

Exhibit 1

Powerton Generating Station Compliance Commitment Agreement



Electronic Filing Received, Clerk's Office, 11/05/2012
ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 • (217) 782-3397

PAT QUINN, GOVERNOR

JOHN J. KIM, INTERIM DIRECTOR

217-785-0561

October 24, 2012

CERTIFIED MAIL # 7011 1150 0001 0859 0119
RETURN RECEIPT REQUESTED

John Kennedy
Senior Vice President, Generation
235 Remington, Suite A
Bolingbrook, IL 60440

**Re: Compliance Commitment Acceptance
Violation Notice: W-2012-00057
Midwest Generation, LLC, Powerton Generating Station; ID Number: 6282**

Dear Mr. Kennedy:

The Illinois Environmental Protection Agency ("Illinois EPA") has approved the Compliance Commitment Agreement ("CCA") for Midwest Generation, LLC, Powerton Generating Station. Please find enclosed an executed copy of the CCA for your records.

Failure to fully comply with the CCA may, at the sole discretion of the Illinois EPA, result in referral of this matter to the Office of the Attorney General, the State's Attorney or the United States Environmental Protection Agency.

The CCA does not constitute a waiver or modification of the terms and conditions of any license or permit issued by the Illinois EPA or any other unit or department of local, state or federal government or of any local, state or federal statute or regulatory requirement.

Questions regarding this matter should be directed to Andrea Rhodes at 217/785-0561. Written communications should be directed to the Illinois Environmental Protection Agency, Bureau of Water, CAS #19, P.O. Box 19276, Springfield, IL 62794-9276, and all communications shall include reference to your Violation Notice Number W-2012-00057.

Sincerely,

Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

Attachments

cc: Basil G. Constantelos
Maria Race
Susan M. Franzetti

BOW ID: W1798010008 CASE ID: 2012-006

4302 N. Main St., Rockford, IL 61103 (815)987-7760
595 S. State, Elgin, IL 60123 (847)608-3131
2125 S. First St., Champaign, IL 61820 (217)278-5800
2009 Mall St., Collinsville, IL 62234 (618)346-5120

9511 Harrison St., Des Plaines, IL 60016 (847)294-4000
5407 N. University St., Arbor 113, Peoria, IL 61614 (309)693-5462
2309 W. Main St., Suite 116, Marion, IL 62959 (618)993-7200
100 W. Randolph, Suite 11-300, Chicago, IL 60601 (312)814-6026

ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

IN THE MATTER OF:)
)
MIDWEST GENERATION, LLC,)
POWERTON GENERATING STATION)
PEKIN, TAZEWELL COUNTY, IL)
ID NUMBER: 6282)
)
)
)
)
)

RECEIVED

OCT 17 2012

IEPA/CAS

ILLINOIS EPA VN W-2012-00057
BUREAU OF WATER

COMPLIANCE COMMITMENT AGREEMENT

I. Jurisdiction

1. This Compliance Commitment Agreement (“CCA”) is entered into voluntarily by the Illinois Environmental Protection Agency (“Illinois EPA”) and Midwest Generation, LLC, Powerton Generating Station (“Respondent”) (collectively, the “Parties”) under the authority vested in the Illinois EPA pursuant to Section 31(a)(7)(i) of the Illinois Environmental Protection Act (“Act”), 415 ILCS 5/31(a)(7)(i).

II. Allegation of Violations

2. Respondent owns and operates Powerton Generating Station in Pekin, Tazewell County, Illinois (“Powerton”).
3. Pursuant to Violation Notice (“VN”) W-2012-00057 issued on June 11, 2012, the Illinois EPA contends that Respondent has violated the following provisions of the Act and Illinois Pollution Control Board (“Board”) Regulations:
 - a) Operations at ash impoundments have resulted in violations of the Groundwater Quality Standards at monitoring wells MW-1, MW-2, MW-4, MW-5, MW-6, MW-7, MW-8, MW-9, MW-10, MW-11, MW-12, MW-13, MW-14, and MW-15. Section 12 of the Act, 415 ILCS 5/12, 35 Ill. Adm. Code 620.115, 620.301, 620.401, 620.405, and 620.410.

III. Compliance Activities

4. On September 4, 2012, the Illinois EPA received Respondent's response to VN W-2012-00057, which included proposed terms for a CCA. The Illinois EPA has reviewed Respondent's proposed CCA terms, as well as considered whether any additional terms and conditions are necessary to attain compliance with the alleged violations cited in the VN.
5. Respondent agrees to undertake and complete the following actions, which the Illinois EPA has determined are necessary to attain compliance with the allegations contained in VN W-2012-00057:
 - a) The ash ponds at Powerton shall not be used as permanent disposal sites and shall continue to function as treatment ponds to precipitate ash. Ash shall continue to be removed from the ponds on a periodic basis.
 - b) The ash treatment ponds shall be maintained and operated in a manner which protects the integrity of the existing liners. During the removal of ash from the ponds, appropriate procedures shall be followed to protect the integrity of the existing liners, including operating the ash removal equipment in a manner which minimizes the risk of any damage to the liner.
 - c) During the ash removal process, visual inspections of the ponds shall be conducted to identify any signs of a breach in the integrity of the pond liners. In the event that a breach of the pond liners is detected, Midwest Generation shall promptly notify the Illinois EPA and shall implement a corrective action plan for repair or replacement as necessary, of the liner. Upon the Illinois EPA's approval, and the issuance of any necessary construction permit, Midwest Generation will implement the corrective action plan.
 - d) Midwest Generation shall monitor the new well as described in 5(f) below and the existing fifteen groundwater monitoring wells quarterly for constituents in 35 Ill. Adm. Code 620.410(a) and (d), with the exception of radium 226 and 228, and report its findings to the Illinois EPA within 30 days of the end of each quarter. In addition, Midwest Generation shall record and report groundwater elevation and submit a potentiometric surface map with the above quarterly groundwater monitoring report.
 - e) Within 90 days of the effective date of the CCA, Midwest Generation shall submit an application for a construction permit to re-line the Ash Surge Basin and the Secondary Ash Settling Basin at Powerton with a 60 mil thickness high density polyethylene ("HDPE") liner or an Illinois EPA approved equivalent material.
 - f) Midwest Generation shall install an additional groundwater monitoring well south of monitor well 9, in a location approved by the Illinois EPA, to better define up gradient groundwater quality, within 60 days of the effective date of the CCA.

- g) Midwest Generation shall submit an application to establish a GMZ pursuant to 35 Ill. Adm. Code Part 620.250 within 90 days of the effective date of the CCA.
- h) Midwest Generation shall enter into an Environmental Land Use Control (ELUC) to cover the area of the Powerton Station property which is contained within the GMZ. Midwest Generation shall submit a proposed draft ELUC to the Illinois EPA for review and comment within 90 days of the effective date of the CCA.
- i) Midwest Generation shall record the ELUC within 30 days of approval of the ELUC by the Illinois EPA.
- j) Midwest Generation shall establish a GMZ pursuant to 35 Ill. Adm. Code Part 620.250 within one year of the effective date of the CCA.
- k) Once the Ash Surge Basin and the Secondary Ash Settling Basin have been lined and a GMZ and ELUC have been established at Powerton, Midwest Generation shall submit a certification (or a statement) of compliance. Midwest Generation may submit either the attached "Illinois EPA Compliance Statement" or another similar writing to satisfy the statement of compliance within one year of the effective date of the CCA.
- l) Midwest Generation shall not allow the East Yard Run-off Basin to be part of the ash sluicing flow system. Further, Midwest Generation shall submit monitoring results from water contained in the East Yard Run-off Basin proximate to outfall monitoring point 003 within 60 days of the effective date of the CCA. Quarterly monitoring of the East Yard Run-off Basin shall be for the constituents listed in 35 Ill. Adm. Code 620.410(a) and (d) with the exception of radium 226 and radium 228. At the end of four (4) quarters of monitoring, Midwest Generation may request cessation of water monitoring from the East Yard Run-off Basin.
- m) Midwest Generation shall not use any unlined areas for permanent or temporary ash storage or ash handling.

IV. Terms and Conditions

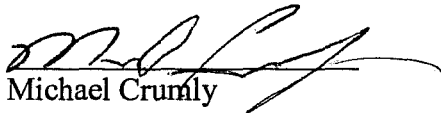
- 6. Respondent shall comply with all provisions of this CCA, including, but not limited to, any appendices to this CCA and all documents incorporated by reference into this CCA. Pursuant to Section 31(a)(10) of the Act, 415 ILCS 5/31(a)(10), if Respondent complies with the terms of this CCA, the Illinois EPA shall not refer the alleged violations that are the subject of this CCA, as described in Section II above, to the Office of the Illinois Attorney General or the State's Attorney of the county in which the alleged violations occurred. Successful completion of this CCA or an amended CCA shall be a factor to be weighed, in favor of the Respondent, by the Office of the Illinois Attorney General in determining whether to file a complaint on its own motion for the violations cited in VN W-2012-00057.

7. This CCA is solely intended to address the violations alleged in Illinois EPA VN W-2012-00057. The Illinois EPA reserves and this CCA is without prejudice to, all rights of the Illinois EPA against Respondent with respect to noncompliance with any term of this CCA, as well as to all other matters. Nothing in this CCA is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which the Illinois EPA may have against Respondent, or any other person as defined by Section 3.315 of the Act, 415 ILCS 5/3.315. This CCA in no way affects the responsibilities of Respondent to comply with any other federal, state or local laws or regulations, including but not limited to the Act, and the Board Regulations [and Permit, if applicable].
8. Pursuant to Section 42(k) of the Act, 415 ILCS 5/42(k), in addition to any other remedy or penalty that may apply, whether civil or criminal, Respondent shall be liable for an additional civil penalty of \$2,000 for violation of any of the terms or conditions of this CCA.
9. This CCA shall apply to and be binding upon the Illinois EPA, and on Respondent and Respondent's officers, directors, employees, agents, successors, assigns, heirs, trustees, receivers, and upon all persons, including but not limited to contractors and consultants, acting on behalf of Respondent, as well as upon subsequent purchasers of Respondent's Powerton in Pekin, Tazewell County, Illinois.
10. In any action by the Illinois EPA to enforce the terms of this CCA, Respondent consents to and agrees not to contest the authority or jurisdiction of the Illinois EPA to enter into or enforce this CCA, and agrees not to contest the validity of this CCA or its terms and conditions.
11. This CCA shall only become effective:
 - a) If, within 30 days of receipt, Respondent executes this CCA and submits it, via certified mail, to Illinois EPA, Bureau of Water, Andrea Rhodes, MC #19, 1021 North Grand Ave East, Springfield, IL 62702. If Respondent fails to execute and submit this CCA within 30 days of receipt, via certified mail, this CCA shall be deemed rejected by operation of law; and
 - b) Upon execution by all Parties.
12. Pursuant to Section 31(a)(7.5) of the Act, 415 ILCS 5/31(a)(7.5), this CCA shall not be amended or modified prior to execution by the Parties. Any amendment or modification to this CCA by Respondent prior to execution by all Parties shall be considered a rejection of the CCA by operation of law. This CCA may only be amended subsequent to its effective date, in writing, and by mutual agreement between the Illinois EPA and Respondent's signatory to this CCA, Respondent's legal representative, or Respondent's agent.

AGREED:

FOR THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY:

BY:



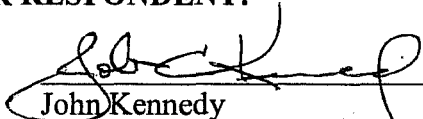
Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

DATE:

10/24/12

FOR RESPONDENT:

BY:



John Kennedy
Senior Vice President, Generation
Midwest Generation, LLC

DATE:

Oct 15, 2012

Illinois EPA Compliance Statement

The owner of the facility must acknowledge that all compliance commitment agreement (CCA) measures have been successfully completed.

Please complete, sign, and return.

I _____ (*print name*), hereby certify that all violations addressed in Violation Notice (VN) number _____ have been addressed and that all CCA measures were completed on _____ (*date*).

Signature

Title

Telephone Number

Date

Be sure to retain copies of this document for your files. Should you need additional notification forms, please contact this office at (217)785-0561. Return this completed form to:

Illinois Environmental Protection Agency
Compliance Assurance Section #19
Bureau of Water
1021 North Grand Avenue East
P.O. Box 19276
Springfield, Illinois 62794-9276

“Any person who knowingly makes a false, fictitious, or fraudulent material statement, orally or in writing, to the Agency,.....related to or required by this Act, a regulation adopted under this Act, any federal law or regulation for which the Agency has responsibility, or any permit, term, or condition thereof, commits a Class 4 felony...” (415 ILCS 5/44(h) (8))

Exhibit 2

Will County Generating Station Compliance Commitment Agreement



Electronic Filing Received Clerk's Office 11/05/2012
ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 • (217) 782-3397

PAT QUINN, GOVERNOR

JOHN J. KIM, INTERIM DIRECTOR

217-785-0561

October 24, 2012

CERTIFIED MAIL # 7011 1150 0001 0859 0096
RETURN RECEIPT REQUESTED

John Kennedy
Senior Vice President, Generation
235 Remington, Suite A
Bolingbrook, IL 60440

**Re: Compliance Commitment Acceptance
Violation Notice: W-2012-00058
Midwest Generation, LLC, Will County Generating Station; ID Number: 6283**

Dear Mr. Kennedy:

The Illinois Environmental Protection Agency ("Illinois EPA") has approved the Compliance Commitment Agreement ("CCA") for Midwest Generation, LLC, Will County Generating Station. Please find enclosed an executed copy of the CCA for your records.

Failure to fully comply with the CCA may, at the sole discretion of the Illinois EPA, result in referral of this matter to the Office of the Attorney General, the State's Attorney or the United States Environmental Protection Agency.

The CCA does not constitute a waiver or modification of the terms and conditions of any license or permit issued by the Illinois EPA or any other unit or department of local, state or federal government or of any local, state or federal statute or regulatory requirement.

Questions regarding this matter should be directed to Andrea Rhodes at 217/785-0561. Written communications should be directed to the Illinois Environmental Protection Agency, Bureau of Water, CAS #19, P.O. Box 19276, Springfield, IL 62794-9276, and all communications shall include reference to your Violation Notice Number W-2012-00058.

Sincerely,

Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

Attachments

cc: Basil G. Constantelos
Maria Race
Susan M. Franzetti

BOW ID: W1978100011 CASE ID: 2012-006

4302 N. Main St., Rockford, IL 61103 (815)987-7760
595 S. State, Elgin, IL 60123 (847)608-3131
2125 S. First St., Champaign, IL 61820 (217)278-5800
2009 Mall St., Collinsville, IL 62234 (618)346-5120

9511 Harrison St., Des Plaines, IL 60016 (847)294-4000
5407 N. University St., Arbor 113, Peoria, IL 61614 (309)693-5462
2309 W. Main St., Suite 116, Marion, IL 62959 (618)993-7200
100 W. Randolph, Suite 11-300, Chicago, IL 60601 (312)814-6026

IN THE MATTER OF:)
)
MIDWEST GENERATION, LLC,)
WILL COUNTY GENERATING STATION))
ROMEOVILLE, WILL COUNTY, IL)
ID NUMBER: 6283)
)
)
)
)
)

RECEIVED

OCT 17 2012

IEPA/CAS

ILLINOIS EPA VN W-2012-00058
BUREAU OF WATER

COMPLIANCE COMMITMENT AGREEMENT

I. Jurisdiction

1. This Compliance Commitment Agreement (“CCA”) is entered into voluntarily by the Illinois Environmental Protection Agency (“Illinois EPA”) and Midwest Generation, LLC, Will County Generating Station (“Respondent”) (collectively, the “Parties”) under the authority vested in the Illinois EPA pursuant to Section 31(a)(7)(i) of the Illinois Environmental Protection Act (“Act”), 415 ILCS 5/31(a)(7)(i).

