



DLA Piper LLP (US)
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
www.dlapiper.com

Michael H. Elam
michael.elam@dlapiper.com
T 312.368.4028
F 312.630.5319

May 5, 2009
VIA HAND DELIVERY

Chief Clerk
Illinois Pollution Control Board
100 West Randolph Street
James R. Thompson Center, Suite 11-500
Chicago, Illinois 60601-3218

PCB09-106

RECEIVED
CLERK'S OFFICE

MAY 05 2009

STATE OF ILLINOIS
Pollution Control Board

**Re: Request for 90-Day Extension of Time to Seek Pollution Control Board
Review Of IEPA March 31, 2009 Letter Decision
BP Products North America – Main Plant
Log No. B-147-CA-72
1191150001 – Madison County**

Dear Chief Clerk:

We represent BP Products North America Inc. ("BP"). On March 31, 2009, the Illinois Environmental Protection Agency ("IEPA") issued a letter decision to BP regarding the above-referenced matter. A copy of that letter decision is enclosed as Exhibit A.

Consistent with the last paragraph of page 4 of that letter decision and in accordance with Section 105.208 of Part 105 of the Pollution Control Board's Rules, BP respectfully seeks a 90-day extension of time to file a petition for review of the March 31, 2009 letter decision.

Please be advised that the IEPA joins in this request for extension of time. The Affidavit of Thomas G. Tunnichiff of Atlantic Richfield, which is enclosed as Exhibit B, confirms that the IEPA has been consulted regarding the extension of time and joins the request.

Please do not hesitate to contact us if you have any questions or require additional information. Thank you.

Regards,
DLA Piper LLP (US)

Michael H. Elam

Enclosures

cc: Thomas G. Tunnichiff
James K. Moore
Stephen F. Nightingale
Ryan Hartley
Rebecca Raftery, Esq.
Harold B. Pomerantz, Esq.
Christopher N. Skey, Esq.

EXHIBIT A



ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 - (217) 782-2829
JAMES R. THOMPSON CENTER, 100 WEST RANDOLPH, SUITE 11-300, CHICAGO, IL 60601 - (312) 814-6026

DOUGLAS P. SCOTT, DIRECTOR

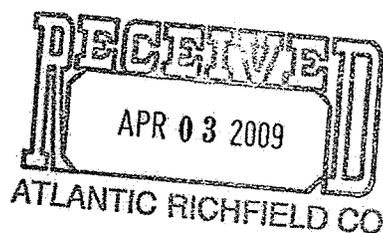
217/524-3300

March 31, 2009

Certified Mail
7007 0220 0000 0040 5656

BP Products North America, Inc.
Attn: Mr. Thomas G. Tunnicliff
301 Evans Avenue
P.O. Box 167
Wood River, Illinois 62095

RE: 1191150001 — Madison County
BP Products North America—Main Plant
Log No. B-147-CA-72
Received: August 22, 2007
RCRA Permit



Dear Mr. Tunnicliff:

This is response to the August 22, 2007 submittal regarding certain aspects of RCRA corrective action at the above-referenced facility made on your behalf by George Varela and Ryan P. Hartley, P.E. of URS Corporation. As you know, this facility is, among other things, currently undergoing corrective action in accordance with a RCRA permit (Log No. B-147 and associated modifications). In a letter dated February 5, 2002, Illinois EPA approved, with conditions and modifications, a plan to: (1) expand the corrective action efforts to include all recognized environmental conditions at the facility; and (2) break the facility up into nineteen parcels and complete corrective action on a parcel by parcel basis (a drawing showing the boundaries of this facility and the nineteen parcels with the facility is attached). One of the main goals of BP's corrective action program is to allow for redevelopment of the subject facility.

The August 22, 2007 submittal included a document discussing options which could be used to transfer certain portions of a facility to another entity for redevelopment purposes and to allow those portions of the facility to be removed from the terms and conditions of the facility's RCRA permit. Illinois EPA's comments on the subject submittal are as follows:

1. As indicated above, the subject RCRA permit and associated corrective action approval letters require BP to conduct corrective action, as appropriate, on all recognized environmental conditions at the subject facility. Compliance with these requirements is the cornerstone of the concept approved in this letter.
2. This letter only addresses and approves the concept of parceling as part of the corrective action process at this facility, either in a horizontal or vertical fashion; it does not approve

EXHIBIT

A

Mr. Thomas G. Tunnicliff

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any of the other concepts discussed in the submittal. "Parceling," for purposes of this letter, shall mean the dividing up of a given property and all rights associated with it into various three-dimensional parcels with defined boundaries above, on and/or below the surface of the earth. The establishment of various parcels at the subject facility will aid in the implementation of corrective action and redevelopment of the facility.

