA	0.0033 U	0.0268 I	0.0365 I	0.0127	0.0246 I	0.0188 I	0.0051 I	NA	0.03555	34.4
SB-7-1	4/12/2011	0-0.5'	NA	0.0035 U	0.0037 U	0.0038 U	0.007 U	0.0034 U	0.0443 U	0.0579 U	0.0526 U	0.145 I	0.0417 U	NA	NA	NA	NA	NA	0.0372 U	0.128 I	0.23 I	0.0618 U	0.132 I	0.0939 I	0.0444 U	NA	0.18889	543
SB-7-2	4/12/2011	0.5-2'	NA	0.0023 U	0.0025 U	0.0026 U	0.0047 U	0.0023 U	0.0188 U	0.0246 U	0.0223 U	0.0310 I	0.0177 U	NA	NA	NA	NA	NA	0.0158 U	0.0398 I	0.0592 I	0.0262 U	0.0431 I	0.0294 I	0.0188 U	NA	0.06232	89.8
SB-8-1	4/12/2011	0-0.5'	NA	0.0031 U	0.0033 U	0.0034 U	0.0062 U	0.003 U	0.0066 I	0.0179 I	0.0121 I	0.054	0.0921	NA	NA	NA	NA	NA	0.226	0.227	0.216	0.073	0.137	0.0716	0.0257 I	NA	0.21505	23.7
SB-8-2	4/12/2011	0.5-2'	NA	0.0028 U	0.003 U	0.0031 U	0.0057 U	0.0028 U	0.0043 I	0.0123 I	0.0085 I	0.0171 I	0.0547	NA	NA	NA	NA	NA	0.0856	0.101	0.0804	0.0272 I	0.0478	0.0223 I	0.0093 I	NA	0.0763	8.8
DUP-S1	4/12/2011	NA	NA	0.0064 I	0.0279	0.0046 U	0.0083	0.004 U	0.004 I	0.0049 U	0.0045 U	0.0416	0.0041 I	NA	NA	NA	NA	NA	0.106	0.111	0.146	0.0582	0.109	0.0643	0.0229 I	NA	0.16422	10.1
SB-1-10-14	10/14/2014	3"	0	NA	NA	NA	NA	NA	0.012 I	0.007 U	0.007 U	0.085	0.007 U	0.007 U	0.03	0.049	0.079	0.1	0.07	0.07	0.21	0.066	0.15	0.013	0.04	0.15	0.22003	16
SB-1-10-14	10/14/2014	1.25'	0	NA	NA	NA	NA	NA	0.007 U	0.007 U	0.007 U	0.067	0.007 U	0.007 U	0.052	0.13	0.11	0.11	0.83	0.066	0.19	0.066	0.15	0.1	0.033	0.13	0.22103	3.4 U
SB-1-10-14	10/14/2014	3'	0	NA	NA	NA	NA	NA	0.007 U	0.007 U	0.007 U	0.0014 U	0.007 U	0.007 U	0.007 U	0.007 U	0.007 U	0.007 U	0.007 U	0.007 U	0.007 U	0.007 U	0.007 U	0.014 U	0.007 U	0.007 U	0.00844	3.6 U
SB-1-10-14	10/14/2014	5.5'	0	NA	NA	NA	NA	NA	0.008 U	0.008 U	0.008 U	0.015 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.015 U	0.008 U	0.008 U	0.00959	3.8 U
SB-2-10-14	10/14/2014	3"	0	NA	NA	NA	NA	NA	0.007 U	0.007 U	0.007 U	0.064	0.007 U	0.007 U	0.039	0.007 U	0.12	0.13	0.089	0.091	0.15	0.15	0.1	0.079	0.034	0.11	0.16739	NA
SB-2-10-14	10/14/2014	1.25'	0	NA	NA	NA	NA	NA	0.007 U	0.007 U	0.007 U	0.133	0.007 U	0.1	0.09	0.23	0.19	0.19	0.14	0.14	0.38	0.11	0.22	0.17	0.053	0.22	0.34324	NA
SB-2-10-14	10/14/2014	3'	0	NA	NA	NA	NA	NA	0.008 U	0.008 U	0.008 U	0.015 U	0.008 U	0.008 U	0.019	0.008 U	0.03	0.027	0.031	0.008 U	0.043	0.031	0.023	0.021	0.012	0.026	0.04481	NA
SB-2-10-14	10/14/2014	5.5'	0	NA	NA	NA	NA	NA	0.008 U	0.008 U	0.008 U	0.015 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.008 U	0.015 U	0.008 U	0.008 U	0.00959	NA