II. Allegation of Violations

2. Respondent owns and operates Will County Generating Station in Romeoville, Will County, Illinois (“Will County Station”).
3. Pursuant to Violation Notice (“VN”) W-2012-00058 issued on June 11, 2012, the Illinois EPA contends that Respondent has violated the following provisions of the Act and Illinois Pollution Control Board (“Board”) Regulations:
 - a) Operations at ash impoundments have resulted in violations of the Groundwater Quality Standards at monitoring wells MW-1, MW-2, MW-3, MW-4, MW-5, MW-6, MW-7, MW-8, MW-9, and MW-10.
Section 12 of the Act, 415 ILCS 5/12, 35 Ill. Adm. Code 620.115, 620.301, 620.401, 620.405, and 620.410.

III. Compliance Activities

4. On September 4, 2012, and September 27, 2012, the Illinois EPA received Respondent's response and supplemental e-mail response to VN W-2012-00058, which included proposed terms for a CCA. The Illinois EPA has reviewed Respondent's proposed CCA terms, as well as considered whether any additional terms and conditions are necessary to attain compliance with the alleged violations cited in the VN.
5. Respondent agrees to undertake and complete the following actions, which the Illinois EPA has determined are necessary to attain compliance with the allegations contained in VN W-2012-00058:
 - a) The ash ponds at Will County Station shall not be used as permanent disposal sites and shall continue to function as treatment ponds to precipitate ash. Ash shall continue to be removed from the ponds on a periodic basis.
 - b) The ash treatment ponds shall be maintained and operated in a manner which protects the integrity of the existing liners. During the removal of ash from the ponds, appropriate procedures shall be followed to protect the integrity of the existing liners, including operating the ash removal equipment in a manner which minimizes the risk of any damage to the liner.
 - c) During the ash removal process, visual inspections of the ponds shall be conducted to identify any signs of a breach in the integrity of the pond liners. In the event that a breach of the pond liners is detected, Midwest Generation shall promptly notify the Illinois EPA and shall implement a corrective action plan for repair or replacement as necessary, of the liner. Upon the Illinois EPA's approval, and the issuance of any necessary construction permit, Midwest Generation will implement the corrective action plan.
 - d) Midwest Generation shall continue quarterly monitoring of the existing ten groundwater monitoring wells for constituents in 35 Ill. Adm. Code 620.410(a) and (d), with the exception of radium 226 and 228, and report its findings to the Illinois EPA within 30 days of the end of each quarter. In addition, Midwest Generation shall record and report groundwater elevation and submit a potentiometric surface map with the above quarterly groundwater monitoring report.
 - e) Ponds 1 North (1N) and 1 South (1S) shall be removed from service at Will County Station. All process water shall be diverted from ponds 1N and 1S to existing ponds 2 South (2S) and 3 South (3S). A dewatering system shall be developed and implemented which will not allow water to exceed a depth of one foot above the bottom of Ponds 1N and 1S.
 - f) Within 90 days of the effective date of the CCA, Midwest Generation shall submit an application for a construction permit to re-line pond 2S at Will County Station with a 60 mil thickness high density polyethylene ("HDPE") liner or an Illinois EPA approved equivalent material.

Electronic Filing - Received, Clerk's Office, 11/05/2012

- g) Midwest Generation shall submit an application to establish a Groundwater Management Zone (GMZ) pursuant to 35 Ill. Adm. Code Part 620.250 within 90 days of the effective date of the CCA.
- h) Midwest Generation shall enter into an Environmental Land Use Control (ELUC) to cover the area of the Will County Station property which is contained within the GMZ, except for that portion of the GMZ area which is owned by ComEd. Midwest Generation shall submit a proposed draft ELUC to the Illinois EPA for review and comment within 90 days of the effective date of the CCA.
- i) Midwest Generation shall establish a GMZ pursuant to 35 Ill. Adm. Code Part 620.250 and submit a final proposed ELUC, incorporating the completed delineation of the GMZ boundaries, within one year of the effective date of the CCA.
- j) Once ponds 1N and 1S have been taken out of service, a dewatering system has been implemented, pond 2S has been relined with a HDPE liner, and a GMZ and ELUC have been established, Midwest Generation shall submit a certification (or a statement) of compliance. Midwest Generation may submit either the attached "Illinois EPA Compliance Statement" or another similar writing to satisfy the statement of compliance within one year of the effective date of the CCA.

IV. Terms and Conditions

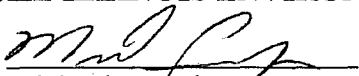
- 6. Respondent shall comply with all provisions of this CCA, including, but not limited to, any appendices to this CCA and all documents incorporated by reference into this CCA. Pursuant to Section 31(a)(10) of the Act, 415 ILCS 5/31(a)(10), if Respondent complies with the terms of this CCA, the Illinois EPA shall not refer the alleged violations that are the subject of this CCA, as described in Section II above, to the Office of the Illinois Attorney General or the State's Attorney of the county in which the alleged violations occurred. Successful completion of this CCA or an amended CCA shall be a factor to be weighed, in favor of the Respondent, by the Office of the Illinois Attorney General in determining whether to file a complaint on its own motion for the violations cited in VN W-2012-00058.
- 7. This CCA is solely intended to address the violations alleged in Illinois EPA VN W-2012-00058. The Illinois EPA reserves and this CCA is without prejudice to, all rights of the Illinois EPA against Respondent with respect to noncompliance with any term of this CCA, as well as to all other matters. Nothing in this CCA is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which the Illinois EPA may have against Respondent, or any other person as defined by Section 3.315 of the Act, 415 ILCS 5/3.315. This CCA in no way affects the responsibilities of Respondent to comply with any other federal, state or local laws or regulations, including but not limited to the Act, and the Board Regulations [and Permit, if applicable].

Electronic Filing - Received, Clerk's Office, 11/05/2012

8. Pursuant to Section 42(k) of the Act, 415 ILCS 5/42(k), in addition to any other remedy or penalty that may apply, whether civil or criminal, Respondent shall be liable for an additional civil penalty of \$2,000 for violation of any of the terms or conditions of this CCA.
9. This CCA shall apply to and be binding upon the Illinois EPA, and on Respondent and Respondent's officers, directors, employees, agents, successors, assigns, heirs, trustees, receivers, and upon all persons, including but not limited to contractors and consultants, acting on behalf of Respondent, as well as upon subsequent purchasers of Respondent's Will County Station in Romeoville, Will County, Illinois.
10. In any action by the Illinois EPA to enforce the terms of this CCA, Respondent consents to and agrees not to contest the authority or jurisdiction of the Illinois EPA to enter into or enforce this CCA, and agrees not to contest the validity of this CCA or its terms and conditions.
11. This CCA shall only become effective:
 - a) If, within 30 days of receipt, Respondent executes this CCA and submits it, via certified mail, to Illinois EPA, Bureau of Water, Andrea Rhodes, MC #19, 1021 North Grand Ave East, Springfield, IL 62702. If Respondent fails to execute and submit this CCA within 30 days of receipt, via certified mail, this CCA shall be deemed rejected by operation of law; and
 - b) Upon execution by all Parties.
12. Pursuant to Section 31(a)(7.5) of the Act, 415 ILCS 5/31(a)(7.5), this CCA shall not be amended or modified prior to execution by the Parties. Any amendment or modification to this CCA by Respondent prior to execution by all Parties shall be considered a rejection of the CCA by operation of law. This CCA may only be amended subsequent to its effective date, in writing, and by mutual agreement between the Illinois EPA and Respondent's signatory to this CCA, Respondent's legal representative, or Respondent's agent.

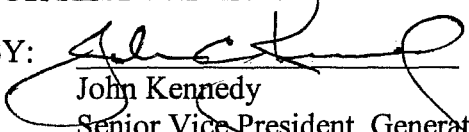
AGREED:

FOR THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY:

BY: 
Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

DATE: 11/24/12

FOR RESPONDENT:

BY: 
John Kennedy
Senior Vice President, Generation
Midwest Generation, LLC

DATE: Oct 15, 2012

Illinois EPA Compliance Statement

The owner of the facility must acknowledge that all compliance commitment agreement (CCA) measures have been successfully completed.

Please complete, sign, and return.

I _____ (*print name*), hereby certify that all violations addressed in Violation Notice (VN) number _____ have been addressed and that all CCA measures were completed on _____ (*date*).

Signature

Title

Telephone Number

Date

Be sure to retain copies of this document for your files. Should you need additional notification forms, please contact this office at (217)785-0561. Return this completed form to:

Illinois Environmental Protection Agency
Compliance Assurance Section #19
Bureau of Water
1021 North Grand Avenue East
P.O. Box 19276
Springfield, Illinois 62794-9276

"Any person who knowingly makes a false, fictitious, or fraudulent material statement, orally or in writing, to the Agency,.....related to or required by this Act, a regulation adopted under this Act, any federal law or regulation for which the Agency has responsibility, or any permit, term, or condition thereof, commits a Class 4 felony..." (415 ILCS 5/44(h) (8))

Exhibit 3

Joliet #29 Generating Station Compliance Commitment Agreement



Illinois Environmental Protection Agency
ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 • (217) 782-3397

PAT QUINN, GOVERNOR

JOHN J. KIM, INTERIM DIRECTOR

217-785-0561

October 24, 2012

CERTIFIED MAIL # 7011 1150 0001 0859 0072
RETURN RECEIPT REQUESTED

John Kennedy
Senior Vice President, Generation
235 Remington, Suite A
Bolingbrook, IL 60440

**Re: Compliance Commitment Acceptance
Violation Notice: W-2012-00059
Midwest Generation, LLC, Joliet #29 Generating Station; ID Number: 6284**

Dear Mr. Kennedy:

The Illinois Environmental Protection Agency ("Illinois EPA") has approved the Compliance Commitment Agreement ("CCA") for Midwest Generation, LLC, Joliet #29 Generating Station. Please find enclosed an executed copy of the CCA for your records.

Failure to fully comply with the CCA may, at the sole discretion of the Illinois EPA, result in referral of this matter to the Office of the Attorney General, the State's Attorney or the United States Environmental Protection Agency.

The CCA does not constitute a waiver or modification of the terms and conditions of any license or permit issued by the Illinois EPA or any other unit or department of local, state or federal government or of any local, state or federal statute or regulatory requirement.

Questions regarding this matter should be directed to Andrea Rhodes at 217/785-0561. Written communications should be directed to the Illinois Environmental Protection Agency, Bureau of Water, CAS #19, P.O. Box 19276, Springfield, IL 62794-9276, and all communications shall include reference to your Violation Notice Number W-2012-00059.

Sincerely,

Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

Attachments

cc: Basil G. Constantelos
Maria Race
Susan M. Franzetti

BOW ID: W1970450047 CASE ID: 2012-006

4302 N. Main St., Rockford, IL 61103 (815)987-7760
595 S. State, Elgin, IL 60123 (847)608-3131
2125 S. First St., Champaign, IL 61820 (217)278-5800
2009 Mall St., Collinsville, IL 62234 (618)346-5120

9511 Harrison St., Des Plaines, IL 60016 (847)294-4000
5407 N. University St., Arbor 113, Peoria, IL 61614 (309)693-5462
2309 W. Main St., Suite 116, Marion, IL 62959 (618)993-7200
100 W. Randolph, Suite 11-300, Chicago, IL 60601 (312)814-6026

ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

RECEIVED

OCT 11 2012

IEPA/CAS

IN THE MATTER OF:)
)
MIDWEST GENERATION, LLC,)
JOLIET #29 GENERATING STATION)
JOLIET, WILL COUNTY, IL)
ID NUMBER: 6284)
)
)
)
)

ILLINOIS EPA VN W-2012-00059
BUREAU OF WATER

COMPLIANCE COMMITMENT AGREEMENT

I. Jurisdiction

1. This Compliance Commitment Agreement ("CCA") is entered into voluntarily by the Illinois Environmental Protection Agency ("Illinois EPA") and Midwest Generation, LLC, Joliet Generating Station ("Respondent") (collectively, the "Parties") under the authority vested in the Illinois EPA pursuant to Section 31(a)(7)(i) of the Illinois Environmental Protection Act ("Act"), 415 ILCS 5/31(a)(7)(i).

II. Allegation of Violations

2. Respondent owns and operates Joliet #29 a power generating station in Joliet, Will County, Illinois ("Joliet #29").
3. Pursuant to Violation Notice ("VN") W-2012-00059 issued on June 11, 2012, the Illinois EPA contends that Respondent has violated the following provisions of the Act and Illinois Pollution Control Board ("Board") Regulations:
 - a) Operations at ash impoundments have resulted in violations of the Groundwater Quality Standards at monitoring wells MW-2, MW-3, MW-4, MW-5, MW-6, MW-7, MW-8, MW-9, MW-10, and MW-11.
Section 12 of the Act, 415 ILCS 5/12, 35 Ill. Adm. Code 620.115, 620.301, 620.401, 620.405, and 620.410.

III. Compliance Activities

4. On August 31, 2012, the Illinois EPA received Respondent's response to VN W-2012-00059, which included proposed terms for a CCA. The Illinois EPA has reviewed Respondent's proposed CCA terms, as well as considered whether any additional terms and conditions are necessary to attain compliance with the alleged violations cited in the VN.
5. Respondent agrees to undertake and complete the following actions, which the Illinois EPA has determined are necessary to attain compliance with the allegations contained in VN W-2012-00059:
 - a) The ash ponds at Joliet #29 shall not be used as permanent disposal sites and shall continue to function as treatment ponds to precipitate ash. Ash shall continue to be removed from the ponds on a periodic basis.
 - b) The ash treatment ponds shall be maintained and operated in a manner which protects the integrity of the existing liners. During the removal of ash from the ponds, appropriate procedures shall be followed to protect the integrity of the existing liners, including operating the ash removal equipment in a manner which minimizes the risk of any damage to the liner.
 - c) During the ash removal process, visual inspections of the ponds shall be conducted to identify any signs of a breach in the integrity of the pond liners. In the event that a breach of the pond liners is detected, Midwest Generation shall promptly notify the Illinois EPA and shall implement a corrective action plan for repair or replacement as necessary, of the liner. Upon the Illinois EPA's approval, and the issuance of any necessary construction permit, Midwest Generation will implement the corrective action plan.
 - d) Midwest Generation shall continue quarterly monitoring of the existing eleven groundwater monitoring wells for constituents in 35 Ill. Adm. Code 620.410(a), with the exception of radium 226 and 228, and report its findings to the Illinois EPA within 30 days of the end of each quarter. In addition, Midwest Generation shall record and report groundwater elevation and submit a potentiometric surface map with the above quarterly groundwater monitoring report.
 - e) Midwest Generation shall submit an application for a construction permit to re-line Pond #3 with a high density polyethylene ("HDPE") liner within 90 days of the effective date of the CCA. A groundwater monitoring schedule shall be included in the construction permit.
 - f) Midwest Generation shall submit an application to establish a Groundwater Management Zone ("GMZ") pursuant to 35 Ill. Adm. Code Part 620.250 within 90 days of the effective date of the CCA.

- g) Midwest Generation shall establish a GMZ pursuant to 35 Ill. Adm. Code Part 620.250 within one year of the effective date of the CCA.
- h) Once Pond #3 has been re-lined with a HDPE liner and a GMZ has been established, Midwest Generation, shall submit a certification (or a statement) of compliance. Midwest Generation may submit either the attached "Illinois EPA Compliance Statement" or another similar writing to satisfy the statement of compliance within one year of the effective date of the CCA.

