

BOOK 1084 PAGE 097

DEC 04 2018

3:20 pm

After Recording Return to:
Drexel Chemical Company
P.O. Box 13327
Memphis, TN 38113-0327
ATTN: Leigh Shockey, CEO

CROSS REFERENCE:

County: _____
Deed Book _____
Page(s) _____

Janet Rogers
CLERK, SUPERIOR COURT

Environmental Covenant

This instrument is an Environmental Covenant executed pursuant to the Georgia Uniform Environmental Covenants Act, O.C.G.A. § 44-16-1 *et seq.*, as may be amended from time to time (hereinafter "Act"). This Environmental Covenant is entered into by the entities executing this Environmental Covenant and subjects the property identified below to the activity and/or use limitations and other requirements. This Environmental Covenant further grants such other rights in favor of EPD and Drexel Chemical Company as set forth herein.

Fee Simple Owner(s)/Grantor(s): Drexel Chemical Company
P.O. Box 13327
Memphis, TN 38113-0327
ATTN: Leigh Shockey, CEO

Grantee/Holder with the power to enforce: Drexel Chemical Company
P.O. Box 13327
Memphis, TN 38113-0327
ATTN: Leigh Shockey, CEO

Grantee/Entity with express power to enforce: State of Georgia
Department of Natural Resources
Environmental Protection Division
2 Martin Luther King Jr. Drive, SE
Suite 1456 East Tower
Atlanta, GA 30334

Property Subject

The property subject to this Environmental Covenant is comprised of approximately 9.21 acres of real property located at 120 Cape Road, Cordele, Crisp County, Georgia, which is further identified by the tax parcel ID number(s) below (hereinafter "Property"). Part of the Property was conveyed on February 1, 1985 to Drexel Chemical Company; such conveyance is recorded in Deed Book 170, Page 181, of the Crisp County deed records. Part of the Property was conveyed on November 22, 1985 to Drexel Chemical Company; such conveyance is recorded in Deed Book 174, Page 551 of the Crisp County deed records. Part of the Property was conveyed on October 29, 2009 to Drexel Chemical Company; such conveyance is recorded in Deed Book 837, Page 072 of the Crisp County deed records. The Property is located in Land Lot 87 of the 11th District of Crisp County, Georgia.

The tax parcel of the property is ID number 040 028A of Crisp County, Georgia.

Legal descriptions of the Property and Restricted Use Zone ("RUZ") are attached as Exhibit A.

The RUZ at the Property that will be subject to the activity and use limitations described herein is approximately 0.178 acres lying entirely within the Property. A survey performed by a licensed surveyor, prepared in accordance with the standards specified by the American Land Title Association, showing the Property and the RUZ is attached as Exhibit B.

Environmental Covenant Runs with the Land and is Perpetual

Pursuant to the Act, this Environmental Covenant shall run with the land and shall be perpetual unless terminated or amended pursuant to terms herein or in accordance with provisions of the Act. This Environmental Covenant shall be binding upon Drexel Chemical Company and all successors, assigns and transferees of any interest in the Property or any portion thereof.

Administrative Records

This Environmental Covenant imposes activity and/or use limitations and other requirements on the Property that arise under corrective action performed and/or being performed at the facility/site. Records pertaining to this corrective action are available at the following EPD location(s):

Georgia Environmental Protection Division
Hazardous Site Response Program
Suite 1456, East Tower
2 Martin Luther King Jr. Drive, SW
Atlanta, GA 30334
Monday-Friday 8:00 AM to 4:30 PM, excluding state holidays.

Notice:

This Property has been listed on the State's Hazardous Site Inventory at HSI # 10228 and has been designated as needing corrective action due to the presence of hazardous wastes, hazardous constituents, or hazardous substances regulated under state law. Contact the Property owner or the Georgia Environmental Protection Division for further information concerning this Property. This notice is provided in compliance with the Georgia Hazardous Site Response Act.

Activity and Use Limitations.

The Property is subject to the following activity and/or use limitations:

- (a). Use of the Property. The Property shall be used only for non-residential uses.

(b). Groundwater Limitation. The use or extraction of groundwater beneath the Property for drinking water or for any other non-remedial use shall be prohibited until regulated substances are treated to below the applicable RRS for groundwater.

