

ILLINOIS ENVIRONMENTAL PROTECTION AGENCY  
WATER POLLUTION CONTROL PERMIT

SEP 29 2008

LOG NUMBER: 1168-08

PERMIT NO.: 2008-EB-1166

FINAL PLANS, SPECIFICATIONS, APPLICATION  
AND SUPPORTING DOCUMENTS  
PREPARED BY: Natural Resource Technology, Inc.

DATE ISSUED: September 25, 2008

SUBJECT: MIDWEST GENERATION - Will County Generating Station - Liner Replacement for South Ash Ponds 2  
and 3

PERMITTEE TO CONSTRUCT

Midwest Generation, LLC  
One Financial Place  
440 S. LaSalle Street, Suite 3500  
Chicago, Illinois 60605

Permit is hereby granted to the above designated permittee(s) to construct water pollution control facilities described as follows:

The removal and replacement of the upper two existing layers of lime, fly-ash, and aggregate referred to as Poz-o-Pac and 6 inches of existing fill with a 60 mil High Density Polyethylene (HDPE) Geomembrane liner, a 12 inch thick sand or limestone cushion layer and a 6 inch coarse aggregate warning layer.

Once complete the liner system will consist of 12 inches of Poz-o-Pac, 6 inches of fill, a 60 mil HDPE Geomembrane liner, 12 inch thick sand or limestone cushion layer, and a 6 inch coarse aggregate warning layer. The DMF of 17.3 MGD and working volume of 3.7 million gallons at 1 foot of freeboard for South Ash Pond 2 and DMF of 17.3 MGD and working volume of 4 million gallons at 1 foot of freeboard for the South Ash Pond 3 will remain unchanged.

This Permit is issued subject to the following Special Condition(s). If such Special Condition(s) require(s) additional or revised facilities, satisfactory engineering plan documents must be submitted to this Agency for review and approval for issuance of a Supplemental Permit.

SPECIAL CONDITION 1: All sludges generated on site shall be disposed of at a site and in a manner acceptable to the Agency.

SPECIAL CONDITION 2: The operational portion of this permit shall be governed by NPDES Permit No. ILD064254.

SPECIAL CONDITION 3: The Permittee to Construct shall be responsible for obtaining an NPDES Storm Water Permit prior to initiating construction if the construction activities associated with this project will result in the disturbance of one (1) or more acres total land area.

An NPDES Storm Water Permit may be obtained by submitting a properly completed Notice of Intent (NOI) form by certified mail to the Agency's Division of Water Pollution Control - Permit Section.

Page 1 of 1

THE STANDARD CONDITIONS OF ISSUANCE INDICATED ON THE REVERSE SIDE MUST BE COMPLETED WITH  
IN FULL.  
READ ALL CONDITIONS CAREFULLY.

SAK:JAR:116808.doc

cc: Natural Resource Technology, Inc.  
EPA - Des Plaines FOS  
Records - Industrial  
Binds

DIVISION OF WATER POLLUTION CONTROL

*Alan Keller*  
Alan Keller, P.E.  
Manager Permit Section

MWG13-15\_48604

Baraboo, Wis. 53006

EXHIBIT

MWG 502

**READ ALL CONDITIONS CAREFULLY:  
STANDARD CONDITIONS**

The Illinois Environmental Protection Act (Illinois Revised Statutes Chapter 111-12, Section 103B) grants the Environmental Protection Agency authority to impose conditions on permits which it issues.

1. Unless the construction for which this permit is issued has been completed, this permit will expire (1) two years after the date of issuance for permits to construct sewers or wastewater sources or (2) three years after the date of issuance for permits to construct treatment works or pretreatment works.
2. The construction or development of facilities covered by this permit shall be done in compliance with applicable provisions of Federal laws and regulations, the Illinois Environmental Protection Act, and Rules and Regulations adopted by the Illinois Pollution Control Board.
3. There shall be no deviations from the approved plans and specifications unless a written request for modification of the project, along with plans and specifications as required, shall have been submitted to the Agency and a supplemental written permit issued.
4. The permittee shall allow any agent duly authorized by the Agency upon the presentations of credentials:
  - a. to enter at reasonable times, the permittee's premises where actual or potential effluent, emission or noise sources are located or where any activity is to be conducted pursuant to this permit;
  - b. to have access to and copy at reasonable times any records required to be kept under the terms and conditions of this permit;
  - c. to inspect at reasonable times, including during any hours of operation of equipment constructed or operated under this permit, such equipment or monitoring methodology or equipment required to be kept, used, operated, calibrated and maintained under this permit;
  - d. to obtain and remove at reasonable times samples of any discharge or emission of pollutants;
  - e. to enter at reasonable times and utilize any photographic, recording, testing, monitoring or other equipment for the purpose of preserving, testing, monitoring, or recording any activity, discharge, or emission authorized by this permit.
5. The issuance of this permit:
  - a. shall not be considered as in any manner affecting the title of the premises upon which the permitted facilities are to be located;
  - b. does not release the permittee from any liability for damage to person or property caused by or resulting from the construction, maintenance, or operation of the proposed facilities;
  - c. does not release the permittee from compliance with other applicable statutes and regulations of the United States; of the State of Illinois, or with applicable local laws, ordinances and regulations;
  - d. does not take into consideration or attest to the structural stability of any units or parts of the project;
  - e. in no manner implies or suggests that the Agency (or its officers, agents or employees) assumes any liability, directly or indirectly, for any loss due to damage, installation, maintenance, or operation of the proposed equipment or facility.
6. Unless a joint construction/operation permit has been issued, a permit for operating shall be obtained from the agency before the facility or equipment covered by this permit is placed into operation.
7. These standard conditions shall prevail unless modified by special conditions.
8. The Agency may file a complaint with the Board for suspension or revocation of a permit:
  - a. upon discovery that the permit application contained misrepresentations, misinformation or false statement or that all relevant facts were not disclosed; or
  - b. upon finding that any standard or special conditions have been violated; or
  - c. upon any violation of the Environmental Protection Act or any Rules or Regulation effective thereunder as a result of the construction or development authorized by this permit.