IV. Terms and Conditions


- 6. Respondent shall comply with all provisions of this CCA, including, but not limited to, any appendices to this CCA and all documents incorporated by reference into this CCA. Pursuant to Section 31(a)(10) of the Act, 415 ILCS 5/31(a)(10), if Respondent complies with the terms of this CCA, the Illinois EPA shall not refer the alleged violations that are the subject of this CCA, as described in Section II above, to the Office of the Illinois Attorney General or the State's Attorney of the county in which the alleged violations occurred. Successful completion of this CCA or an amended CCA shall be a factor to be weighed, in favor of the Respondent, by the Office of the Illinois Attorney General in determining whether to file a complaint on its own motion for the violations cited in VN W-2012-00059.
- 7. This CCA is solely intended to address the violations alleged in Illinois EPA VN W-2012-00059. The Illinois EPA reserves and this CCA is without prejudice to, all rights of the Illinois EPA against Respondent with respect to noncompliance with any term of this CCA, as well as to all other matters. Nothing in this CCA is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which the Illinois EPA may have against Respondent, or any other person as defined by Section 3.315 of the Act, 415 ILCS 5/3.315. This CCA in no way affects the responsibilities of Respondent to comply with any other federal, state or local laws or regulations, including but not limited to the Act, and the Board Regulations [and Permit, if applicable].
- 8. Pursuant to Section 42(k) of the Act, 415 ILCS 5/42(k), in addition to any other remedy or penalty that may apply, whether civil or criminal, Respondent shall be liable for an additional civil penalty of \$2,000 for violation of any of the terms or conditions of this CCA.
- 9. This CCA shall apply to and be binding upon the Illinois EPA, and on Respondent and Respondent's officers, directors, employees, agents, successors, assigns, heirs, trustees, receivers, and upon all persons, including but not limited to contractors and consultants, acting on behalf of Respondent, as well as upon subsequent purchasers of Respondent's Joliet #29 in Joliet, Will County, Illinois.

10. In any action by the Illinois EPA to enforce the terms of this CCA, Respondent consents to and agrees not to contest the authority or jurisdiction of the Illinois EPA to enter into or enforce this CCA, and agrees not to contest the validity of this CCA or its terms and conditions.
11. This CCA shall only become effective:
 - a) If, within 30 days of receipt, Respondent executes this CCA and submits it, via certified mail, to Illinois EPA, Bureau of Water, Andrea Rhodes, MC #19, 1021 North Grand Ave East, Springfield, IL 62702. If Respondent fails to execute and submit this CCA within 30 days of receipt, via certified mail, this CCA shall be deemed rejected by operation of law; and
 - b) Upon execution by all Parties.
12. Pursuant to Section 31(a)(7.5) of the Act, 415 ILCS 5/31(a)(7.5), this CCA shall not be amended or modified prior to execution by the Parties. Any amendment or modification to this CCA by Respondent prior to execution by all Parties shall be considered a rejection of the CCA by operation of law. This CCA may only be amended subsequent to its effective date, in writing, and by mutual agreement between the Illinois EPA and Respondent's signatory to this CCA, Respondent's legal representative, or Respondent's agent.

AGREED:

FOR THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY:

BY:

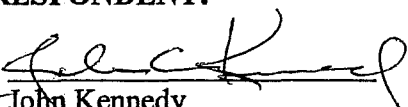

Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

DATE:

10/24/12

FOR RESPONDENT:

BY:


John Kennedy
Senior Vice President, Generation
Midwest Generation, LLC

DATE:

Oct 15, 2012

Illinois EPA Compliance Statement

The owner of the facility must acknowledge that all compliance commitment agreement (CCA) measures have been successfully completed.

Please complete, sign, and return.

I _____ (*print name*), hereby certify that all violations addressed in Violation Notice (VN) number _____ have been addressed and that all CCA measures were completed on _____ (*date*).

Signature

Title

Telephone Number

Date

Be sure to retain copies of this document for your files. Should you need additional notification forms, please contact this office at (217)785-0561. Return this completed form to:

Illinois Environmental Protection Agency
Compliance Assurance Section #19
Bureau of Water
1021 North Grand Avenue East
P.O. Box 19276
Springfield, Illinois 62794-9276

"Any person who knowingly makes a false, fictitious, or fraudulent material statement, orally or in writing, to the Agency,.....related to or required by this Act, a regulation adopted under this Act, any federal law or regulation for which the Agency has responsibility, or any permit, term, or condition thereof, commits a Class 4 felony..." (415 ILCS 5/44(h) (8))

Exhibit 4

Waukegan Generating Station Compliance Commitment Agreement



Electronic Filing - Received, Clerk's Office, 11/05/2012
ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 • (217) 782-3397

PAT QUINN, GOVERNOR

JOHN J. KIM, INTERIM DIRECTOR

217-785-0561

October 24, 2012

CERTIFIED MAIL # 7011 1150 0001 0859 0102
RETURN RECEIPT REQUESTED

John Kennedy
Senior Vice President, Generation
235 Remington, Suite A
Bolingbrook, IL 60440

**Re: Compliance Commitment Acceptance
Violation Notice: W-2012-00056
Midwest Generation, LLC, Waukegan Generating Station; ID Number: 6281**

Dear Mr. Kennedy:

The Illinois Environmental Protection Agency ("Illinois EPA") has approved the Compliance Commitment Agreement ("CCA") for Midwest Generation, LLC, Waukegan Generating Station. Please find enclosed an executed copy of the CCA for your records.

Failure to fully comply with the CCA may, at the sole discretion of the Illinois EPA, result in referral of this matter to the Office of the Attorney General, the State's Attorney or the United States Environmental Protection Agency.

The CCA does not constitute a waiver or modification of the terms and conditions of any license or permit issued by the Illinois EPA or any other unit or department of local, state or federal government or of any local, state or federal statute or regulatory requirement.

Questions regarding this matter should be directed to Andrea Rhodes at 217/785-0561. Written communications should be directed to the Illinois Environmental Protection Agency, Bureau of Water, CAS #19, P.O. Box 19276, Springfield, IL 62794-9276, and all communications shall include reference to your Violation Notice Number W-2012-00056.

Sincerely,

Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

Attachments

cc: Basil G. Constantelos
Maria Race
Susan M. Franzetti

BOW ID: W0971900021 CASE ID: 2012-006

4302 N. Main St., Rockford, IL 61103 (815)987-7760
595 S. State, Elgin, IL 60123 (847)608-3131
2125 S. First St., Champaign, IL 61820 (217)278-5800
2009 Mall St., Collinsville, IL 62234 (618)346-5120

9511 Harrison St., Des Plaines, IL 60016 (847)294-4000
5407 N. University St., Arbor 113, Peoria, IL 61614 (309)693-5462
2309 W. Main St., Suite 116, Marion, IL 62959 (618)993-7200
100 W. Randolph, Suite 11-300, Chicago, IL 60601 (312)814-6026

ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

RECEIVED

OCT 17 2012

IEPA/CAS

IN THE MATTER OF:)
)
MIDWEST GENERATION, LLC,)
WAUKEGAN GENERATING STATION)
WAUKEGAN, LAKE COUNTY, IL)
ID NUMBER: 6281)
)
)
)
)

ILLINOIS EPA VN W-2012-00056
BUREAU OF WATER

COMPLIANCE COMMITMENT AGREEMENT

I. Jurisdiction

1. This Compliance Commitment Agreement (“CCA”) is entered into voluntarily by the Illinois Environmental Protection Agency (“Illinois EPA”) and Midwest Generation, LLC, Waukegan Generating Station (“Respondent”) (collectively, the “Parties”) under the authority vested in the Illinois EPA pursuant to Section 31(a)(7)(i) of the Illinois Environmental Protection Act (“Act”), 415 ILCS 5/31(a)(7)(i).

II. Allegation of Violations

2. Respondent owns and operates Waukegan Generating Station in Waukegan, Lake County, Illinois (“Waukegan Station”).
3. Pursuant to Violation Notice (“VN”) W-2012-00056 issued on June 11, 2012, the Illinois EPA contends that Respondent has violated the following provisions of the Act and Illinois Pollution Control Board (“Board”) Regulations:
 - a) Operations at ash impoundments have resulted in violations of the Groundwater Quality Standards at monitoring wells MW-1, MW-2, MW-3, MW-4, and MW-5. Section 12 of the Act, 415 ILCS 5/12, 35 Ill. Adm. Code 620.115, 620.301, 620.401, 620.405, and 620.410.

III. Compliance Activities

4. On September 4, 2012, the Illinois EPA received Respondent's response to VN W-2012-00056, which included proposed terms for a CCA. The Illinois EPA has reviewed Respondent's proposed CCA terms, as well as considered whether any additional terms and conditions are necessary to attain compliance with the alleged violations cited in the VN.
5. Respondent agrees to undertake and complete the following actions, which the Illinois EPA has determined are necessary to attain compliance with the allegations contained in VN W-2012-00056:
 - a) The ash ponds at Waukegan Station shall not be used as permanent disposal sites and shall continue to function as treatment ponds to precipitate ash. Ash shall continue to be removed from the ponds on a periodic basis.
 - b) The ash treatment ponds shall be maintained and operated in a manner which protects the integrity of the existing liners. During the removal of ash from the ponds, appropriate procedures shall be followed to protect the integrity of the existing liners, including operating the ash removal equipment in a manner which minimizes the risk of any damage to the liner.
 - c) During the ash removal process, visual inspections of the ponds shall be conducted to identify any signs of a breach in the integrity of the pond liners. In the event that a breach of the pond liners is detected, Midwest Generation shall promptly notify the Illinois EPA and shall implement a corrective action plan for repair or replacement as necessary, of the liner. Upon the Illinois EPA's approval, and the issuance of any necessary construction permit, Midwest Generation will implement the corrective action plan.
 - d) Midwest Generation shall install two additional groundwater monitoring wells on the Waukegan Station property, at locations approved by the Illinois EPA, within 90 days of the effective date of the CCA.
 - e) Midwest Generation shall monitor the two new wells and the existing five groundwater monitoring wells quarterly for constituents in 35 Ill. Adm. Code 620.410(a) and (d), with the exception of radium 226 and 228, and report its findings to the Illinois EPA within 30 days of the end of each quarter. In addition, Midwest Generation shall record and report groundwater elevation and submit a potentiometric surface map with the above quarterly groundwater monitoring report.
 - f) Midwest Generation shall enter into an Environmental Land Use Control (ELUC) to cover the remaining Waukegan Station property to the east that is not already included in the existing ComEd Former Tannery Site ELUC. Midwest Generation shall submit a proposed ELUC to the Illinois EPA for review and approval within 90 days of the effective date of the CCA.

- g) Midwest Generation shall record the ELUC within 30 days of approval of the ELUC by the Illinois EPA.
- i) Once the new monitoring wells have been installed and the ELUC has been approved Midwest Generation may submit either the attached "Illinois EPA Compliance Statement" or another similar writing to satisfy the statement of compliance within one year of the effective date of the CCA.

IV. Terms and Conditions

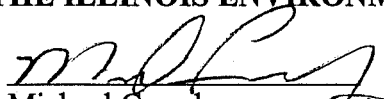
- 6. Respondent shall comply with all provisions of this CCA, including, but not limited to, any appendices to this CCA and all documents incorporated by reference into this CCA. Pursuant to Section 31(a)(10) of the Act, 415 ILCS 5/31(a)(10), if Respondent complies with the terms of this CCA, the Illinois EPA shall not refer the alleged violations that are the subject of this CCA, as described in Section II above, to the Office of the Illinois Attorney General or the State's Attorney of the county in which the alleged violations occurred. Successful completion of this CCA or an amended CCA shall be a factor to be weighed, in favor of the Respondent, by the Office of the Illinois Attorney General in determining whether to file a complaint on its own motion for the violations cited in VN W-2012-00056.
- 7. This CCA is solely intended to address the violations alleged in Illinois EPA VN W-2012-00056. The Illinois EPA reserves and this CCA is without prejudice to, all rights of the Illinois EPA against Respondent with respect to noncompliance with any term of this CCA, as well as to all other matters. Nothing in this CCA is intended as a waiver, discharge, release, or covenant not to sue for any claim or cause of action, administrative or judicial, civil or criminal, past or future, in law or in equity, which the Illinois EPA may have against Respondent, or any other person as defined by Section 3.315 of the Act, 415 ILCS 5/3.315. This CCA in no way affects the responsibilities of Respondent to comply with any other federal, state or local laws or regulations, including but not limited to the Act, and the Board Regulations [and Permit, if applicable].
- 8. Pursuant to Section 42(k) of the Act, 415 ILCS 5/42(k), in addition to any other remedy or penalty that may apply, whether civil or criminal, Respondent shall be liable for an additional civil penalty of \$2,000 for violation of any of the terms or conditions of this CCA.
- 9. This CCA shall apply to and be binding upon the Illinois EPA, and on Respondent and Respondent's officers, directors, employees, agents, successors, assigns, heirs, trustees, receivers, and upon all persons, including but not limited to contractors and consultants, acting on behalf of Respondent, as well as upon subsequent purchasers of Respondent's Waukegan Station in Waukegan, Lake County, Illinois.

10. In any action by the Illinois EPA to enforce the terms of this CCA, Respondent consents to and agrees not to contest the authority or jurisdiction of the Illinois EPA to enter into or enforce this CCA, and agrees not to contest the validity of this CCA or its terms and conditions.
11. This CCA shall only become effective:
 - a) If, within 30 days of receipt, Respondent executes this CCA and submits it, via certified mail, to Illinois EPA, Bureau of Water, Andrea Rhodes, MC #19, 1021 North Grand Ave East, Springfield, IL 62702. If Respondent fails to execute and submit this CCA within 30 days of receipt, via certified mail, this CCA shall be deemed rejected by operation of law; and
 - b) Upon execution by all Parties.
12. Pursuant to Section 31(a)(7.5) of the Act, 415 ILCS 5/31(a)(7.5), this CCA shall not be amended or modified prior to execution by the Parties. Any amendment or modification to this CCA by Respondent prior to execution by all Parties shall be considered a rejection of the CCA by operation of law. This CCA may only be amended subsequent to its effective date, in writing, and by mutual agreement between the Illinois EPA and Respondent's signatory to this CCA, Respondent's legal representative, or Respondent's agent.

AGREED:

FOR THE ILLINOIS ENVIRONMENTAL PROTECTION AGENCY:

BY:

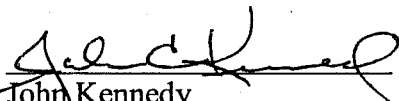

Michael Crumly
Manager, Compliance Assurance Section
Division of Public Water Supplies
Bureau of Water

DATE:

10/24/12

FOR RESPONDENT:

BY:


John Kennedy
Senior Vice President, Generation
Midwest Generation, LLC

DATE:

Oct 15, 2012

Illinois EPA Compliance Statement

The owner of the facility must acknowledge that all compliance commitment agreement (CCA) measures have been successfully completed.

Please complete, sign, and return.

I _____ (*print name*), hereby certify that all violations addressed in Violation Notice (VN) number _____ have been addressed and that all CCA measures were completed on _____ (*date*).