(c). Groundwater Monitoring. The Owner shall sample and analyze the wells at the Property as specified in the EPD approved Monitoring and Maintenance Plan, attached as Exhibit C.

(d). Management of Soil. Soil excavated from below fifteen (15) feet at the Restricted Use Zone designated in Exhibit B as containing EDB, shall be properly disposed of and shall not be used as fill material at any on-site or off-site location. Activities on the Restricted Use Zone that may interfere with the limitations are prohibited, except for activities for inspection and maintenance, repair and/or replacement of required engineering controls and other proposed activities that have been approved in advance by EPD; approval of such other proposed activities must be requested from EPD in writing at least thirty (30) days prior to the start of such activity.

(e). Annual Certification of Compliance. Annually, but not later than January 30 beginning the first January following the effective date of this Environmental Covenant, the owner of the Property must submit a certification stating that the activity and use limitations in this Environmental Covenant are being abided by, accompanied by the site inspection checklist(s) in the form included in the Monitoring and Maintenance Plan attached to this Environmental Covenant as Exhibit C.

(f). Permanent Markers. A permanent marker shall be installed and maintained at the primary points of entry to the Property specifying the restricted area and its boundaries. Disturbance or removal of such markers is prohibited during the effective term of this Environmental Covenant.

Other Requirements. The Property is subject to the following requirements.

- A. **Notice of Limitations and Requirements in Future Conveyances.** Each instrument hereafter conveying any interest in the Property or any portion thereof that may affect the activity and use limitations described herein shall include a statement that the Property is subject to this Environmental Covenant (and any amendments thereto), the location (County, Deed Book and Page) in the deed records where this Environmental Covenant (and any amendments thereto) is recorded and a copy of this Environmental Covenant (and any amendments thereto).
- B. **Notice to EPD of Future Conveyances.** Within thirty (30) days after each conveyance of a fee simple interest in the Property or any portion thereof, a notice shall be sent to EPD and Drexel Chemical Company. The notice shall include the new owner's name, address, telephone number and other pertinent contact information, the date of the conveyance and the location (County, Deed Book and Page) where the conveyance is recorded, and, if the conveyance is a portion of the Property, a survey map showing the boundaries of the real property conveyed.
- C. **Notice of Change of Use.** The owner of the Property must provide to EPD thirty (30) days advance written notice of the owner's intent to change the use of the Property, to apply for a building permit for construction at the Property, or to perform any site work that will materially affect any required monitoring or maintenance of any institutional or engineering controls described herein.

Environmental Covenant Does Not Authorize Use Otherwise Prohibited

Pursuant to the Act, this Environmental Covenant shall not be construed to authorize a use of the Property that is otherwise prohibited by zoning, ordinance, local law or general law or by a recorded instrument that has priority over this Environmental Covenant.

Rights of Access and Enforcement

Authorized representatives of EPD and Drexel Chemical Company shall have the right to enter the Property at reasonable times in connection with implementation, compliance, or enforcement of this Environmental Covenant, including but not limited to the right to conduct inspections, examine related records, or to take samples.

This Environmental Covenant shall be enforceable by EPD, Drexel Chemical Company and other parties as provided in the Act. Such rights of access and enforcement herein shall not limit EPD's authority under other applicable law.

No Interest in Real Property in EPD

EPD's rights under this Environmental Covenant and the Act shall not be considered an interest in real property.

Recording of Environmental Covenant and Service on Other Persons

Within thirty (30) days after execution of this Environmental Covenant by the Director of EPD, Drexel Chemical Company shall record the Environmental Covenant in every county in which any portion of the Property is located in accordance with the law governing the recording and priority of interest in real property. Within thirty (30) days after recording of the Environmental Covenant, Drexel Chemical Company shall provide a copy of the executed, recorded Environmental Covenant to each of persons or entities identified in O.C.G.A. § 44-16-7.