- a. The boundaries of any parcels established in accordance with the process approved by this letter must be defined by a professional land surveyor licensed to practice in the State of Illinois and meet the requirements of all statutes and regulations applicable to such efforts.
 - b. Each parcel eventually established in accordance with the process approved by this letter must obtain an individual and unique Real Estate Tax Index/Parcel Index Number from Madison County.
 - c. At a minimum, BP must maintain ownership of all the subsurface beneath the current boundaries of the subject facility.
3. The first step in the vertical parceling process is to clearly establish the current property boundaries of the facility and identify the boundaries of the current property identification number(s) associated with the subject facility. A drawing presenting this information must be developed in accordance with the provisions set forth in Condition 2.a above and be included in the submittal required by Condition 9 below. The boundaries of the nineteen horizontal parcels already approved by Illinois EPA must be superimposed on this drawing. Legal descriptions of the entire facility and each horizontal parcel must also be provided in this submittal.
 4. The boundaries of any new parcel must first be approved by Illinois EPA before a new parcel index number is obtained for the parcel. It must be noted that Illinois EPA has already approved the boundaries of nineteen horizontal parcels within the facility. Any request for a new parcel must contain a legal description and plot survey for that parcel developed in accordance with Condition 2.a above.
 5. Corrective action efforts within the various parcels must be carried out in accordance with plans and reports approved by Illinois EPA, including all plans and reports approved by Illinois EPA to date regarding corrective action at the subject facility.
 6. Illinois EPA must be able to enforce any efforts necessary to complete corrective action and achieve approved remediation objectives at the subject facility. This can be achieved via Environmental Land Use Controls, ordinances and the facility's RCRA permit. Thus, regarding certain aspects of the subject submittal:

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- a. Much of Note B in Flow Chart 2 is not directly applicable to the process approved by this letter, as it involves responsibilities established only between BP and the perspective purchaser and thus not enforceable by Illinois EPA.
 - b. For the purposes of ensuring compliance with the facility's RCRA permit, sale of a portion of the facility with covenants (an option discussed in the subject submittal) is not an appropriate tool for property disposition, as the covenant will not include the State of Illinois and will not be enforceable by the State.
7. The eventual removal of a given parcel from the terms and conditions of the facility's RCRA permit (so that its ownership can be transferred to another entity) will require that: (1) the parcel first receive a No Further Action determination from Illinois EPA for the soils and, as appropriate, perched water within that parcel; and (2) the permit is modified so that the parcel in question is no longer a part of the facility covered by the permit.
 - a. At a minimum, as part of obtaining a No Further Action determination, an Environmental Land Use Control (ELUC) must be established which allows BP access to that parcel in the future for any groundwater monitoring or remediation efforts. It must be noted that the ELUC may also need to address certain other restrictions required to support Illinois EPA's No further Action Determination.
 - b. To modify the definition of the facility covered by the permit, BP will be required to submit a request to modify the permit in accordance with 35 Ill. Admin. Code 703, Subpart G. Such a request would appear to be a Class 3 modification request. Thus, BP must submit the subject request in accordance with the procedures set forth in 35 Ill. Admin. Code 703.283 or it may request a determination by Illinois EPA that the request be viewed as a Class 1 or Class 2 modification request. If BP requests that the modification be classified as a Class 1 or Class 2 request, then the modification request must contain the necessary information to support the proposed classification.
8. As property (or parcels) with new parcel index numbers are established, it may be necessary to re-file ELUCs which have already been filed with the Madison County Recorder.
 - a. Such an effort is necessary if the new parcel was created from a parcel for which an ELUC was already established.
 - b. In addition to re-filing the required ELUC on the new parcel, it will be necessary to file documentation on the original parcel indicating that the original ELUC no

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longer applies to that parcel (it may also be necessary to file a revised ELUC on the original parcel) identifying any restrictions that still apply to that parcel of land.

9. As stated in Condition 2 above, this letter only approves the concept of parceling the subject facility as part of BPs implementation of the corrective action program required by the facility's RCRA permit. A request to modify the facility's RCRA permit must be submitted to Illinois EPA for review and approval which proposes the procedures to be used in: (1) the parceling effort; and (2) removing a given parcel from the terms and conditions of the permit.
10. In addition to making the proposed modification discussed in Condition 9 above, the permit modification request must also contain a proposal to update the entire corrective action section to reflect the current status of the corrective action program at the facility.
11. The permit modification requests identified in Conditions 9 and 10 appear to be a Class 3 modification request. Thus, BP must submit the subject request in accordance with the procedures set forth in 35 Ill. Admin. Code 703.283 or it request a determination by Illinois EPA that the request be viewed as a Class 1 or Class 2 modification request. If BP requests that the modification be classified as a Class 1 or Class 2 request, then the modification request must contain the necessary information to support the proposed classification.
12. Units at the facility that are former hazardous waste management units closed as landfills and receiving post-closure care in accordance with the subject RCRA permit may not be removed from the permit unless the appropriate requirements of 35 Ill. Admin. Code 724, Subpart G are met.
13. Overall corrective action efforts at the subject facility must meet the requirements of: (1) 35 Ill. Admin, Code 620, 724 and 742; (2) the facility's RCRA permit (Log No. B-147 and associated modifications); and (3) Illinois EPA approval letters regarding such efforts.