Signature

Title

Telephone Number

Date

Be sure to retain copies of this document for your files. Should you need additional notification forms, please contact this office at (217)785-0561. Return this completed form to:

Illinois Environmental Protection Agency
Compliance Assurance Section #19
Bureau of Water
1021 North Grand Avenue East
P.O. Box 19276
Springfield, Illinois 62794-9276

"Any person who knowingly makes a false, fictitious, or fraudulent material statement, orally or in writing, to the Agency,.....related to or required by this Act, a regulation adopted under this Act, any federal law or regulation for which the Agency has responsibility, or any permit, term, or condition thereof, commits a Class 4 felony..." (415 ILCS 5/44(h) (8))

Exhibit 5

Powerton Generating Station NPDES Permit #IL0002232

Electronic Filing - Received, Clerk's Office, 11/05/2012
ILLINOIS ENVIRONMENTAL PROTECTION AGENCY



1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 - (217) 782-3397
 JAMES R. THOMPSON CENTER, 100 WEST RANDOLPH, SUITE 11-300, CHICAGO, IL 60601 - (312) 814-6026

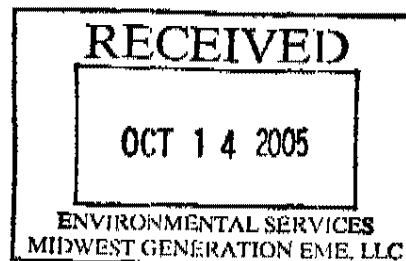
217/782-0610 ROD R. BLAGOJEVICH, GOVERNOR

DOUGLAS P. SCOTT, DIRECTOR

October 11, 2005

Midwest Generation EME, LLC
 440 South LaSalle Street, Suite 3500
 Chicago, Illinois 60605

Re: Midwest Generation EME, LLC
 Powerton Generating Station
 NPDES Permit No. IL0002232
 Final Permit



Gentlemen:

Attached is the final NPDES Permit for your discharge. The Permit as issued covers discharge limitations, monitoring, and reporting requirements. Failure to meet any portion of the Permit could result in civil and/or criminal penalties. The Illinois Environmental Protection Agency is ready and willing to assist you in interpreting any of the conditions of the Permit as they relate specifically to your discharge.

In response to the July 18, 2005 letter from the Permittee, we offer the following similarly numbered comments:

1. We cannot eliminate the "internal" Outfall B02 because the discharge is a Categorical Discharge under 40 CRF 423.12 and the 40 CFR 122 (h) does not allow dilution prior to monitoring.
2. We cannot eliminate the "internal" Outfall A01 for the same reasons as Response 1.
3. We have redesignated Outfalls 003 and 005 to emergency outfalls only.
4. Reference PN/FS, page 2, item (A)(2), we have added "Ash Settling Basin (Alternate)."
5. Reference PN/FS, page 2, item (B)(3), we have changed verbiage to "Use of Outside Demineralizers will be limited to periods of high water need."
6. Reference PN/FS, page 2, item (B)(4), we have changed verbiage to "Remove South Demineralizer Equalization Tank from service."
7. Reference PN/FS, page 2, item (A)(2), we have changed verbiage to "Replace North Demineralizer Equalization Tank."
8. Reference Permit, page 2, Outfall 001, item Total Suspended Solids, under heading Sample Type, we have changed to "24 Hour Composite."
9. Reference Permit, page 5, Outfall A02, item Oil and Grease, under heading Sample Frequency, we have changed to "2/month" and under heading Sample Type, we have changed to "Grab."
10. Reference Permit, page 10, Special Condition 4, has been deleted in its entirety.
11. Reference Permit, page 10, Special Condition 6, we have changed DMR submittals to the 28th of the month.

In response to the September 15, 2005 letter from the Permittee, we offer the following similarly bulleted comments:

- The Outfall 001 location change has been noted in the Public Notice/ Fact Sheet.
- We are unable to resolve the matter pertaining to the an additive requested to be added to the list. Please consider adding this at a later date.



Electronic Filing - Received, Clerk's Office, 11/05/2012
ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276 - (217) 782-3397
 JAMES R. THOMPSON CENTER, 100 WEST RANDOLPH, SUITE 11-300, CHICAGO, IL 60601 - (312) 814-6026

ROD R. BLAGOJEVICH, GOVERNOR

DOUGLAS P. SCOTT, DIRECTOR

- The contributing elements to each outfall has been listed. It is noted that the listing provided in the Application does not fully agree with the drawings submitted for each outfall. Please revise the drawings and listing of contributors to place them in agreement and submit these within six months of the date of this permit for our records. It is important that the drawings and listing use consistent terms and that these agree with the normal terminology used at the Powerton Plant.
- We have evaluated the sampling frequency of all of the outfalls under the Burden Reduction Program. Based on that evaluation, Outfall 001, Oil and grease is the only outfall eligible for a reduction and that reduction has been shown on the Final Permit. All other outfalls presently have the optimum reduced sampling frequency available and no further reduction is available at this time.

The Agency has begun a program allowing the submittal of electronic Discharge Monitoring Reports (eDMRs) instead of paper Discharge Monitoring Reports (DMRs). If you are interested in eDMRs, more information can be found on the Agency website, <http://epa.state.il.us/water/edmr/index.html>. If your facility is not registered in the eDMR program, a supply of preprinted paper DMR Forms for your facility will be sent to you prior to the initiation of DMR reporting under the reissued permit. Additional information and instructions will accompany the preprinted DMRs upon their arrival.

The Permit as issued is effective as of the date indicated on the first page of the Permit. You have the right to appeal any condition of the Permit to the Illinois Pollution Control Board within a 35 day period following the issuance date.

Should you have questions concerning the Permit, please contact Jan A. Nelle at the telephone number indicated above.

Sincerely,

Alan Keller, P.E.
 Manager, Permit Section
 Division of Water Pollution Control

SAK:BAK:JAN:05062801.dlk

Attachment: Final Permit

cc: Records
 Compliance Assurance Section
 Peoria Region
 USEPA

Electronic Filing - Received, Clerk's Office, 11/05/2012

NPDES Permit No. IL0002232

Illinois Environmental Protection Agency

Division of Water Pollution Control

1021 North Grand Avenue East

Post Office Box 19276

Springfield, Illinois 62794-9276

NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM

Reissued (NPDES) Permit

Expiration Date: October 31, 2010

Issue Date: October 11, 2005

Effective Date: November 1, 2005

Name and Address of Permittee:

Midwest Generation EME, LLC
440 South LaSalle Street, Suite 3500
Chicago, Illinois 60605

Facility Name and Address:

Powerton Generating Station
13082 East Mantino Road
Pekin, Illinois 61554
(Tazewell County)

Discharge Number and Name:

- 001 Ash Treatment System Effluent
- A01 Metal cleaning Waste Treatment System Effluent
- 002 Cooling Pond Emergency Overflow
- A02 Coal Pile Runoff Treatment System Effluent
- B02 West Yard Runoff Treatment System Effluent
- 003 East Yard Runoff Treatment System Emergency Overflow
- 004 RBC Sewage Treatment Plant
- 005 Condensate Storage Tank Emergency Overflow

Receiving Waters:

- Illinois River
- Illinois River
- Mackinaw (cut-off) Creek
- Mackinaw (cut-off) Creek
- Mackinaw (cut-off) Creek
- Illinois River
- Illinois River
- Illinois River

In compliance with the provisions of the Illinois Environmental Protection Act, Title 35 of Ill. Adm. Code, Subtitle C and/or Subtitle D, Chapter 1, and the Clean Water Act (CWA), the above-named permittee is hereby authorized to discharge at the above location to the above-named receiving stream in accordance with the standard conditions and attachments herein.

Permittee is not authorized to discharge after the above expiration date. In order to receive authorization to discharge beyond the expiration date, the permittee shall submit the proper application as required by the Illinois Environmental Protection Agency (IEPA) not later than 180 days prior to the expiration date.



Alan Keller, P.E.
Manager, Permit Section
Division of Water Pollution Control

Electronic Filing - Received, Clerk's Office, 11/05/2012

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 001 Ash Treatment System Effluent*

This discharge consists of:

Approximate Flow

- | | |
|---|--------------|
| 1. Bottom Ash and Economizer Ash Sluice Wastewater | 10.9 MGD |
| 2. Alternate Route for Boiler Room Sump | Intermittent |
| 3. Intermittent Route for Boiler Room Floor and Roof Drains | Intermittent |
| 4. Slag Tank Overflow Sump Wastes; Tripper Room Dust Extractor;
Tail End and Tripper Room Washdown; Alternate Route for Boiler
Room Floor Drains; Alternate Route For RO Reject and Cleaning Wastes | 6.2 MGD |
| 5. Demineralizer Sand Filter Backwash | 0.1 MGD |
| 6. East Yard Runoff Basin Effluent | Intermittent |
| 7. Demineralizer Regenerant and RO Wastes to South Equalization Basin;
Alternate Route direct to Ash Treatment | 0.3 MGD |
| 8. Metal Cleaning Wastes Treatment System Effluent | 0.50 MGD |

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow (MGD)**					1/Week	24 Hour Total
pH	See Special Condition 1				1/Week	Grab
Total Suspended Solids***			15	30	2/Month	24 Hour Composite
Oil & Grease			15	20	1/Quarter	Grab

*See Special Condition 9

**Shall be reported as monthly average and daily maximum

***See Special Condition 14

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 3

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): A01 Metal Cleaning Waste Treatment System Effluent This discharge consists of:	Approximate Flow
1. Boiler and Air Heater, Precipitator, and Economizer Wash Water; (Gas Side Boiler Wash Water)	Intermittent
2. Water Side Boiler Cleaning Water	Intermittent
3. Alternate Route for Demineralizer Regenerant Waste and RO Reject and Cleaning Wastes	Intermittent

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow (MGD)*					Daily	24 Hour Total
Total Suspended Solids			15	30	2/Week	24 Hour Composite
Oil and Grease			15	20	2/Week	Grab
Iron			1.0	1.0	2/Week	24 Hour Composite
Copper			0.5	1.0	2/Week	24 Hour Composite

*Shall be reported as monthly average and daily maximum

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 4

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 002 Cooling Pond Emergency Overflow*	Approximate Flow
This discharge consists of:	
1. Condenser Cooling Water	497 MGD/Unit
2. House Service Water	Intermittent
3. Intermittent Ash Treatment System Effluent (Approximately 15%)	7.33 MGD
4. Coal Pile Runoff System Effluent	1.64 MGD
5. West Yard Runoff System Effluent	1.14 MGD
6. Pond Intake Screen Backwash	Intermittent
7. Boiler Drains	Intermittent

PARAMETER	LOAD LIMITS lbs/day		CONCENTRATION		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow (MGD)**					Daily	Estimate
Temperature	See Special Condition 2				Daily	Single Reading

*See Special Condition 9

**Shall be reported as a monthly average and daily maximum

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 5

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): A02 Coal Pile Runoff Treatment System Effluent*

This discharge consists of:

Approximate Flow

- | | |
|--|--------------|
| 1. Crusher Building Area Runoff | Intermittent |
| 2. East & West Coal Pile Runoff | 2.0 MGD |
| 3. Equipment Building Area Runoff | Intermittent |
| 4. Reclaim Hopper and Car Dumper Sumps | Intermittent |
| 5. Fuel Oil Tank Area Runoff | Intermittent |

PARAMETER	LOAD LIMITS lbs/day DAE (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow (MGD)**					Daily	24 Hour Total
pH	See Special Condition No. 1				1/Week	Grab
Total Suspended Solids			15	30	1/Week	24 Hour Composite
Oil & Grease***			15	20	2/month	Grab

*See Special Condition 9

**Shall be reported as a monthly average and daily maximum

***See Special Condition 14

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 6

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): B02 West Yard Runoff Treatment System Effluent*

This discharge consists of:

Approximate Flow

1. West Yard Area Runoff	0.115 MGD
2. North and South 345kV Switchyard Oil Separator Effluents	0.377 MGD
3. Oil Tank Area Oil Separator Effluent	0.205 MGD
4. Crib House Roof and Floor Drains	0.09 MGD
5. Units 5 and 6 Turbine Room Roof and Floor Drains to Oil Separators	0.134 MGD
6. Units 1-4 Area Runoff	0.115 MGD
7. 138kV Switchyard Area Runoff	0.176 MGD
8. Condenser Pit Oil Separator Effluents	Intermittent
9. Parking Area Runoff	0.39 MGD
10. Administration Building Roof and Area Drains	Intermittent

PARAMETER	LOAD LIMITS lbs/day DAE (DME)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow**					Daily	24 Hour Total
pH	See Special Condition 1				1/Week	Grab
Total Suspended Solids***			15	30	2/Month	24 Hour Composite
Oil & Grease***			15	20	2/Month	Grab

*See Special Condition 9

**Shall be reported as a monthly average and daily maximum

***See Special Condition 14

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 7

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 003 East Yard Runoff Treatment System Emergency Overflow*
 This discharge consists of: Approximate Flow

- | | |
|--|--------------|
| 1. East Yard Area Runoff | 1.0 MGD |
| 2. Units 1-4 Roof and Yard Drains | Intermittent |
| 3. Boiler Room Sump Wastes | 0.3 MGD |
| 4. Boiler Room Roof and Building Drains | Intermittent |
| 5. Polymer Building Floor Drains | 0.01 MGD |
| 6. Scrubber and Limestone Building Area Drains | 0.01 MGD |

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow (MGD) **					Daily when Discharging	24 Hour Total
pH	See Special Condition 1				Daily when Discharging	Grab
Total Suspended Solids			15	30	Daily when Discharging	24 Hour Composite
Oil and Grease			15	20	Daily when Discharging	Grab

*See Special Condition 9

**Shall be reported as a monthly average and daily maximum

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 8

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 004 RBC Sewage Treatment Plant Effluent*

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow (MGD)**					Continuous	
pH	See Special Condition 1				1/Week	Grab
Total Suspended Solids***	19	38	30	60	2/Month	24 Hour Composite
BOD***	19	38	30	60	2/Month	24 Hour Composite
Total Residual Chlorine	See Special Condition 11					

*See Special Condition 12

**Shall be reported as a monthly average and daily maximum

***See Special Condition 14

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 9

NPDES Permit No. IL0002232

Effluent Limitations and Monitoring

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 005 Condensate Storage Tank Emergency Overflow

PARAMETER	LOAD LIMITS lbs/day		CONCENTRATION		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Flow (MGD)**					Daily When Discharging	24 Hour Total
pH	See Special Condition 1				Daily when Discharging	Grab
Temperature	See Special Condition 2				Daily when Discharging	Grab

**Shall be reported as a monthly average and daily maximum

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 10

NPDES Permit No. IL0002232

Special Conditions

SPECIAL CONDITION 1. The pH shall be in the range 6.0 to 9.0. The monthly minimum and monthly maximum values shall be reported on the DMR form.

SPECIAL CONDITION 2. Discharge of wastewater from this facility must not alone or in combination with other sources cause the receiving stream to violate the following thermal limitations at the edge of the mixing zone which is defined by Section 302.211, Illinois Administration Code, Title 35, Chapter 1, Subtitle C, as amended:

- A. Maximum temperature rise above natural temperature must not exceed 5°F (2.8°C).
- B. Water temperature at representative locations in the main river shall not exceed the maximum limits in the following table during more than one (1) percent of the hours in the 12-month period ending with any month. Moreover, at no time shall the water temperature at such locations exceed the maximum limits in the following table by more than 3°F (1.7°C). (Main river temperatures are temperatures of those portions of the river essentially similar to and following the same thermal regime as the temperatures of the main flow of the river.)