Representations and Warranties by Grantor(s). Drexel Chemical Company represents and warrants that all of the following are true and correct:

- A. Drexel Chemical Company holds fee simple title to the Property.
- B. Drexel Chemical Company has the authority to enter into this Environmental Covenant, has the authority to grant any rights granted by it within, has the ability to carry out the obligations described within and, based upon information and belief after reasonable inquiry, does not know of any anticipated material change in the practices, ownership, or authority of Drexel Chemical Company that will alter this representation and warranty.
- C. The execution and delivery of this Environmental Covenant and carrying out the obligations described within will not conflict with any of the provisions of the organizational documents, operating agreement of Drexel Chemical Company nor will it violate, contravene and/or constitute a breach or default under any agreement, contract,

order or instrument to which Drexel Chemical Company is a party or by which Drexel Chemical Company may be bound.

- D. There are no persons with existing interests other than fee simple in the Property.
- E. This Environmental Covenant does not authorize a use of the Property that is otherwise prohibited by zoning, ordinance, or by a recorded instrument that has priority over this Environmental Covenant.
- F. At least thirty (30) days prior to presenting this Environmental Covenant to EPD for execution, Drexel Chemical Company served a copy of the proposed final text of this Environmental Covenant on all persons or entities required to be noticed in accordance with O.C.G.A. § 44-16-7.

Submission of Required Documents and Communications

Documents and communications required by this Environmental Covenant shall be submitted to:

Georgia Environmental Protection Division
Branch Chief
Land Protection Branch
2 Martin Luther King Jr. Drive SE
Suite 1054 East Tower
Atlanta, GA 30334

With a copy to:

Drexel Chemical Company
P.O. Box 13327
Memphis, TN 38113-0327
ATTN: Leigh Shockey, CEO

EPD's Environmental Covenants Registry

This Environmental Covenant and any amendment thereto or termination thereof may be included in EPD's registry for environmental covenants.

Severability

Should any provision of this Environmental Covenant be found by a court of competent jurisdiction to be invalid and/or unenforceable in any respect, the remaining provisions shall continue in full force and effect.

Effective Date

This Environmental Covenant shall be effective on the date the fully executed Environmental Covenant is recorded in accordance with O.C.G.A. § 44-16-8(a).

Grantor

Drexel Chemical Company

(Signature)

Signed in the presence of:

Leigh Shockey

Chief Executive Officer

Suzanne Kay Burlew

Unofficial Witness (signature)

Suzanne Kay Burlew

Unofficial Witness (print name)

State of Tennessee

County of Shelby

This instrument was acknowledged before
me this 22nd day of March, 2018 by

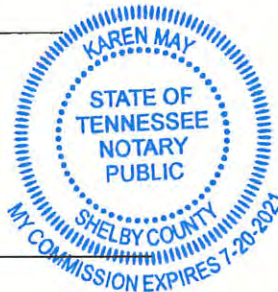
Karen May

☒ Personally Known
☐ Produced Identification

Karen May
Notary Public (Signature)

My Commission Expires:

(NOTARY SEAL)



Grantee/Holder

Drexel Chemical Company

(Signature)

Signed in the presence of:

Leigh Shockey

Chief Executive Officer

Suzanne Kay Burlew

Unofficial Witness (signature)

Suzanne Kay Burlew

Unofficial Witness (print name)

State of Tennessee

County of Shelby

This instrument was acknowledged before
me this 22nd day of March, 2018 by

Karen May

X

Personally Known

Produced Identification

Karen May
Notary Public (Signature)

My Commission Expires:

(NOTARY SEAL)



For the Environmental Protection Division, Department of Natural Resources, State of Georgia,
this 20 day of November, 2018.

R. Dunn
(Signature)

Director, Environmental Protection Division

Signed in the presence of:

Sydney Brogden
Unofficial Witness (signature)
Sydney Brogden
Unofficial Witness (print name)

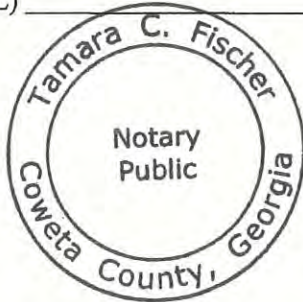
State of Georgia
County of Fulton

This instrument was acknowledged before
me this 20th day of November, 2018 by Richard E. Dunn

☒ Personally Known
☐ Produced Identification

Tamara C. Fischer
Notary Public (Signature)
My Commission Expires: 7-27-2022

(NOTARY SEAL) _____



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EXHIBIT

A

DREXEL FACILITY LEGAL DESCRIPTION

All that tract or parcel of land lying in or being in Land Lot 87, 11th. Land District, Crisp County, Georgia and being more particularly described as follows:

Beginning at the intersection of the East right of way of Cape Road (60' R\W) and the South right of way of C.S.X. Railroad (100' R\W) being marked by an iron rebar said rebar being the POINT OF BEGINNING:

THENCE South 00 degrees 55 minutes 06 seconds West for a distance of 368.51 feet to an iron rebar found;

THENCE South 73 degrees 31 minutes 04 seconds East for a distance of 811.94 feet to a iron rebar found;

THENCE South 73 degrees 31 minutes 04 seconds East for a distance of 341.00 feet to a iron rebar set;

THENCE North 00 degrees 55 minutes 06 seconds East for a distance of 368.51 feet to a iron rebar set on the South right of way of C.S.X. Railroad (100' R\W);

THENCE North 73 degrees 31 minutes 04 seconds West for a distance of 341.00 feet along said right of way of C.S.X. Railroad, to a iron rebar set;

THENCE North 73 degrees 31 minutes 04 seconds West for a distance of 76.50 feet along said right of way of C.S.X. Railroad, to a six inch spike set;

THENCE South 16 degrees 28 minutes 56 seconds West for a distance of 44.00 feet to a paint mark on concrete;

THENCE North 73 degrees 31 minutes 04 seconds West for a distance of 185.00 feet to a paint mark on concrete;

THENCE North 16 degrees 28 minutes 56 seconds East for a distance of 44.00 feet to a 6 inch spike set on the South right of way of C.S.X. Railroad;

THENCE South 73 degrees 31 minutes 04 seconds East for a distance of 550.44 feet along said right of way of C.S.X. Railroad to the POINT OF BEGINNING.

Said tract or parcel of land containing 9.209 Acres.

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RESTRICTED USE ZONE LEGAL DESCRIPTION

All that tract or parcel of land lying in or being in Land Lot 87, 11th. Land District, Crisp County, Georgia and being more particularly described as follows:

Beginning at the intersection of the East right of way of Cape Road (60' R\W) and the South right of way of C.S.X. Railroad (100' R\W) being marked by an iron rebar; THENCE South 73 degrees 31 minutes 04 seconds East for a distance of 550.44 feet along said right of way of C.S.X. Railroad to a 6 inch spike set said spike being the POINT OF BEGINNING;

THENCE South 73 degrees 31 minutes 04 seconds East for a distance of 185.00 feet along said right of way of C.S.X. Railroad to a six inch spike set;

THENCE South 16 degrees 28 minutes 56 seconds West for a distance of 44.00 feet to a paint mark on concrete;

THENCE North 73 degrees 31 minutes 04 seconds West for a distance of 185.00 feet to a paint mark on concrete;

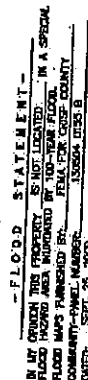
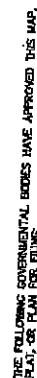
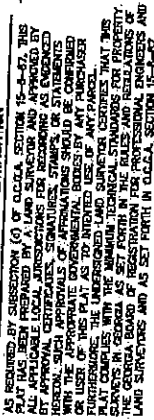
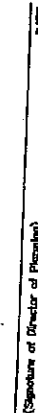
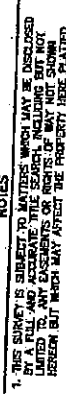
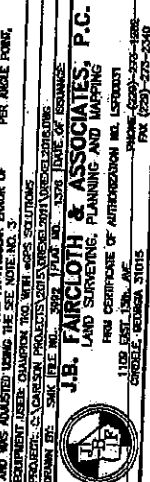
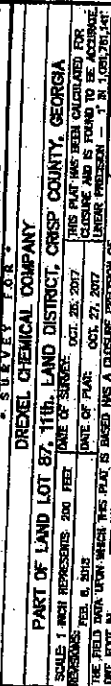
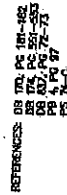
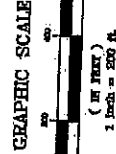
THENCE North 16 degrees 28 minutes 56 seconds East for a distance of 44.00 feet to a 6 inch spike set on the South right of way of C.S.X. Railroad and the POINT OF BEGINNING.