J4 = Estimated Result
U = Not present at the limit of detection shown.
I = The reported value is between the Method Detection Limit (MDL) and the Practical Quantitation Limit (PQL).
L = Off scale high. Above calibration curve.
ft-bls = feet below land surface
ppm = parts per million
mg/kg = milligrams per kilogram
SCTL = Direct Exposure Residential Soil Cleanup Target Level, F.A.C. 62-777, Table II
LSCTL = Leachability Soil Cleanup Target Level based on Groundwater Criteria, F.A.C. 62-777, Table II

Doc # 2015043162, OR BK 17076 Page 644, Number Pages: 10, Recorded
02/25/2015 at 09:26 AM, Ronnie Fussell CLERK CIRCUIT COURT DUVAL COUNTY
RECORDING \$86.50

This instrument prepared by:

Charles F. Mills, III
Rogers Towers, P.A.
1301 Riverplace Blvd., Ste. 1500
Jacksonville, FL 32207

DECLARATION OF RESTRICTIVE COVENANT

THIS DECLARATION OF RESTRICTIVE COVENANT (hereinafter "Declaration") is made by Industrial Water Services, Inc., a Florida corporation (hereinafter "GRANTOR"), and the Florida Department of Environmental Protection, an agency of the State of Florida (hereinafter "FDEP").

RECITALS

- A. GRANTOR is the fee simple owner of that certain real property situated in Duval County, Florida, and located at 1640 Talleyrand Avenue, more particularly described in Exhibit "A" attached hereto and made a part hereof (hereinafter the "Property").
- B. The FDEP Facility Identification Number for the Property is COM_321171. The facility name at the time of this Declaration is Liquid Environmental Solutions. This Declaration addresses the environmental impacts that were reported to the FDEP on July 13, 2011.
- C. The environmental impacts on the Property are documented in the following reports that are incorporated herein by reference:
1. Tank Closure Plan dated August 5, 2010 by Golder Associates, Inc. ("Golder");
 2. Resource Conservation and Recovery Act Aboveground Storage Tank Closure & Confirmatory Sampling Report dated July 13, 2011 by Golder;
 3. Supplemental Site Assessment Report ("SSAR") dated August 28, 2013 by Terra-Com Environmental Consulting, Inc. ("Terra-Com");
 4. SSAR Addendum dated May 5, 2014 by Terra-Com;
 5. Comments to SSAR Addendum dated August 29, 2014 by the FDEP; and
 6. SSAR Addendum dated November 10, 2014 by Terra-Com.

D. The reports noted in Recital C set forth the nature and extent of the contamination that is located on the Property. Those reports confirm that contaminated soil as defined by Chapter 62-780, Florida Administrative Code (F.A.C.), exists on the Property. Also, those reports document that groundwater contamination exists on the Property. Arsenic contamination in the soil and groundwater on and in the vicinity of the Property does not result from a discharge at the Property but rather is associated with historic uses in the vicinity of the Property.

E. It is the intent of the restrictions in this Declaration to reduce or eliminate the risk of exposure of users or occupants of the Property and the environment to the contaminants and to reduce or eliminate the threat of migration of the contaminants.

F. The FDEP has agreed to issue a Site Rehabilitation Completion Order with Conditions (hereinafter "Order") upon recordation of this Declaration. The FDEP can unilaterally revoke the Order if the conditions of this Declaration or of the Order are not met. Additionally, if concentrations of petroleum products increase above the levels approved in the Order, or if a subsequent discharge occurs at the Property, the FDEP may require site rehabilitation to reduce concentrations of petroleum contamination to the levels allowed by the applicable FDEP rules. The Order relating to FDEP Site No. COM_321171 can be found by contacting the appropriate FDEP district office or bureau.