	<u>Jan.</u>	<u>Feb.</u>	<u>Mar.</u>	<u>April</u>	<u>May</u>	<u>June</u>	<u>July</u>	<u>Aug.</u>	<u>Sept.</u>	<u>Oct.</u>	<u>Nov.</u>	<u>Dec.</u>
°F	60	60	60	90	90	90	90	90	90	90	90	60
°C	16	16	16	32	32	32	32	32	32	32	32	16

- C. The monthly maximum value shall be reported on the DMR form.

SPECIAL CONDITION 3. Samples taken in compliance with the effluent monitoring requirements shall be taken at a point representative of the discharge, but prior to entry into the receiving stream.

SPECIAL CONDITION 4. There shall be no discharge of polychlorinated biphenyl compounds.

SPECIAL CONDITION 5. Intake monitoring at the Powerton Generating Station pursuant to Section 316(b) of the CWA was not required by USEPA in letter to IEPA dated May 29, 1975. It is determined that no intake monitoring or modification is being required by IEPA for reissuance of this NPDES Permit.

SPECIAL CONDITION 6. The Permittee shall record monitoring results on Discharge Monitoring Report (DMR) Forms using one such form for each outfall each month.

In the event that an outfall does not discharge during a monthly reporting period, the DMR Form shall be submitted with no discharge indicated.

The Permittee may choose to submit electronic DMRs (eDMRs) instead of mailing paper DMRs to the IEPA. More information, including registration information for the eDMR program, can be obtained on the IEPA website, <http://www.epa.state.il.us/water/edmr/index.html>.

The completed Discharge Monitoring Report forms shall be submitted to IEPA no later than the 28th day of the following month, unless otherwise specified by the permitting authority.

Permittees not using eDMRs shall mail Discharge Monitoring Reports with an original signature to the IEPA at the following address:

Illinois Environmental Protection Agency
 Division of Water Pollution Control
 1021 North Grand Avenue East
 Post Office Box 19276
 Springfield, Illinois 62794-9276

Attention: Compliance Assurance Section, Mail Code # 19

Electronic Filing - Received, Clerk's Office, 11/05/2012

Page 11

NPDES Permit No. IL0002232

Special Conditions

SPECIAL CONDITION 7. The provisions provided in 40 CFR 122.41 (m) and (n) are applicable to this permit.

SPECIAL CONDITION 8. The use or operation of this facility shall be by or under the supervision of a Certified Class K operator.

SPECIAL CONDITION 9. The Agency has determined that the effluent limitations in this permit constitute BAT/BCT for storm water which is treated in the existing treatment facilities for purposes of this permit reissuance, and no pollution prevention plan will be required for such storm water. In addition to the chemical specific monitoring required elsewhere in this permit, the permittee shall conduct an annual inspection of the facility site to identify areas contributing to a storm water discharge associated with industrial activity, and determine whether any facility modifications have occurred which result in previously-treated storm water discharges no longer receiving treatment. If any such discharges are identified the permittee shall request a modification of this permit within 30 days after the inspection. Records of the annual inspection shall be retained by the permittee for the term of this permit and be made available to the Agency on request.

SPECIAL CONDITION 10. In the event the permittee shall require the use of water treatment additives not previously approved by this Agency, or in the event the permittee increases the feed rate or quantity of the additives used beyond what has previously been approved by this Agency, the permittee shall request a modification in the permit in accordance with the standard conditions, Attachment H.

SPECIAL CONDITION 11. Any use of chlorine to control slime growths odors or as an operational control, etc. shall not exceed the limit of 0.05 mg/l (daily maximum) total residual chlorine in the effluent. Sampling is required on a daily grab basis during the chlorination process. Reporting shall be submitted on the (DMR's) on a monthly basis.

SPECIAL CONDITION 12. Samples of the RBC sewage treatment plant effluent taken in compliance with the effluent monitoring requirements shall be taken at a point representative of the discharge but prior to entry into the Illinois River or the river pump house.

SPECIAL CONDITION 13. If an applicable effluent standard or limitation is promulgated under Sections 301(b)(2)(C) and (D), 304(b)(2), and 307(a)(2) of the Clean Water Act and that effluent standard or limitation is more stringent than any effluent limitation in the permit or controls a pollutant not limited in the NPDES Permit, the Agency shall revise or modify the permit in accordance with the more stringent standard or prohibition and shall so notify the permittee.

SPECIAL CONDITION 14. The Permittee has previously undergone a Monitoring Reduction Review and the sample frequency has been reduced due to sustained compliance. The IEPA will require that the influent and effluent sampling frequency for some parameters be increased if effluent deterioration occurs due to increased wasteload, operational, maintenance or other problems. The increased monitoring will be required Without Public Notice when a permit modification is received by the Permittee from the IEPA.

SPECIAL CONDITION 15. Midwest Generation's Powerton Generating Station has been deemed to have meet the applicable national performance standards and will not be required to demonstrate further that the Powerton Lake Intake Structure meets the specified impingement mortality and entrainment performance standards pursuant to 40 CFR 125.94(a)(1)(I). This determination was made because of the use and operation of the cooling pond. The Permittee shall request and receive modification of this Permit prior to changing the use and operation of the cooling pond. This determination does not relieve the Permittee from submitting pertinent information regarding the Powerton Lake Intake Structure and cooling pond operation with the renewal application for this Permit as required under 40 CFR 122.21(r)(2), (3) and (5).

Electronic Filing - Received, Clerk's Office, 11/05/2012

ATTACHMENT H

Standard Conditions

Definitions

Act means the Illinois Environmental Protection Act, Ch. 111 1/2 Ill. Rev. Stat., Sec. 1001-1052 as Amended.

Agency means the Illinois Environmental Protection Agency.

Board means the Illinois Pollution Control Board.

Clean Water Act (formerly referred to as the Federal Water Pollution Control Act) means Pub. L. 92-500, as amended, 33 U.S.C. 1251 et seq.

NPDES (National Pollutant Discharge Elimination System) means the national program for issuing, modifying, revoking and reissuing, terminating, monitoring and enforcing permits, and imposing and enforcing pretreatment requirements, under Sections 307, 402, 318 and 405 of the Clean Water Act.

USEPA means the United States Environmental Protection Agency.

Daily Discharge means the discharge of a pollutant measured during a calendar day or any 24-hour period that reasonably represents the calendar day for purposes of sampling. For pollutants with limitations expressed in units of mass, the "daily discharge" is calculated as the total mass of the pollutant discharged over the day. For pollutants with limitations expressed in other units of measurements, the "daily discharge" is calculated as the average measurement of the pollutant over the day.

Maximum Daily Discharge Limitation (daily maximum) means the highest allowable daily discharge.

Average Monthly Discharge Limitation (30 day average) means the highest allowable average of daily discharges over a calendar month, calculated as the sum of all daily discharges measured during a calendar month divided by the number of daily discharges measured during that month.

Average Weekly Discharge Limitation (7 day average) means the highest allowable average of daily discharges over a calendar week, calculated as the sum of all daily discharges measured during a calendar week divided by the number of daily discharges measured during that week.

Best Management Practices (BMPs) means schedules of activities, prohibitions of practices, maintenance procedures, and other management practices to prevent or reduce the pollution of waters of the State. BMPs also include treatment requirements, operating procedures, and practices to control plant site runoff, spillage or leaks, sludge or waste disposal, or drainage from raw material storage.

Aliquot means a sample of specified volume used to make up a total composite sample.

Grab Sample means an individual sample of at least 100 milliliters collected at a randomly-selected time over a period not exceeding 15 minutes.

24 Hour Composite Sample means a combination of at least 8 sample aliquots of at least 100 milliliters, collected at periodic intervals during the operating hours of a facility over a 24-hour period.

8 Hour Composite Sample means a combination of at least 3 sample aliquots of at least 100 milliliters, collected at periodic intervals during the operating hours of a facility over an 8-hour period.

Flow Proportional Composite Sample means a combination of sample aliquots of at least 100 milliliters collected at periodic intervals such that either the time interval between each aliquot or the volume of each aliquot is proportional to either the stream flow at the time of sampling or the total stream flow since the collection of the previous aliquot.

(1) **Duty to comply.** The permittee must comply with all conditions of this permit. Any permit noncompliance constitutes a violation of the Act and is grounds for enforcement action, permit termination, revocation and reissuance, modification, or for denial of a permit renewal application. The permittee shall comply with effluent standards or prohibitions established under Section 307(a) of the Clean Water Act for toxic pollutants within the time provided in the regulations that establish these standards or prohibitions, even if the permit has not yet been modified to incorporate the requirement.

(2) **Duty to reapply.** If the permittee wishes to continue an activity regulated by this permit after the expiration date of this permit, the permittee must apply for and obtain a new permit. If the permittee submits a proper application as required by the Agency no later than 180 days prior to the expiration date, this permit shall continue in full force and effect until the final Agency decision on the application has been made.

(3) **Need to halt or reduce activity not a defense.** It shall not be a defense for a permittee in an enforcement action that it would have been necessary to halt or reduce the permitted activity in order to maintain compliance with the conditions of this permit.

(4) **Duty to mitigate.** The permittee shall take all reasonable steps to minimize or prevent any discharge in violation of this permit which has a reasonable likelihood of adversely affecting human health or the environment.

(5) **Proper operation and maintenance.** The permittee shall at all times properly operate and maintain all facilities and systems of treatment and control (and related appurtenances) which are installed or used by the permittee to achieve compliance with the conditions of this permit. Proper operation and maintenance includes effective performance, adequate funding, adequate operator staffing and training, and adequate laboratory and process controls, including appropriate quality assurance procedures. This provision requires the operation of back-up, or auxiliary facilities, or similar systems only when necessary to achieve compliance with the conditions of the permit.

(6) **Permit actions.** This permit may be modified, revoked and reissued, or terminated for cause by the Agency pursuant to 40 CFR 122.62. The filing of a request by the permittee for a permit modification, revocation and reissuance, or termination, or a notification of planned changes or anticipated noncompliance, does not stay any permit condition.

(7) **Property rights.** This permit does not convey any property rights of any sort, or any exclusive privilege.

(8) **Duty to provide information.** The permittee shall furnish to the Agency within a reasonable time, any information which the Agency may request to determine whether cause exists for modifying, revoking and reissuing, or terminating this permit, or to determine compliance with the permit. The permittee shall also furnish to the Agency, upon request, copies of records required to be kept by this permit.

(9) **Inspection and entry.** The permittee shall allow an authorized representative of the Agency, upon the presentation of credentials and other documents as may be required by law, to:

(a) Enter upon the permittee's premises where a regulated facility or activity is located or conducted, or where records must be kept under the conditions of this permit;

(b) Have access to and copy, at reasonable times, any records that must be kept under the conditions of this permit;

(c) Inspect at reasonable times any facilities, equipment (including monitoring and control equipment), practices, or operations regulated or required under this permit; and

(d) Sample or monitor at reasonable times, for the purpose of assuring permit compliance, or as otherwise authorized by the Act, any substances or parameters at any location.

(10) **Monitoring and records.**

(a) Samples and measurements taken for the purpose of monitoring shall be representative of the monitored activity.

(b) The permittee shall retain records of all monitoring information, including all calibration and maintenance records, and all original strip chart recordings for continuous monitoring instrumentation, copies of all reports required by this permit, and records of all data used to complete the application for this permit, for a period of at least 3 years from the date of this permit, measurement, report or application. This period may be extended by request of the Agency at any time.

(c) Records of monitoring information shall include:

(1) The date, exact place, and time of sampling or measurements;

(2) The individual(s) who performed the sampling or measurements;

(3) The date(s) analyses were performed;

(4) The individual(s) who performed the analyses;

(5) The analytical techniques or methods used; and

(6) The results of such analyses.

(d) Monitoring must be conducted according to test procedures approved under 40 CFR Part 138, unless other test procedures have been specified in this permit. Where no test procedure under 40 CFR Part 138 has been approved, the permittee must submit to the Agency a test method for approval. The permittee shall calibrate and perform maintenance procedures on all monitoring and analytical instrumentation at intervals to ensure accuracy of measurements.

(11) **Signatory requirement.** All applications, reports or information submitted to the Agency shall be signed and certified.

(a) **Application.** All permit applications shall be signed as follows:

(1) **For a corporation:** by a principal executive officer of at least the level of vice president or a person or position having overall responsibility for environmental matters for the corporation;

(2) **For a partnership or sole proprietorship:** by a general partner or the proprietor, respectively; or

(3) **For a municipality, State, Federal, or other public agency:** by either a principal executive officer or ranking elected official.

(b) **Reports.** All reports required by permits, or other information requested by the Agency shall be signed by a person described in paragraph (a) or by a duly authorized representative of that person. A person is a duly authorized representative only if:

(1) The authorization is made in writing by a person described in paragraph (a); and

(2) The authorization specifies either an individual or a position responsible for the overall operation of the facility, from which the discharge originates, such as a plant manager, superintendent or person of equivalent responsibility; and

(3) The written authorization is submitted to the Agency.