This letter shall constitute Illinois EPA's final decision on the subject submittals. Within 35 days after the date of mailing of the Illinois EPA's final decision, the applicant may petition for a hearing before the Illinois Pollution Control Board to contest the decision of the Illinois EPA, however, the 35-day period for petitioning for a hearing may be extended for a period of time not to exceed 90 days by written notice provided to the Board from the applicant and the Illinois EPA within the 35-day initial appeal period.

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Work required by this letter, your submittal or the regulations may also be subject to other laws governing professional services, such as the Illinois Professional Land Surveyor Act of 1989, the Professional Engineering Practice Act of 1989, the Professional Geologist Licensing Act, and the Structural Engineering Licensing Act of 1989. This letter does not relieve anyone from compliance with these laws and the regulations adopted pursuant to these laws. All work that falls within the scope and definitions of these laws must be performed in compliance with them. The Illinois EPA may refer any discovered violation of these laws to the appropriate regulating authority.

If you have any questions regarding this letter, please contact James K. Moore, P.E. at 217/524-3295.

Sincerely,



Stephen F. Nightingale, P.E.
Manager, Permit Section
Bureau of Land

SFN:JKM:mls/093176s.doc

^{JKM}
Attachment: Site Layout Map

cc: Ryan Hartley

EXHIBIT B

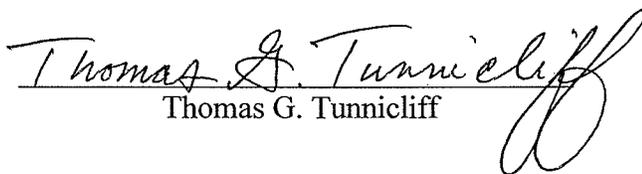
AFFIDAVIT

Thomas G. Tunnicliff, being first duly sworn, on oath deposes and states as follows:

1. I am employed by Atlantic Richfield Company, a BP affiliated company, ("BP") in the position of environmental business manager.

2. On April 3, 2009 I received from the Illinois Environmental Protection Agency a letter dated March 31, 2009 regarding "119115001 – Madison County, BP Products North America – Main Plant, Log No. B-147-CA-72, Received: August 22, 2007, RCRA Permit," which relates to a former BP Refinery in Wood River, Illinois.

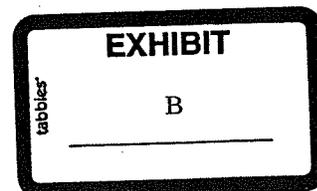
3. In connection with the IEPA's March 31, 2009 letter, I spoke with Mr. James K. Moore, P.E., Manager, Permit Section of the IEPA on April 28, 2009. During that conversation, I requested that Mr. Moore confirm that the IEPA was willing to join a request for a 90 day extension of time for BP to petition the Illinois Pollution Control Board for review of the March 31, 2009 IEPA letter. Mr. Moore did confirm IEPA's willingness to join in the extension request to the extent required by the Pollution Control Board's Rules.


Thomas G. Tunnicliff

Subscribed and sworn to me
this 4th day of May 2009.



OFFICIAL SEAL
Janet L. Sneed
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 01/08/10





CERTIFICATE OF SERVICE

The undersigned, Michael H. Elam, an attorney for BP Products North America Inc., certifies that he caused copies of the attached documents to be served via email and U.S. Mail upon the following persons from 203 N. LaSalle Street, Chicago, Illinois 60601 on May 5, 2009.

Stephen F. Nightingale, P.E.
Manager, Permit Section
Bureau of Land
Illinois Environmental Protection Agency
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

James K. Moore, P.E.
Manager, Permit Section
Bureau of Land
Illinois Environmental Protection Agency
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

A handwritten signature in black ink, appearing to read 'Michael H. Elam', written over a horizontal line.

Michael H. Elam
DLA Piper LLP (US)
203 North LaSalle Street
Chicago, IL 60601
(312) 368-4028
michael.elam@dlapiper.com