G. GRANTOR deems it desirable and in the best interest of all present and future owners of the Property that an Order be obtained and that the Property be held subject to certain restrictions and engineering controls, all of which are more particularly hereinafter set forth.

NOW, THEREFORE, to induce the FDEP to issue the Order and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the undersigned parties, GRANTOR agrees as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.

2. GRANTOR hereby imposes on the Property the following restrictions and requirements:

a. There shall be no use of the groundwater under the Property. There shall be no drilling for water conducted on the Property, nor shall any wells be installed on the Property, other than monitoring wells pre-approved in writing by FDEP's Division of Waste Management (DWM), in addition to any authorizations required by the Division of Water Resource Management and the Water Management Districts. Additionally, there shall be no stormwater swales, stormwater detention or retention facilities, or ditches on the Property. For any dewatering activities, a plan approved by FDEP's DWM must be in place to address and ensure the appropriate handling, treatment, and disposal of any extracted groundwater that may be contaminated.

b. The area of soil contamination as located on the portion of the Property described as "Soil Contamination Area" in **Exhibit B** attached shall be permanently covered and maintained with an impermeable material that prevents human exposure (hereinafter referred to as "the Engineering Control"). An Engineering Control Maintenance Plan

(ECMP) relating to FDEP Facility No. COM_321171 is attached hereto as **Exhibit C**. The ECMP specifies the frequency of inspections and monitoring for the Engineering Control and the criteria for determining when the Engineering Control has failed. The Engineering Control shall be maintained in accordance with the ECMP as it may be amended upon the prior written consent of the Department.

c. The following uses of the Property are prohibited: agricultural use of the land including forestry, fishing and mining; hotels or lodging; recreational uses including amusement parks, parks, camps, museums, zoos, or gardens; residential uses, and educational uses such as elementary or secondary schools, or day care services. These prohibited uses are specifically defined by using the North American Industry Classification System, United States, 2012 (NAICS), Executive Office of the President, Office of Management and Budget. The prohibited uses by code are: Sector 11 Agriculture, Forestry, Fishing and Hunting; Subsector 212 Mining (except Oil and Gas); Code 512132 Drive-In Motion Picture Theaters; Code 51912 Libraries and Archives; Code 53111 Lessors of Residential Buildings and Dwellings; Subsector 6111 Elementary and Secondary Schools; Subsector 623 Nursing and Residential Care Facilities; Subsector 624 Social Assistance; Subsector 711 Performing Arts, Spectator Sports and Related Industries; Subsector 712 Museums, Historical Sites, and Similar Institutions; Subsector 713 Amusement, Gambling, and Recreation Industries; Subsector 721 Accommodation (hotels, motels, RV parks, etc.); Subsector 813 Religious, Grantmaking, Civic, Professional, and Similar Organizations; and Subsector 814 Private Households.

3. In the remaining paragraphs, all references to "GRANTOR" and "FDEP" shall also mean and refer to their respective successors and assigns.

4. For the purpose of monitoring the restrictions contained herein, FDEP is hereby granted a right of entry upon and access to the Property at reasonable times and with reasonable notice to the GRANTOR. Access to the Property is granted by an adjacent public right-of-way.

5. It is the intention of GRANTOR that this Declaration shall touch and concern the Property, run with the land and with the title to the Property, and shall apply to and be binding upon and inure to the benefit of GRANTOR and FDEP, and to any and all parties hereafter having any right, title or interest in the Property or any part thereof. The FDEP may enforce the terms and conditions of this Declaration by injunctive relief and other appropriate available legal remedies. Any forbearance on behalf of the FDEP to exercise its right in the event of the failure of the GRANTOR to comply with the provisions of this Declaration shall not be deemed or construed to be a waiver of the FDEP's rights hereunder. This Declaration shall continue in perpetuity, unless otherwise modified in writing by GRANTOR and the FDEP as provided in paragraph 7 hereof. These restrictions may also be enforced in a court of competent jurisdiction by any other person, firm, corporation or governmental agency that is substantially benefited by these restrictions. If the GRANTOR does not or will not be able to comply with any or all of the provisions of this Declaration, the GRANTOR shall notify FDEP in writing within three (3) calendar days. Additionally, GRANTOR shall notify FDEP thirty (30) days prior to any conveyance or sale, granting or transferring the Property or portion thereof, to any heirs,

successors, assigns or grantees, including, without limitation, the conveyance of any security interest in said Property.