Electronic Filing - Received, Clerk's Office, 11/05/2012

- (c) **Changes of Authorization.** If an authorization under (b) is no longer accurate because a different individual or position has responsibility for the overall operation of the facility, a new authorization satisfying the requirements of (b) must be submitted to the Agency prior to or together with any reports, information, or applications to be signed by an authorized representative.
- (12) **Reporting requirements.**
- (a) **Planned changes.** The permittee shall give notice to the Agency as soon as possible of any planned physical alterations or additions to the permitted facility.
- (b) **Anticipated noncompliance.** The permittee shall give advance notice to the Agency of any planned changes in the permitted facility or activity which may result in noncompliance with permit requirements.
- (c) **Compliance schedules.** Reports of compliance or noncompliance with, or any progress reports on, interim and final requirements contained in any compliance schedule of this permit shall be submitted no later than 14 days following each schedule date.
- (d) **Monitoring reports.** Monitoring results shall be reported at the intervals specified elsewhere in this permit.
- (1) **Monitoring results must be reported on a Discharge Monitoring Report (DMR).**
- (2) **If the permittee monitors any pollutant more frequently than required by the permit, using test procedures approved under 40 CFR 136 or as specified in the permit, the results of this monitoring shall be included in the calculation and reporting of the data submitted in the DMR.**
- (3) **Calculations for all limitations which require averaging of measurements shall utilize an arithmetic mean unless otherwise specified by the Agency in the permit.**
- (e) **Twenty-four hour reporting.** The permittee shall report any noncompliance which may endanger health or the environment. Any information shall be provided orally within 24 hours from the time the permittee becomes aware of the circumstances. A written submission shall also be provided within 5 days of the time the permittee becomes aware of the circumstances. The written submission shall contain a description of the noncompliance and its cause; the period of noncompliance, including exact dates and times; and if the noncompliance has not been corrected, the anticipated time it is expected to continue; and steps taken or planned to reduce, eliminate, and prevent recurrence of the noncompliance. The following shall be included as information which must be reported within 24 hours:
- (1) Any unanticipated bypass which exceeds any effluent limitation in the permit;
- (2) Violation of a maximum daily discharge limitation for any of the pollutants listed by the Agency in the permit to be reported within 24 hours;
- The Agency may waive the written report on a case-by-case basis if the oral report has been received within 24 hours.
- (f) **Other noncompliance.** The permittee shall report all instances of noncompliance not reported under paragraphs (12)(c), (d), or (e), at the time monitoring reports are submitted. The reports shall contain the information listed in paragraph (12)(e).
- (g) **Other information.** Where the permittee becomes aware that it failed to submit any relevant facts in a permit application, or submitted incorrect information in a permit application, or in any report to the Agency, it shall promptly submit such facts or information.
- (13) **Transfer of permits.** A permit may be automatically transferred to a new permittee if:
- (a) The current permittee notifies the Agency at least 30 days in advance of the proposed transfer date;
- (b) The notice includes a written agreement between the existing and new permittees containing a specific date for transfer of permit responsibility, coverage and liability between the current and new permittees; and
- (c) The Agency does not notify the existing permittee and the proposed new permittee of its intent to modify or revoke and reissue the permit. If this notice is not received, the transfer is effective on the date specified in the agreement.
- (14) **All manufacturing, commercial, mining, and silvicultural dischargers must notify the Agency as soon as they know or have reason to believe:**
- (a) That any activity has occurred or will occur which would result in the discharge of any toxic pollutant identified under Section 307 of the Clean Water Act which is not limited in the permit, if that discharge will exceed the highest of the following notification levels:
- (1) One hundred micrograms per liter (100 ug/l);
- (2) Two hundred micrograms per liter (200 ug/l) for acrolain and acrylonitrile; five hundred micrograms per liter (500 ug/l) for 2,4-dinitrophenol and for 2-methyl-4,6-dinitrophenol; and one milligram per liter (1 mg/l) for antimony;
- (3) Five (5) times the maximum concentration value reported for that pollutant in the NPDES permit application; or
- (4) The level established by the Agency in this permit.
- (b) That they have begun or expect to begin to use or manufacture as an intermediate or final product or byproduct any toxic pollutant which was not reported in the NPDES permit application.
- (15) **All Publicly Owned Treatment Works (POTWs) must provide adequate notice to the Agency of the following:**
- (a) Any new introduction of pollutants into that POTW from an indirect discharger which would be subject to Sections 301 or 306 of the Clean Water Act if it were directly discharging those pollutants; and
- (b) Any substantial change in the volume or character of pollutants being introduced into that POTW by a source introducing pollutants into the POTW at the time of issuance of the permit.
- (c) For purposes of this paragraph, adequate notice shall include information on (i) the quality and quantity of effluent introduced into the POTW, and (ii) any anticipated impact of the change on the quantity or quality of effluent to be discharged from the POTW.
- (16) **If the permit is issued to a publicly owned or publicly regulated treatment works, the permittee shall require any industrial user of such treatment works to comply with federal requirements concerning:**
- (1) User charges pursuant to Section 204(b) of the Clean Water Act, and applicable regulations appearing in 40 CFR 35;
- (2) Toxic pollutant effluent standards and pretreatment standards pursuant to Section 307 of the Clean Water Act; and
- (3) Inspection, monitoring and entry pursuant to Section 308 of the Clean Water Act.
- (17) **If an applicable standard or limitation is promulgated under Section 301(b)(2)(C) and (D), 304(b)(2), or 307(a)(2) and that effluent standard or limitation is more stringent than any effluent limitation in the permit, or controls a pollutant not limited in the permit, the permit shall be promptly modified or revoked, and released to conform to that effluent standard or limitation.**
- (18) **Any authorization to construct issued to the permittee pursuant to 35 Ill. Adm. Code 308.154 is hereby incorporated by reference as a condition of this permit.**
- (19) **The permittee shall not make any false statement, representation or certification in any application, record, report, plan or other document submitted to the Agency or the USEPA, or required to be maintained under this permit.**
- (20) **The Clean Water Act provides that any person who violates a permit condition implementing Sections 301, 302, 308, 307, 308, 318, or 406 of the Clean Water Act is subject to a civil penalty not to exceed \$10,000 per day of such violation. Any person who willfully or negligently violates permit conditions implementing Sections 301, 302, 308, 307, or 308 of the Clean Water Act is subject to a fine of not less than \$2,500, nor more than \$25,000 per day of violation, or by imprisonment for not more than one year, or both.**
- (21) **The Clean Water Act provides that any person who falsifies, tampers with, or knowingly renders inaccurate any monitoring device or method required to be maintained under permit shall, upon conviction, be punished by a fine of not more than \$10,000 per violation, or by imprisonment for not more than 6 months per violation, or by both.**
- (22) **The Clean Water Act provides that any person who knowingly makes any false statement, representation, or certification in any record or other document submitted or required to be maintained under this permit shall, upon conviction, be punished by a fine of not more than \$10,000 per violation, or by imprisonment for not more than 6 months per violation, or by both.**
- (23) **Collected screenings, sludges, sludges, and other solids shall be disposed of in such a manner as to prevent entry of those wastes (or runoff from the wastes) into waters of the State. The proper authorization for such disposal shall be obtained from the Agency and is incorporated as part hereof by reference.**
- (24) **In case of conflict between these standard conditions and any other condition(s) included in this permit, the other condition(s) shall govern.**
- (25) **The permittee shall comply with, in addition to the requirements of the permit, all applicable provisions of 35 Ill. Adm. Code, Subtitle C, Subtitle D, Subtitle E, and all applicable orders of the Board.**
- (26) **The provisions of this permit are severable, and if any provision of this permit, or the application of any provision of this permit is held invalid, the remaining provisions of this permit shall continue in full force and effect.**

Exhibit 6

Will County Generating Station NPDES Permit #IL0002208



Electronic Filing - Received, Clerk's Office, 11/05/2012

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

PAT QUINN, GOVERNOR

DOUGLAS P. SCOTT, DIRECTOR

217/782-0610

November 5, 2009

Midwest Generation, LLC
235 Remington Blvd., Suite A
Bolingbrook, Illinois 60440

Re: Midwest Generation, LLC
Will County Generating Station
NPDES Permit No. IL0002208
Modification of NPDES Permit (Without Public Notice)

Gentlemen:

The Illinois Environmental Protection Agency has examined the request for modification of the above-referenced NPDES permit as stated in your letter of September 2, 2009. Our final determination is to modify the Permit as follows:

The permittee address will be changed:

From:

Midwest Generation, LLC
Environmental, Health & Safety Department
One Financial Place
440 South LaSalle Street, Suite 3500
Chicago, Illinois 60605

To:

Midwest Generation, LLC
235 Remington Blvd., Suite A
Bolingbrook, Illinois 60440

Enclosed is a copy of the modified Permit. Because the changes made in the Permit were minor, no formal Public Notice of the modification will be issued.

Should you have questions or comments, please contact Jaime Rabins of my staff.

Sincerely,

Alan Keller, P.E.
Manager, Permit Section
Division of Water Pollution Control

SAK:JAR:99120101.BAH

Enclosure: Modified Permit

cc: Records
Compliance Assurance Section
Des Plaines Region

NPDES Permit No. IL0002208

Illinois Environmental Protection Agency

Division of Water Pollution Control

1021 North Grand Avenue East

Post Office Box 19276

Springfield, Illinois 62794-9276

NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM

Modified (NPDES) Permit

Expiration Date: May 31, 2010

Issue Date: May 31, 2005

Effective Date: June 1, 2005

Modification Date: March 18, 2008

2nd Modification Date: November 5, 2009

Name and Address of Permittee:

Midwest Generation, LLC
235 Remington Blvd., Suite A
Bolingbrook, Illinois 60440

Facility Name and Address:

Midwest Generation, LLC
Will County Generating Station
529 East Romeo Road
Romeoville, Illinois 60441
(Will County)

Discharge Number and Name:

001 Condenser Cooling Water and House Service Water
A01 Reverse Osmosis Wastes
B01 Boiler Blowdown, Boiler Drain and Turbine Drain
C01 Cooling Water Intake Screen Backwash
002 Recycle Wastewater Treatment System Blowdown
003 Sewage Treatment Plant Effluent

Receiving Waters:

Chicago Sanitary and Ship Canal

In compliance with the provisions of the Illinois Environmental Protection Act, Title 35 of Ill. Adm. Code, Subtitle C and/or Subtitle D, Chapter 1, and the Clean Water Act (CWA), the above-named permittee is hereby authorized to discharge at the above location to the above-named receiving stream in accordance with the standard conditions and attachments herein.

Permittee is not authorized to discharge after the above expiration date. In order to receive authorization to discharge beyond the expiration date, the permittee shall submit the proper application as required by the Illinois Environmental Protection Agency (IEPA) not later than 180 days prior to the expiration date.



Alan Keller, P.E.
Manager, Permit Section
Division of Water Pollution Control

SAK:JAR:99120101.bah

NPDES Permit No. IL0002208

Effluent Limitations and Monitoring

1. From the modification date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		

Outfall(s): 001 Condenser Cooling Water and House Service Water (DAF = 741.4 MGD)

This discharge consists of:

1. Condenser Cooling Water
2. House Service Water
3. Reverse Osmosis Wastes
4. Boiler Blowdown
5. Boiler Drain
6. Turbine Drain
7. Intake Screen Backwash

Approximate Flow

- 587.0 MGD
- 78.9 MGD
- 0.1 MGD
- 0.023 MGD
- Intermittent
- Intermittent
- 0.433 MGD

Flow (MGD)	See Special Condition 1	Daily	Continuous
Total Residual Chlorine/ Total Residual Oxidant*		0.2*	1/Week *Concentration Curve
Temperature	See Special Condition 5, 6 and 7	Daily	Continuous

*See Special Conditions 3 and 4.

NPDES Permit No. IL0002208

Effluent Limitations and Monitoring

1. From the modification date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		
Outfall(s): A01 Reverse Osmosis Waste (DAF = 0.1 MGD)						
This discharge consists of:			Approximate Flow			
1. Reverse Osmosis Waste			0.1 MGD			
Flow	See Special Condition 1				1/Week	24-Hour Total
Total Suspended Solids			15	30	1/Week	8-hour Composite
Oil and Grease			15	20	1/Year	Grab

Outfall(s): B01 Boiler Blowdown, Boiler Drain and Turbine Drain (DAF = 0.023 MGD)

This discharge consists of:			Approximate Flow			
1. Boiler Blowdown			0.023 MGD			
2. Boiler Drain			Intermittent			
3. Turbine Drain			Intermittent			
Flow	See Special Condition 1				1/Week	24-Hour Total
Total Suspended Solids			15	30	1/Week	8-hour Composite
Oil and Grease			15	20	1/Year	Grab

Outfall(s): C01 Cooling Water Intake Screen Backwash* (DAF = 0.433 MGD)

*See Special Condition 8

NPDES Permit No. IL0002208

Effluent Limitations and Monitoring

1. From the modification date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		

Outfall(s): 002 Recycle Wastewater Treatment System Blowdown** (DAF = 0.88 MGD)

This discharge consists of:

Approximate Flow

- | | |
|---|--------------|
| 1. Ash Sluice System Blowdown | 0.88 MGD |
| a. Bottom ash sluice water | Intermittent |
| b. Units #1,2 3 and 4 slag tank overflow sumps | Intermittent |
| c. Non-chemical metal cleaning wastes | Intermittent |
| d. South area runoff collection basin effluent | Intermittent |
| 2. North area runoff collection basin effluent | Intermittent |
| 3. Chemical and control building floor drainage | Intermittent |

Flow	See Special Condition 1	Daily	Continuous		
pH	See Special Condition 2	1/Week	Grab		
Total Suspended Solids		15	30	1/Week	24-Hour Composite
Oil and Grease		15	20	1/Week	Grab
Iron		1.0	1.0	2/Month*	24-Hour Composite
Copper		0.5	1.0	2/Month*	24-Hour Composite

*The sampling frequency for total iron and total copper shall be daily during discharge of non-chemical metal cleaning wastes. At all other times the sampling frequency shall be twice per month.

**See Special Condition 9.

NPDES Permit No. IL0002208

Effluent Limitations and Monitoring

1. From the modification date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

PARAMETER	LOAD LIMITS lbs/day DAF (DMF)		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVERAGE	DAILY MAXIMUM	30 DAY AVERAGE	DAILY MAXIMUM		

Outfall(s): 003 Sewage Treatment Plant Effluent (DAF = 0.015 MGD)

This discharge consists of:

Approximate Flow

1. Treated Sanitary Wastewater

0.015 MGD
(DMF 0.03125 MGD)

Flow	See Special Condition 1				Daily	Continuous
pH	See Special Condition 2				1/Week	Grab
Total Suspended Solids	6.5	13.0	25	50	1/Week	24-Hour Composite
BOD ₅	5.2	10.4	20	40	1/Week	24-Hour Composite
Total Residual Chlorine					0.05	Daily* Grab

*See Special Condition 10.

NPDES Permit No. IL0002208

Special Conditions

SPECIAL CONDITION 1. Flow shall be reported, in "million gallons per day" (MGD), as a daily maximum and monthly average. In the event that no discharge occurs during a given month, a statement of "No discharge" shall be reported on the DMR submitted for that month.

SPECIAL CONDITION 2. The pH shall be in the range 6.0 to 9.0. The monthly minimum and monthly maximum values shall be reported on the DMR form.

SPECIAL CONDITION 3. Total residual chlorine/total residual oxidant (TRC/TRO) shall not be discharged from any single generating unit for more than two hours per day. The daily mean concentration of total residual oxidant shall be based on a concentration curve. The concentration curve shall be generated using grab samples with a sampling frequency of five minutes or less over the exposure time. The exposure time is defined to be from the point of first detectable measurement to the point of the last detectable measurement of total residual oxidant. Concentration curves shall be submitted with Discharge Monitoring Reports. The frequency and duration of the oxidant dosing period plus the amount of chlorine or bromine applied shall be reported on the Discharge Monitoring Reports. For reporting purposes, the daily discharge shall be the average of all non-zero values measured in a day and the monthly average shall be the average of all daily discharges. Discharge Monitoring Reports shall indicate whether chlorine or bromine compounds were used during the month.

For the purposes of determining compliance, the highest single instantaneous TRC/TRO concentration measured during compliance curve sampling on any day will be regarded as the daily maximum concentration. Total residual oxidant concentration shall be measured and reported in terms of total residual chlorine.

SPECIAL CONDITION 4. A discharge limit of 0.05 mg/l (instantaneous maximum) shall be achieved for total residual oxidant (total residual chlorine/total residual halogen) when bromine biocides are used for condenser biofouling control, in accordance with Special Condition 3.

SPECIAL CONDITION 5. The receiving waters for Outfall 001 are designated as Secondary Contact and Indigenous Aquatic Life Waters by Section 302.408, Illinois Administration Code, Title 35, Chapter 1, Subtitle C, as amended. These waters shall meet the following standard:

Temperatures shall not exceed 93°F (34°C) more than 5% of the time, or 100°F (37.8°C) at any time at the edge of the mixing zone which is defined by Rule 302.102 of the above regulations.

SPECIAL CONDITION 6. In lieu of the requirements of section 302.211(d) and (e), Illinois Administrative Code, Title 35, Subtitle C, as amended, effluent shall not alone or in combination with other sources cause temperatures in the main channel of the Lower Des Plaines River at the I-55 Bridge to exceed the temperatures set forth in the following table, except in accordance with the allowable monthly excursions detailed below:

	<u>Jan</u>	<u>Feb</u>	<u>Mar</u>	<u>Apr</u> <u>1-15</u>	<u>Apr</u> <u>16-30</u>	<u>May</u> <u>1-15</u>	<u>May</u> <u>16-30</u>	<u>June</u> <u>1-15</u>	<u>June</u> <u>16-30</u>	<u>July</u>	<u>Aug</u>	<u>Sept</u>	<u>Oct</u>	<u>Nov</u>	<u>Dec</u>
"F	60	60	65	73	80	85	90	90	91	91	91	90	85	75	65

These standards may be exceeded by no more than 3°F during 2% of the hours in the 12-month period ending December 31, except that at no time shall Midwest Generation's plants cause the water temperature at the I-55 Bridge to exceed 93°F. (Midwest Generation's plants continue to be subject to the Secondary Contact Standards at the point of discharge).