Said tract or parcel of land containing 0.187 Acres.

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EXHIBIT

B



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EXHIBIT

C

DREXEL CHEMICAL COMPANY

120 Cape Road
Cordele, GA 31015

**MONITORING AND MAINTENANCE PLAN
(REVISED)
DREXEL CHEMICAL COMPANY
Cordele, Georgia**

Prepared by:



1050 Crown Pointe Parkway, Suite 550
Atlanta, Georgia 30338
Tel: 404-315-9113

March 2018

MONITORING AND MAINTENANCE PLAN (REVISED)
DREXEL CHEMICAL COMPANY
Cordele, Georgia

Prepared For:

DREXEL CHEMICAL COMPANY
120 Cape Road
Cordele, GA 31015

Prepared By:



400 Northridge Road; Suite 400
Sandy Springs, GA 30350
Tel: 404-315-9113

A handwritten signature in blue ink, reading "Kirk Kessler", positioned above a horizontal line.

Kirk Kessler, P.G.
Principal

A handwritten signature in blue ink, reading "T Bullman", positioned above a horizontal line.

Timmerly Bullman, P.E.
Principal

March 2018

MONITORING AND MAINTENANCE PLAN (REVISED)
DREXEL CHEMICAL COMPANY
Cordele, Georgia

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ATTACHMENTS

Figure 1. Groundwater Monitoring Program
Annual Certification

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1 INTRODUCTION

The Drexel Chemical Company facility located at 120 Cape Road in Cordele, Georgia (Tax Parcel No. 040 028A, the Drexel Facility) will be meeting the requirements of the Georgia Environmental Protection Division (EPD) approved Remediation Plan¹ under the Voluntary Remediation Program (VRP) by using engineering and institutional controls. An Environmental Covenant is being placed on the Drexel Facility. The Environmental Covenant serves as the institutional controls that provides for implementation of this Monitoring and Maintenance (M&M) Plan. This M&M Plan formalizes the ongoing groundwater monitoring and reporting requirements.

¹ The Final Remediation Plan was presented in the Fifth Progress Report in December 2013. The plan was approved by the EPD in a letter dated June 19, 2014.

2 GROUNDWATER MONITORING

2.1 Groundwater Monitoring

The groundwater monitoring program will involve sampling the wells downgradient of the area of elevated 1,2-dibromoethane (EDB) concentrations. The following wells will be sampled: BW-2 (on Drexel Facility), BW-5 (on Drexel Facility), BW-7 (on Drexel Facility) and Well D (on abutting property owned by Drexel). Figure 1 shows the locations of these wells. The samples collected from these wells will be analyzed for EDB. These wells will be sampled once a year for two years (2018 and 2019), then once every-other year (2021 and 2023) for a total of four sampling events in a five year period.

2.2 Well Decommissioning

Once the groundwater monitoring program concludes and the EPD approves, the wells will be decommissioned. The monitoring wells (BW-1, BW-2, BW-3, BW-4, BW-5, BW-6, and BW-7) will be closed in accordance with EPA protocol.

3 PROPERTY MARKER

A granite marker will be set in the ground around the perimeter of the Property. The granite marker serves as notice to anyone working on the Property that the Property is subject to an environmental covenant and that inquiries should be made before conducting any land disturbing activity.

The granite marker should be inspected annually to ensure that the structural integrity and legibility is maintained. Minor cracks should be filled to prevent enlargement. The following would be considered Major Damage:

- crushed, broken, or defaced markers, which either are illegible or allow a significant amount of precipitation infiltration;
- damage in the surrounding asphalt or concrete pad such that the marker can be removed; and
- removed or missing markers.

4 ANNUAL REPORTING AND CERTIFICATION

Annually (by December 31 of each year), Drexel will submit an Annual Report to the EPD. This report will contain any analytical results from the groundwater monitoring program (if collected). The results from the Point of Demonstration (POD) well (BW-7) and the Point of Exposure (POE) well (Well D) will be compared to risk-based standards. At the conclusion of the five year monitoring program, if the POD and POE meet risk-based standards, then groundwater monitoring will cease and all the groundwater monitoring requirements of the M&M plan will have been met. If these wells do not meet the risk-based standards at that time, then additional corrective actions and/or assessment will be evaluated at that time.