6. In order to ensure the perpetual nature of these restrictions, GRANTOR shall reference this restriction in any subsequent lease or deed of conveyance, including the recording book and page of record of this Declaration.

7. This Declaration is binding until a release of covenant is executed by the FDEP Secretary (or designee) and is recorded in the public records of the county in which the land is located. To receive prior approval from the FDEP to remove any requirement herein, cleanup target levels established pursuant to Florida Statutes and FDEP rules must have been achieved. This Declaration may be modified in writing only. Any subsequent amendments must be executed by both GRANTOR and the FDEP and be recorded by the real property owner as an amendment hereto.

8. If any provision of this Declaration is held to be invalid by any court of competent jurisdiction, the invalidity of that provision shall not affect the validity of any other provisions of the Declaration. All such other provisions shall continue unimpaired in full force and effect.

9. GRANTOR covenants and represents that on the date of execution of this Declaration that GRANTOR is seized of the Property in fee simple and has good right to create, establish and impose this restrictive covenant on the use of the Property. GRANTOR also covenants and warrants that the Property is free and clear of any and all liens, mortgages or encumbrances that could impair GRANTOR'S rights to impose the restrictive covenant described in this Declaration or that is superior to the restrictive covenant described in this Declaration, unless a joinder and consent, and subordination of such interests, as applicable, is attached hereto.

[THE REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, GRANTOR has executed this instrument, this 10th day of February, 2015.

INDUSTRIAL WATER SERVICES, INC.

By: A Thomas Dudley
A. Thomas Dudley, President
1010 East Adams Street
Jacksonville, Florida 32202

Signed, sealed and delivered in the presence of:

Witnesses:
William Colledge
Print Name: William Colledge

Date: 2-10-2015

Garnetta Hicks
Print Name: Garnetta Hicks

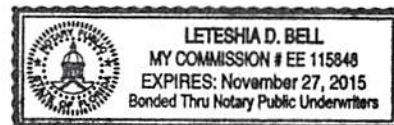
Date: 2-10-2015

STATE OF Florida

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 10th day of February, 2015, by A. Thomas Dudley, who (check one) ☒ is personally known to me, or ☐ has produced a valid driver's license-identification and who has taken an oath.

Leteshia D. Bell
Signature of Notary Public
Printed Name: Leteshia D. Bell
Commission No.: 115848
Commission Expires: 11/27/2015



*

FLORIDA DEPARTMENT OF
ENVIRONMENTAL PROTECTION
By:

Approved as to form by:

Toni L. Sturtevant

Toni Sturtevant, Asst. General Counsel
FDEP - Office of General Counsel

Gregory J. Strong

Gregory J. Strong, District Director
Northeast District
Department of Environmental Protection
8800 Baymeadows Way West, Suite 100
Jacksonville, Florida 32256-7590

Signed, sealed, and delivered in the
presence of:

Roxanne M. Smith

Witness Signature

Roxanne M. Smith

Printed Name

2-23-2015

Date

Linda B. Bratton

Witness Signature

Linda G. Bratton

Printed Name

2-23-2015

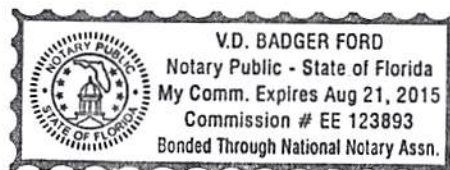
Date

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this *23rd* day of *February*
2015, by GREGORY STRONG, who is personally known to me.