SPECIAL CONDITION 7. Permittee shall comply with all temperature limitations as imposed by the Pollution Control Board's order in AS 96-10, dated October 3, 1996.

SPECIAL CONDITION 8. The discharge from Outfall C01 is limited to Chicago Sanitary and Ship Canal make-up water intake screen backwash, free from other discharges. Adequate maintenance of the intake screen system is required to prevent the discharge of floating debris collected on intake screens back to the canal.

SPECIAL CONDITION 9. The Agency has determined that the effluent limitations in this permit constitute BAT/BCT for storm water which is treated in the existing treatment facilities for purposes of this permit reissuance, and no pollution prevention plan will be required for such storm water. In addition to the chemical specific monitoring required elsewhere in this permit, the permittee shall conduct an annual inspection of the facility site to identify areas contributing to a storm water discharge associated with industrial activity, and determine whether any facility modifications have occurred which result in previously-treated storm water discharges no longer receiving treatment. If any such discharges are identified the permittee shall request a modification of this permit within 30 days after the inspection. Records of the annual inspection shall be retained by the permittee for the term of this permit and be made available to the Agency on request.

NPDES Permit No. IL0002208

Special Conditions

SPECIAL CONDITION 10. For Outfall 003: Any use of chlorine to achieve disinfection or for operation and maintenance purposes is subject to 0.05 mg/l daily maximum total residual chlorine limit. Sampling for total residual chlorine shall be performed on a daily basis during the chlorination process. Sampling for total residual chlorine is not required when chlorine is not used. If chlorine is not used during any monthly period, the permittee shall report "no chlorine used" on the Discharge Monitoring Reports.

SPECIAL CONDITION 11. There shall be no discharge of polychlorinated biphenyl compounds.

SPECIAL CONDITION 12. There shall be no discharge of complexed metal bearing wastestreams and associated rinses from chemical metal cleaning unless this permit has been modified to include the new discharge.

SPECIAL CONDITION 13. The bypass provisions of 40 CFR 122.41(m) and upset provisions of 40 CFR 122.41(n) are hereby incorporated by reference.

SPECIAL CONDITION 14. The Agency may modify this permit during its term to incorporate biomonitoring requirements and additional limitations or requirements based on the biomonitoring results. The Agency may also modify this permit to incorporate additional requirements and/or limitations based on the effluent monitoring results. Modifications under this condition shall follow public notice and opportunity for hearing.

SPECIAL CONDITION 15. Samples taken in compliance with the effluent monitoring requirements shall be taken at a point representative of the discharge, but prior to entry into the receiving stream.

SPECIAL CONDITION 16. The Permittee shall record monitoring results on Discharge Monitoring Report (DMR) Forms using one such form for each outfall each month.

In the event that an outfall does not discharge during a monthly reporting period, the DMR Form shall be submitted with no discharge indicated.

The Permittee may choose to submit electronic DMRs (eDMRs) instead of mailing paper DMRs to the IEPA. More information, including registration information for the eDMR program, can be obtained on the IEPA website, <http://www.epa.state.il.us/water/edmr/index.html>.

The completed Discharge Monitoring Report forms shall be submitted to IEPA no later than the 28th day of the following month, unless otherwise specified by the permitting authority.

Permittees not using eDMRs shall mail Discharge Monitoring Reports with an original signature to the IEPA at the following address:

Illinois Environmental Protection Agency
Division of Water Pollution Control
1021 North Grand Avenue East
Post Office Box 19276
Springfield, Illinois 62794-9276

Attention: Compliance Assurance Section, Mail Code # 19

SPECIAL CONDITION 17. In order for the Agency to evaluate the potential impacts of cooling water intake structure operation pursuant to 40 CFR 125.90(b), the permittee shall prepare and submit information to the Agency outlining current intake structure conditions at this facility, including a detailed description of the current intake structure operation and design, description of any operational or structural modifications from original design parameters, source waterbody flow information, or other information as necessary. The information submitted should be in accordance with the previously submitted information collection proposal received by the Agency on July 25, 2005.

The information shall also include a summary of historical 316(b) related intake impingement and / or entrainment studies, if any, as well as current impingement mortality and / or entrainment characterization data; and shall be submitted to the Agency within six (6) months of the permit's modification date.

Upon the receipt and review of this information, the permit may be modified to require the submittal of additional information based on a Best Professional Judgment review by the Agency. This permit may also be revised or modified in accordance with any laws, regulations, or judicial orders issued pursuant to Section 316(b) of the Clean Water Act.

Standard Conditions

Definitions

Act means the Illinois Environmental Protection Act, 415 ILCS 5 as Amended.

Agency means the Illinois Environmental Protection Agency.

Board means the Illinois Pollution Control Board.

Clean Water Act (formerly referred to as the Federal Water Pollution Control Act) means Pub. L. 92-500, as amended. 33 U.S.C. 1251 et seq.

NPDES (National Pollutant Discharge Elimination System) means the national program for issuing, modifying, revoking and reissuing, terminating, monitoring and enforcing permits, and imposing and enforcing pretreatment requirements, under Sections 307, 402, 318 and 405 of the Clean Water Act.

USEPA means the United States Environmental Protection Agency.

Daily Discharge means the discharge of a pollutant measured during a calendar day or any 24-hour period that reasonably represents the calendar day for purposes of sampling. For pollutants with limitations expressed in units of mass, the "daily discharge" is calculated as the total mass of the pollutant discharged over the day. For pollutants with limitations expressed in other units of measurements, the "daily discharge" is calculated as the average measurement of the pollutant over the day.

Maximum Daily Discharge Limitation (daily maximum) means the highest allowable daily discharge.

Average Monthly Discharge Limitation (30 day average) means the highest allowable average of daily discharges over a calendar month, calculated as the sum of all daily discharges measured during a calendar month divided by the number of daily discharges measured during that month.

Average Weekly Discharge Limitation (7 day average) means the highest allowable average of daily discharges over a calendar week, calculated as the sum of all daily discharges measured during a calendar week divided by the number of daily discharges measured during that week.

Best Management Practices (BMPs) means schedules of activities, prohibitions of practices, maintenance procedures, and other management practices to prevent or reduce the pollution of waters of the State. BMPs also include treatment requirements, operating procedures, and practices to control plant site runoff, spillage or leaks, sludge or waste disposal, or drainage from raw material storage.

Aliquot means a sample of specified volume used to make up a total composite sample.

Grab Sample means an individual sample of at least 100 milliliters collected at a randomly-selected time over a period not exceeding 15 minutes.

24 Hour Composite Sample means a combination of at least 8 sample aliquots of at least 100 milliliters, collected at periodic intervals during the operating hours of a facility over a 24-hour period.

8 Hour Composite Sample means a combination of at least 3 sample aliquots of at least 100 milliliters, collected at periodic intervals during the operating hours of a facility over an 8-hour period.

Flow Proportional Composite Sample means a combination of sample aliquots of at least 100 milliliters collected at periodic intervals such that either the time interval between each aliquot or the volume of each aliquot is proportional to either the stream flow at the time of sampling or the total stream flow since the collection of the previous aliquot.

(1) **Duty to comply.** The permittee must comply with all conditions of this permit. Any permit noncompliance constitutes a violation of the Act and is grounds for enforcement action, permit termination, revocation and reissuance, modification, or for denial of a permit renewal application. The permittee shall comply with effluent standards or prohibitions established under Section 307(a) of the Clean Water Act for toxic pollutants within the time provided in the regulations that establish these standards or prohibitions, even if the permit has not yet been modified to incorporate the requirement.

(2) **Duty to reapply.** If the permittee wishes to continue an activity regulated by this permit after the expiration date of this permit, the permittee must apply for and obtain a new permit. If the permittee submits a proper application as required by the Agency no later than 180 days prior to the expiration date, this permit shall continue in full force and effect until the final Agency decision on the application has been made.

(3) **Need to halt or reduce activity not a defense.** It shall not be a defense for a permittee in an enforcement action that it would have been necessary to halt or reduce the permitted activity in order to maintain compliance with the conditions of this permit.

(4) **Duty to mitigate.** The permittee shall take all reasonable steps to minimize or prevent any discharge in violation of this permit which has a reasonable likelihood of adversely affecting human health or the environment.

(5) **Proper operation and maintenance.** The permittee shall at all times properly operate and maintain all facilities and systems of treatment and control (and related appurtenances) which are installed or used by the permittee to achieve compliance with conditions of this permit. Proper operation and maintenance includes effective performance, adequate funding, adequate operator staffing and training, and adequate laboratory and process controls, including appropriate quality assurance procedures. This provision requires the operation of back-up, or auxiliary facilities, or similar systems only when necessary to achieve compliance with the conditions of the permit.

(6) **Permit terms.** This permit may be modified, revoked and reissued, or terminated or ceased by the Agency pursuant to 40 CFR 122.62. The filing of a request by the permittee for a permit modification, revocation and reissuance, or termination, or a notification of planned changes or anticipated noncompliance, does not stay any permit condition.

(7) **Property rights.** This permit does not convey any property rights of any sort, or any exclusive privilege.

(8) **Duty to provide information.** The permittee shall furnish to the Agency within a reasonable time, any information which the Agency may request to determine whether cause exists for modifying, revoking and reissuing, or terminating this permit, or to determine compliance with the permit. The permittee shall also furnish to the Agency, upon request, copies of records required to be kept by this permit.

(9) **Inspection and entry.** The permittee shall allow an authorized representative of the Agency, upon the presentation of credentials and other documents as may be required by law, to:

(a) Enter upon the permittee's premises where a regulated facility or activity is located or conducted, or where records must be kept under the conditions of this permit;

(b) Have access to and copy, at reasonable times, any records that must be kept under the conditions of this permit;

(c) Inspect at reasonable times any facilities, equipment (including monitoring and control equipment), practices, or operations regulated or required under this permit; and

(d) Sample or monitor at reasonable times, for the purpose of assuring permit compliance, or as otherwise authorized by the Act, any substances or parameters at any location.

(10) **Monitoring and records.**

(a) Samples and measurements taken for the purpose of monitoring shall be representative of the monitored activity.

(b) The permittee shall retain records of all monitoring information, including all calibration and maintenance records, and all original strip chart recordings for continuous monitoring instrumentation, copies of all reports required by this permit, and records of all data used to complete the application for this permit, for a period of at least 3 years from the date of this permit, measurement, report or application. This period may be extended by request of the Agency at any time.

(c) Records of monitoring information shall include:

(1) The date, exact place, and time of sampling or measurements;

(2) The individual(s) who performed the sampling or measurements;

(3) The data(s) analyses were performed;

(4) The individual(s) who performed the analyses;

(5) The analytical techniques or methods used; and

(6) The results of such analyses.

(d) Monitoring must be conducted according to test procedures approved under 40 CFR Part 136, unless other test procedures have been specified in this permit. Where no test procedure under 40 CFR Part 136 has been approved, the permittee must submit to the Agency a test method for approval. The permittee shall calibrate and perform maintenance procedures on all monitoring and analytical instrumentation at intervals to ensure accuracy of measurements.

(11) **Signatory requirement.** All applications, reports or information submitted to the Agency shall be signed and certified.

(a) **Application.** All permit applications shall be signed as follows:

(1) **For a corporation:** by a principal executive officer of at least the level of vice president or a person or position having overall responsibility for environmental matters for the corporation;

(2) **For a partnership or sole proprietorship:** by a general partner or the proprietor, respectively; or

(3) **For a municipality, State, Federal, or other public agency:** by either a principal executive officer or ranking elected official.

(b) **Reports.** All reports required by permits, or other information requested by the Agency shall be signed by a person described in paragraph (a) or by a duly authorized representative of that person. A person is a duly authorized representative only if:

(1) The authorization is made in writing by a person described in paragraph (a), and

(2) The authorization specifies either an individual or a position responsible for the overall operation of the facility, from which the discharge originates, such as a plant manager, superintendent or person of equivalent responsibility; and

(3) The written authorization is submitted to the Agency.



1021 NORTH GRAND AVENUE EAST, P.O. BOX 19276, SPRINGFIELD, ILLINOIS 62794-9276

THOMAS V. SKINNER, DIRECTOR

217/782-0610

July 26, 2000

Midwest Generation, LLC
Environmental Health and Safety Department
One Financial Place
Chicago, Illinois 60690-0767

Re: Midwest Generation, LLC
Joliet 29 Generating Station - Units 7 & 8
NPDES Permit No. IL0064254
Modification of NPDES Permit (After Public Notice)

Gentlemen:

The Illinois Environmental Protection Agency has reviewed the request for modification of the above-referenced NPDES Permit and issued a public notice based on that request. The final decision of the Agency is to modify the Permit as follows:

Special Condition 7 shall be amended with the addition of the following sentence: the TRC/TRO discharge limit of 0.05 mg/L shall also be achieved when sodium hypochlorite is used for biofouling control in the station's cooling towers.

Enclosed is a copy of the modified Permit. You have the right to appeal this modification to the Illinois Pollution Control Board within a 35 day period following the modification date shown on the first page of the permit.

Should you have any question or comments regarding the above, please contact Beth Unser of my staff.

Very truly yours,

Thomas G. McSwiggin, P.E.
Manager, Permit Section
Division of Water Pollution Control

TGM:SFN:BAU:99122103.grm

Attachment: Modified Permit

cc: Records
Compliance Assurance Section
Maywood Region
NIPC

GEORGE H. RYAN, GOVERNOR

Illinois Environmental Protection Agency

Division of Water Pollution Control

1021 North Grand Avenue East

Post Office Box 19276

Springfield, Illinois 62794-9276

NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM

Modified (NPDES) Permit

Expiration Date: November 30, 2000

Issue Date: November 15, 1995

Effective Date: December 1, 1995

Modification Date: July 26, 2000

Name and Address of Permittee:

Midwest Generation, LLC
Environmental, Health and Safety Department
One Financial Place
440 South LaSalle Street, Suite 3410
Chicago, Illinois 60690-0767

Facility Name and Address:

Joliet 29 Generating Station-Units 7 & 8
1800 Channahon Road
Joliet, Illinois 60436
(Will County)

Discharge Number and Name:

- 001 - Condenser Cooling and House Service Water
- 001a - Demineralizer Regenerant Wastes
- 001b - Plant Drains, Coal Pile and West Area Basin Emergency Overflow
- 001c - Boiler Blowdown-Units 7 and 8
- 001d - Sewage Treatment Plant (Sanitary)
- 001g - Local Field Ash Pond Blowdown
- 002 - Junction Tower Area Runoff
- 003 - Abandoned Ash Disposal Area Runoff

Receiving Waters

Des Plaines River

In compliance with the provisions of the Illinois Environmental Protection Act, Subtitle C and/or Subtitle D Rules and Regulations of the Illinois Pollution Control Board, and the Clean Water Act, the above-named permittee is hereby authorized to discharge at the above location to the above-named receiving stream in accordance with the standard conditions and attachments herein.

Permittee is not authorized to discharge after the above expiration date. In order to receive authorization to discharge beyond the expiration date, the permittee shall submit the proper application as required by the Illinois Environmental Protection Agency (IEPA) not later than 180 days prior to the expiration date.



Thomas G. McSwiggin, P.E.
Manager, Permit Section
Division of Water Pollution Control

NPDES Permit No. IL0064254

Effluent Limitations and Monitoring

PARAMETER	LOAD LIMITS lbs/day		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVG.	DAILY MAX.	30 DAY AVG.	DAILY MAX.		