Annually (by December 31 of each year), Drexel will submit an Annual Certification to the EPD. The purpose of the Certification is to demonstrate that Drexel is in compliance with the Activity and Use Limitations specified in the Environmental Covenant. An example Annual Certification is attached.

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ATTACHMENT 1

FIGURE 1. GROUNDWATER MONITORING PROGRAM



Groundwater Monitoring Program
Figure No.1

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ATTACHMENT 2

ANNUAL CERTIFICATION

**Drexel Chemical Company
Annual Certification
120 Cape Road, Cordele, GA 31015**

Drexel Chemical Company (Drexel) is the current owner of tax parcels 040 031 ("Drexel Facility") and 040 028 A-J ("Drexel East Property"). The Environmental Covenant for these parcels, recorded on _____, requires that the current property owner certify annually that the Activity and Use Limitations in the Environmental Covenant are being abided by. The following are the activity and use limitations from the Environmental Covenant:

No.	PARCEL	CRITERIA RESPONSE	YES	NO	NOTES
5(a)	Drexel Facility	Does this property meet the definition of non-residential property as defined in HSRA Rule 391-3-19.02(2)? "Non-residential property means any property or portion of a property not currently being used for human habitation or for other purposes with a similar potential for human exposure, at which activities have been or are being conducted that can be categorized in one of the 1987 Standard Industrial Classification major group..."			
5(b)	Drexel Facility	Has groundwater beneath the property been used or extracted for drinking water or any other non-remedial purpose?			
5(b)	Drexel East Property	Has groundwater beneath the property been used or extracted for drinking water or any other non-remedial purpose?			
5(c)	Drexel Facility and Drexel East Property	Has the Monitoring and Maintenance Plan been followed?			

5(d)	Drexel Facility	Has soil been excavated below fifteen feet in the area designated in Figure 1 of the Environmental Covenant and used as fill material at any on-site or off-site location?			
5(e)	CSX	Have wells been observed on the CSX property.			
5(e)	Drexel Additional Property	Any land use changes? Any wells installed?			
5(f)	Drexel Facility	Is the granite marker in good condition and legible?			
Date of Inspection:					
Name of Inspector:					

I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

NAME (Please type or print)

TITLE

SIGNATURE

DATE

EPD Director's Office

2 Martin Luther King, Jr. Drive
Suite 1456, East Tower
Atlanta, Georgia 30334
404-656-8600

February 5, 2024

VIA ELECTRONIC MAIL ONLY

Drexel Chemical Company
c/o Ms. Leigh Shockey, CEO
P.O. Box 13327
1700 Channel Avenue
Memphis, Tennessee 38113

Re: 2023 Annual Certification and Final Groundwater Report
Drexel Chemical Company, HSI# 10228
120 Cape Road, Cordele, Crisp County

Dear Ms. Shankle:

The Georgia Environmental Protection Division (EPD) has reviewed the 2023 Annual Certification dated December 5, 2023, and the Final Groundwater Report dated September 2023 for the above referenced site. After completing our review of the referenced documents, EPD concurs with the findings of the Final Groundwater Report that the POD and POE groundwater monitoring locations meet the established residential risk-based standards for 1,2-dibromoethane (EDB) and the scheduled groundwater monitoring events can cease. The groundwater monitoring requirements established within the Uniform Environmental Covenant and associated Monitoring and Maintenance Plan have been met and the monitoring wells at the site may be closed in compliance with the Georgia Water Well Standards Act, O.C.G.A §12-5-134, and Section 2.8 "Well Decommissioning (Abandonment)" of Guidance for the Design and Installation of Monitoring Wells, which can be found at <http://www.epa.gov/region4/sesd/fbqstp/Design-and-Installation-of-Monitoring-Wells.pdf>.

Pursuant to the *Activity and Use Limitation – Annual Certification of Compliance* condition of the UEC, please submit the next Annual Certification Form to EPD by December 31, 2024. If you have any questions regarding this matter, please contact Vanessa Donnelly of the Response and Remediation Program at (470) 524-0548.

Sincerely,



Kevin Collins
Unit Manager
Response and Remediation Program

Cc: Timmerly Bullman, Montrose Environmental (email)
File: HSI # 10228, File ID 220-0017