V.D. Badger Ford

Notary Public, State of Florida at Large



*

EXHIBIT "A"

PARCEL 1

That certain piece or parcel of land in the City of Jacksonville, Florida, being part of the D.I. Barton Donation, Section 8, Township 2 South, Range 27 East, Duval County, Florida, being more particularly described as follows:

Commence at the southerly right of way line of 7th Street (formerly Howard Avenue, a 50' right of way as now established) with the westerly right of way of Talleyrand Avenue (a 66' right of way line as now established) for a POINT OF BEGINNING; thence South 00 degrees 37 minutes 30 seconds East, along the westerly right of way line of Talleyrand Avenue, 35.07 feet; thence North 89 degrees 12 minutes 01 seconds West, 675.29 feet; thence North 00 degrees 37 minutes 30 seconds East, 34.97 feet to the southerly right of way line of 7th Street; thence South 89 degrees 12 minutes 20 seconds East, along said southerly right of way line of 7th Street, 674.91 feet to the westerly right of way line of Talleyrand Avenue, also being the point of beginning.

The above lands contain 23,638.73 square feet or 0.54 acres more or less.

Parcel 1 surveyed as per a portion of legal description provided by CSX Transportation.

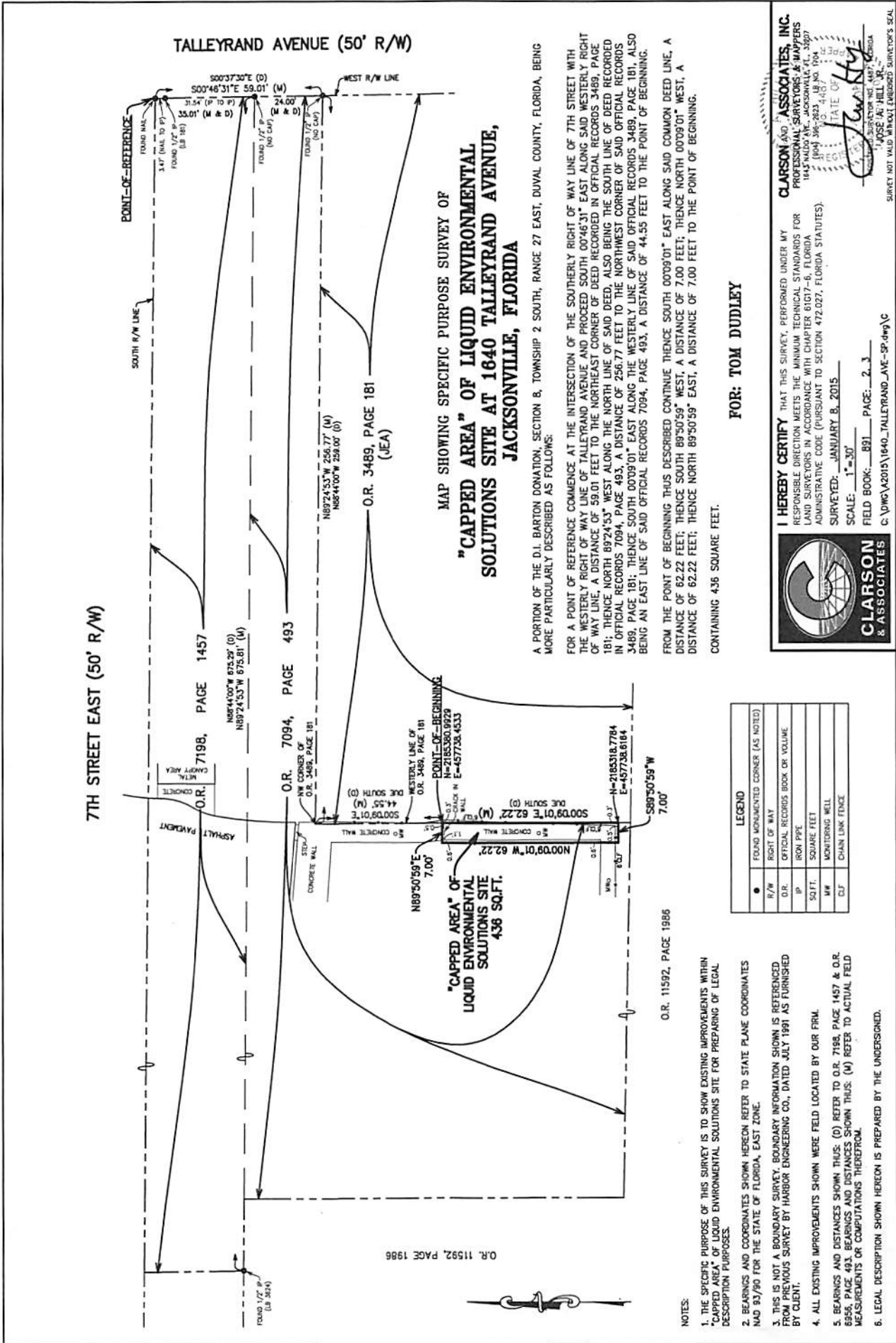
PARCEL 2

That certain piece or parcel of land in the City of Jacksonville, being part of the D.I. BARTON DONATION, Section 8, Township 2 South, Range 27 East, Duval County, Florida, being more particularly described as follows:

Commence at the southerly right of way line of 7th Street (formerly Howard Avenue, a 50' right of way) with the westerly right of way line of Talleyrand Avenue (a 66' right of way); thence SOUTH 00 degrees 37 minutes 30 seconds East 35.07 feet to the POINT OF BEGINNING for Parcel 2; thence North 89 degrees 12 minutes 01 seconds West 578.39 feet; thence South 01 degrees 39 minutes 16 seconds West 133.53 feet; thence South 89 degrees 02 minutes 44 seconds East 325.75 feet; thence North 00 degrees 00 minutes 00 seconds East 110.42 feet; thence South 89 degrees 11 minutes 51 seconds EAST 256.77 feet; thence North 00 degrees 37 minutes 30 seconds West 24.00 feet to the point of beginning.

The above lands contain 49,531.80 square feet or 1.139 acres more or less.

1 § 1



LEGEND	
●	FOUND MONUMENTED CORNER (AS NOTED)
R/W	RIGHT OF WAY
O.R.	OFFICIAL RECORDS BOOK OR VOLUME
SP	IRON PIPE
SQ.FT.	SQUARE FEET
M/W	MONITORING WELL
CLF	CHAIN LINK FENCE

- NOTES:
1. THE SPECIFIC PURPOSE OF THIS SURVEY IS TO SHOW EXISTING IMPROVEMENTS WITHIN "CAPPED AREA" OF LIQUID ENVIRONMENTAL SOLUTIONS SITE FOR PREPARING OF LEGAL DESCRIPTION PURPOSES.
 2. BEARINGS AND COORDINATES SHOWN HEREON REFER TO STATE PLANE COORDINATES NAD 83/90 FOR THE STATE OF FLORIDA, EAST ZONE.
 3. THIS IS NOT A BOUNDARY SURVEY. BOUNDARY INFORMATION SHOWN IS REFERENCED FROM PREVIOUS SURVEY BY HARBOR ENGINEERING CO., DATED JULY 1991 AS FURNISHED BY CLIENT.
 4. ALL EXISTING IMPROVEMENTS SHOWN WERE FIELD LOCATED BY OUR FIRM.
 5. BEARINGS AND DISTANCES SHOWN THUS: (D) REFER TO O.R. 7198, PAGE 1457 & O.R. 6956, PAGE 493. BEARINGS AND DISTANCES SHOWN THUS: (M) REFER TO ACTUAL FIELD MEASUREMENTS OR COMPUTATIONS THEREFROM.
 6. LEGAL DESCRIPTION SHOWN HEREON IS PREPARED BY THE UNDERSIGNED.

FOR: TOM DUDLEY

CLARSON & ASSOCIATES, INC.
 I HEREBY CERTIFY THAT THIS SURVEY, PERFORMED UNDER MY RESPONSIBLE DIRECTION MEETS THE MINIMUM TECHNICAL STANDARDS FOR LAND SURVEYORS IN ACCORDANCE WITH CHAPTER 6107-6, FLORIDA ADMINISTRATIVE CODE (PURSUANT TO SECTION 472.027, FLORIDA STATUTES).
 SURVEYED: JANUARY 8, 2015
 SCALE: 1"=30'
 FIELD BOOK: 891 PAGE: 2, 3
 C:\DWG\2015\1640_TALLEYRAND_AVE--SP.dwg\G

CLARSON & ASSOCIATES, INC.
 PROFESSIONAL SURVEYORS & MAPPERS
 1645 WALDO AVENUE, JACKSONVILLE, FL 32207
 (904) 366-2623 FAX (904) 366-2627
 STATE OF FLORIDA
 J. JOSE "JOE" HELL, JR.
 SURVEY NOT VALID WITHOUT ENDORSED SURVEYOR'S SEAL

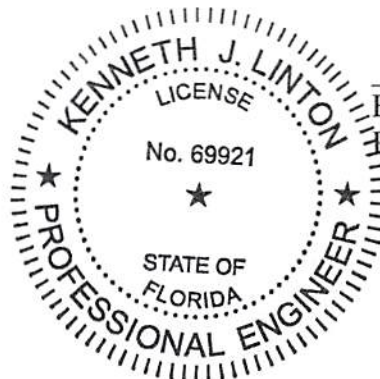
EXHIBIT "C"

ENGINEERING CONTROL MAINTENANCE PLAN

As a condition to the issuance of a site rehabilitation completion order for petroleum-impacted soil at FDEP Site No. COM_321171, the property owner must maintain an engineering control above impacted soil. Specifically, the area of impacted soil must be permanently covered and maintained with an impermeable material that prevents human exposure to impacted soil (the "Engineering Control"). In addition, the property owner must implement this Engineering Control Maintenance Plan ("ECMP") as required by Paragraph 2.b. of the Declaration of Restrictive Covenant recorded on the subject property.

Pursuant to this ECMP, the property owner must conduct maintenance inspections of the Engineering Control. Inspections must be conducted, at a minimum, on an annual basis. If the maintenance inspection identifies cracks or fissures greater than one-quarter (1/4) in width at the Engineering Control, the property owner must immediately endeavor to patch or repair such cracks or fissures with materials similar in nature to that material which comprises the Engineering Control. The property owner must document the annual maintenance inspections by completing the Observation Checklist attached hereto as Exhibit A. Furthermore, the property owner must maintain such documentation onsite such that Florida Department of Environmental Protection personnel may review, as needed.

To the best of my knowledge, the Engineering Control is consistent with commonly accepted engineering practices, is appropriately designed and constructed for its intended purpose, and has been implemented at the property.



By: Kenneth John Linton 2/18/15
Kenneth John Linton
Professional Engineer, State of Florida

ENGINEERING CONTROL OBSERVATION CHECKLIST

OBSERVERS NAME: _____

DATE OF OBSERVATION: _____

OBSERVATION LOCATION: _____

CONDITION	CONDITION RATING	URGENCY RATING	DESCRIPTION AND COMMENTS (including size and length of cracks and/or defects)
GENERAL APPEARANCE			
CLEANLINESS			
BLOCK CRACKING			
DISTORTIONS			
LONGITUNDINAL AND TRAVERSE CRACKING			
WEATHERING/RAVELING/ABRASION/PITTING			
RUTTING & DEPRESSIONS			
SHOVING			
EDGE FAILURE			
SPALLING			
SCALING			

ADDITIONAL COMMENTS AND RECOMMENDATIONS:

CONDITION RATINGS:

- 5 – Excellent condition, pavement has no deficiencies
- 4 – Very good condition, pavement has few minor deficiencies
- 3 – Good condition, pavement has only minor deficiencies
- 2 – Fair condition, 25-50% of pavement has minor deficiencies
- 1 – Poor condition, over 50% of pavement has minor deficiencies
- 0 – Failure, pavement no longer functions and has major deficiencies

URGENCY RATINGS:

- 5 – No scheduled repairs necessary, continue annual inspections
- 4 – Schedule for maintenance next year, continue annual inspections
- 3 – Schedule for maintenance this year, continue annual inspections
- 2 – Schedule for maintenance within next 3 to 6 months, continue annual inspection
- 1 – Schedule for immediate maintenance, continue annual inspections
- 0 – Schedule emergency repairs, continue annual inspections

Exhibit A to ECMP