1. From the effective date of this permit until the expiration date of the permit, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 001 - Condenser Cooling and House Service Water

Approximate Flow
1,073 MGD

This discharge consists of:

1. Condenser Cooling Water Units 7 and 8
2. Demineralizer Regenerant Wastes
3. Sewage Treatment Plant Effluent (Sanitary)
4. House Service Water
5. Intake Screen Backwash
6. Local Field Ash Pond effluent
7. Plant Drains, Coal Pile and, West Roof and Plant Area Storm Runoff.
8. Boiler Blowdown

Flow	See Special Condition 2		Continuous	Record Daily Average and Daily Maximum Flow
Temperature	See Special Conditions No. 4, 5 and 6		Continuous	*
Total Residual Chlorine/ Total Residual Oxidant **		0.2	1/week	**

* See Special Conditions No. 4 and 5

**See Special Condition No. 7.

NPDES Permit No. IL0064254

Effluent Limitations and Monitoring

PARAMETER	LOAD LIMITS lbs/day		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVG.	DAILY MAX.	30 DAY AVG.	DAILY MAX.		

1. From the effective date of this permit until the expiration date of the permit, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 001a - Demineralizer Regenerant Wastes (Units 7 and 8)

PARAMETER	LOAD LIMITS (lbs/day)	CONCENTRATION LIMITS (mg/l)	SAMPLE FREQUENCY	SAMPLE TYPE
Flow	See Special Condition 2		1/week	24-Hour Total
Total Suspended Solids		15 30	1/month	Grab

Approximate Flow
0.023 MGD

Grab samples are appropriate only when the existing equalization tank is in service. If at any time, the equalization tank is out of service a 24-hour composite sample shall be required.

Outfall(s) 001b* - Plant Drains, Coal Pile and West Area Basin Emergency Overflow

This discharge consist of:

Approximate Flow

- 1. Coal Pile Runoff Intermittent
- 2. Drive House Floor Drains Intermittent
- 3. West Plant Roof Drains Intermittent
- 4. Coal Cracker Sumps Intermittent
- 5. Crusher Building Sumps Intermittent
- 6. Equipment Storage Building Floor and Roof Drains Intermittent
- 7. West Plant Area Storm Runoff Intermittent
- 8. Turbine Room Floor Drains Intermittent

PARAMETER	LOAD LIMITS (lbs/day)	CONCENTRATION LIMITS (mg/l)	SAMPLE FREQUENCY	SAMPLE TYPE
Flow	See Special Condition 2		1/week	24-Hour Total
Total Suspended Solids		15 30	1/week	24-Hour Composite
Oil and Grease		15 20	1/week	Grab
pH	See Special Condition 1		1/week	Grab

*The subwaste streams listed for this outfall may also be routed to the local Field Ash Pond System (See outfall 001g)

NPDES Permit No. IL0064254
Effluent Limitations and Monitoring

PARAMETER	LOAD LIMITS lbs/day		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVG.	DAILY MAX.	30 DAY AVG.	DAILY MAX.		
1. From the effective date of this permit until the expiration date of the permit, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:						
<u>Outfall(s): 001c - Boiler Blowdown (Units 7 and 8)</u>						
This discharge consists of:					Approximate Flow: 0.038 MGD	
1. Boiler Blowdown					Intermittent	
2. Boiler Drains					Intermittent	
Flow	See Special Condition No. 2				1/week	24-Hour total
Total Suspended Solids			15	30	1/month	8-Hour composite

<u>Outfall(s) 001d - Sewage Treatment Plant (Sanitary)</u>						
					Approximate Flow 0.0099 MGD (DMF 0.075 MGD)	
Flow	See Special Condition 2				1/week	24-Hour Total
Total Suspended Solids	18.7	37.5	30	60	1/week	24-Hour composite
BOD ₅	18.7	37.5	30	60	1/week	24-Hour composite
pH	See Special Condition No. 1				1/week	Grab

NPDES Permit No. IL0064254

Effluent Limitations and Monitoring

PARAMETER	LOAD LIMITS lbs/day		CONCENTRATION LIMITS mg/l		SAMPLE FREQUENCY	SAMPLE TYPE
	30 DAY AVG.	DAILY MAX.	30 DAY AVG.	DAILY MAX.		

1. From the effective date of this permit until the expiration date of the permit, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall(s): 001g - Local Field Ash Pond Effluent

Approximate Flow:
2.61 MGD

This discharge consists of:

1. Demineralizer Filter Backwash*
2. Bottom Ash and Economizer Ash Sluice Water*
3. Plant Drains, coal pile, and West Area Basin Emergency Overflow**
4. Pyrite Sluice Water
5. Gas Side Non-Chemical Metal cleaning waste water

* These sub-waste streams can be alternately routed to the Joliet Unit 6 Station Quarry -- outfall 005, NPDES Permit No. IL0002216.

**This Sub-Waste can be alternately discharged through outfall 001(b).

Flow	See Special Condition No. 2			3/week	24-Hour Total
pH	See Special Condition No. 1			1/week	Grab
Total Suspended Solids		15	30	1/week	24-Hour Composite
Oil & Grease		15	20	1/week	Grab
Iron***			1.0	3/week	24-Hour Composite
Copper***		0.5	1.0	3/week	24-Hour Composite

***If the Non-Chemical Metal cleaning wastewater is absent from the discharge the monitoring frequency for Iron(total) and copper may be reduced to 1/month. To qualify for this reduction in sampling the permittee shall indicate, on each discharge monitoring report, the absence of Non-Chemical Metal Cleaning wastewater.

Outfall(s): 002 - Junction Tower Area Runoff
003 - Abandoned Ash Disposal Area Runoff

See Special Condition 15

NPDES Permit No. IL0064254

Special Conditions

SPECIAL CONDITION 1. The pH shall be in the range 6.0 to 9.0. The monthly minimum and monthly maximum values shall be reported on the DMR form.

SPECIAL CONDITION 2. Flow shall be reported as a 30 day average and daily maximum.

SPECIAL CONDITION 3. Samples taken in compliance with the effluent monitoring requirements shall be taken at a point representative of the discharge, but prior to entry into the receiving stream.

SPECIAL CONDITON 4. The receiving waters are designated as Secondary Contact and Indigenous Aquatic Life Waters by Section 302.408, Illinois Administration Code, Title 35, Chapter 1, Subtitle C, as amended. These waters shall meet the following standard:

- A. Temperatures shall not exceed 93°F (34°C) more than 5% of the time, or 100°F (37.8°C) at any time at the edge of the mixing zone which is defined by Rule 302.102 of the above regulations.
- B. The monthly maximum and monthly average values shall be reported on the DMR form.
- C. Compliance with the effluent temperature monitoring requirements shall be determined by monitoring the water temperature in the discharge canal prior to entry to the Des Plaines River and the influent river water temperature. Submit the daily average and daily maximum water temperature for the intake and discharge with the monthly DMR.

SPECIAL CONDITION 5.

- A. In lieu of the requirements of Section 302.211(d) and (e), Illinois Administrative Code, Title 35, Subtitle C, as amended, effluent shall not alone or in combination with other sources cause temperatures in the main channel of the Lower Des Plaines River at the I-55 Bridge to exceed the temperatures set forth in the following table, except in accordance with the allowable monthly excursions detailed below:

	<u>Jan</u>	<u>Feb</u>	<u>Mar</u>	<u>Apr</u> <u>1-15</u>	<u>Apr</u> <u>16-30</u>	<u>May</u> <u>1-15</u>	<u>May</u> <u>16-30</u>	<u>Jun</u> <u>1-15</u>	<u>Jun</u> <u>16-30</u>	<u>Jul</u>	<u>Aug</u>	<u>Sep</u>	<u>Oct</u>	<u>Nov</u>	<u>Dec</u>
°F	60	60	65	73	80	85	90	90	91	91	91	90	85	75	65

These standards may be exceeded by no more than 3°F during 2% of the hours in the 12-month period ending December 31, except that at no time shall Midwest Generation's plants cause the water temperature at the I-55 Bridge to exceed 93°F. (Midwest Generation's plants continue to be subject to the Secondary Contact Standards at the point of discharge).

- B. When it appears that discharges from Outfall 001 have the reasonable potential to cause water temperatures at the I-55 Bridge to exceed the values set forth in the above table, the permittee shall determine whether, and the extent to which, station operations must be restricted to avoid violating the above-stated limits. The permittee shall make such a determination based upon the outputs of a predictive model reasonably suited for such a purpose.
- C. The permittee shall maintain and operate a water temperature monitor and a suitable back-up monitor at the I-55 Bridge. The permittee shall record river temperatures at the I-55 bridge at least once every 15 minutes, and shall report on the monthly discharge monitoring report the daily maximum temperature recorded and the cumulative number of excursion hours, if any, above the monthly temperature standards set forth in the above table.
- D. Permittee's failure to submit the temperature monitoring data from the I-55 bridge due to equipment malfunction shall not be deemed a permit violation provided the permittee employs reasonable efforts to repair the malfunction. If the malfunction lasts more than 24 hours, a manual measurement of river temperature shall be made at least once per day.

SPECIAL CONDITION 6. Permittee shall comply with all temperature limitations as imposed by the Pollution Control Board's order in AS 96-10, dated October 3, 1996.

SPECIAL CONDITION 7. Total residual chlorine/total residual oxidant (TRC/TRO) shall not be discharged from any single generating unit's main condenser for more than two hours per day. The daily mean concentration of total residual oxidant shall be based on a concentration curve. The concentration curve shall be generated using grab samples with a sampling frequency of five minutes or less over the exposure time. The exposure time is defined to be from the point of first detectable measurement to the point of the last detectable measurement of total residual oxidant. Concentration curves shall be submitted with Discharge Monitoring Reports. The frequency and duration of the oxidant dosing period plus the amount of chlorine or bromine applied shall be reported on the Discharge Monitoring Report. For reporting purposes, the daily discharge shall be the average of all non-zero values measured in a day and the monthly average shall be the average of all daily discharges. Discharge Monitoring Reports shall indicate whether chlorine or bromine compounds were used during the month.

NPDES Permit No. IL0064254

Special Conditions

For the purpose of determining compliance, the highest single instantaneous TRC/TRO concentration measured during compliance curve sampling on any day will be regarded as the daily maximum concentration. Total residual oxidant concentrations shall be measured and reported in terms of total residual chlorine.

A discharge limit of 0.05 mg/l (instantaneous maximum) shall be achieved for total residual oxidant when bromine biocides are used for condenser biofouling control. The TRC/TRO discharge limit of 0.05 mg/L shall also be achieved when sodium hypochlorite is used for biofouling control in the station's cooling towers.

SPECIAL CONDITION 8. There shall be no discharge of polychlorinated biphenyl compounds (PCB's).

SPECIAL CONDITION 9. There shall be no discharge of complexed metal bearing wastestreams and associated rinses from chemical metal cleaning unless this permit has been modified to include the new discharge.

SPECIAL CONDITION 10. The Agency may modify this permit during its term to incorporate biomonitoring requirements and additional limitations or requirements based on the biomonitoring results. Modifications under this condition shall follow public notice and opportunity for hearing.

SPECIAL CONDITION 11. The Agency has determined that the effluent limitations in this permit constitute BAT/BCT for Outfalls 001(b) and 001(g) process and storm water discharges which are treated in the existing treatment facilities for purposes of this permit reissuance, and no pollution prevention plan will be required for such storm water. In addition to the chemical specific monitoring required elsewhere in this permit, the permittee shall conduct an annual inspection of the facility site to identify areas contributing to a storm water discharge associated with industrial activity, and determine whether any facility modifications have occurred which result in previously-treated storm water discharges no longer receiving treatment. If any such discharges are identified the permittee shall request a modification of this permit within 30 days after the inspection. Records of the annual inspection shall be retained by the permittee for the term of this permit and be made available to the Agency on request.

SPECIAL CONDITION 12. The "upset" defense provisions as defined under 40 CFR 122.41(n) are hereby incorporated by reference.

SPECIAL CONDITION 13. If an applicable effluent standard or limitation is promulgated under Sections 301(b)(2)(C) and (D), 304(b)(2), and 307(a)(2) of the Clean Water Act and that effluent standard or limitation is more stringent than any effluent limitation in the permit or controls a pollutant not limited in the NPDES Permit, the Agency shall revise or modify the permit in accordance with the more stringent standard or prohibition and shall so notify the permittee.

SPECIAL CONDITION 14. The permittee shall record monitoring results on Discharge Monitoring Report Forms using one such form for each discharge each month.

The completed Discharge Monitoring Report forms shall be submitted to IEPA no later than the 28th day of the following month, unless otherwise specified by the permitting authority.

Discharge Monitoring Reports shall be mailed to the IEPA at the following address:

Illinois Environmental Protection Agency
Bureau of Water
Compliance Assurance Section
1021 North Grand Avenue East
P.O. Box 19276
Springfield, Illinois 62794-9276

SPECIAL CONDITION 15.

STORM WATER POLLUTION PREVENTION PLAN (SWPPP)

A. A storm water pollution prevention plan shall be developed by the permittee for the storm water associated with industrial activity discharged from Outfalls 002 and 003. The plan shall identify potential sources of pollution which may be expected to affect the quality of storm water discharges associated with the industrial activity at the facility. In addition, the plan shall describe and ensure the implementation of practices which are to be used to reduce the pollutants in storm water discharges associated with industrial activity at the facility and to assure compliance with the terms and conditions of this permit.

B. The plan shall be completed within 180 days of the effective date of this permit. Plans shall provide for compliance with the terms of the plan within 365 days of the effective date of this permit. The owner or operator of the facility shall make a copy of the plan available to the Agency at any reasonable time upon request. [Note: If the plan has already been developed and implemented it shall be maintained in accordance with all requirements of this special condition.]

NPDES Permit No. IL0064254

Special Conditions

- C. The permittee may be notified by the Agency at any time that the plan does not meet the requirements of this condition. After such notification, the permittee shall make changes to the plan and shall submit a written certification that the requested changes have been made. Unless otherwise provided, the permittee shall have 30 days after such notification to make the changes.
- D. The discharger shall amend the plan whenever there is a change in construction, operation, or maintenance which may affect the discharge of significant quantities of pollutants to the waters of the State or if a facility inspection required by paragraph G of this condition indicates that an amendment is needed. The plan should also be amended if the discharger is in violation of any conditions of this permit, or has not achieved the general objective of controlling pollutants in storm water discharges. Amendments to the plan shall be made within the shortest reasonable period of time, and shall be provided to the Agency for review upon request.
- E. The plan shall provide a description of potential sources which may be expected to add significant quantities of pollutants to storm water discharges, or which may result in non-storm water discharges from storm water outfalls at the facility. The plan shall include, at a minimum, the following items:
1. A topographic map extending one-quarter mile beyond the property boundaries of the facility, showing: the facility, surface water bodies, wells (including injection wells), seepage pits, infiltration ponds, and the discharge points where the facility's storm water discharges to a municipal storm drain system or other water body. The requirements of this paragraph may be included on the site map if appropriate.
 2. A site map showing:
 - i. The storm water conveyance and discharge structures;
 - ii. An outline of the storm water drainage areas for each storm water discharge point;
 - iii. Paved areas and buildings;
 - iv. Areas used for outdoor manufacturing, storage, or disposal of significant materials, including activities that generate significant quantities of dust or particulates.
 - v. Location of existing storm water structural control measures (dikes, coverings, detention facilities, etc.);
 - vi. Surface water locations and/or municipal storm drain locations
 - vii. Areas of existing and potential soil erosion;
 - viii. Vehicle service areas;
 - ix. Material loading, unloading, and access areas.
 3. A narrative description of the following:
 - i. The nature of the industrial activities conducted at the site, including a description of significant materials that are treated, stored or disposed of in a manner to allow exposure to storm water;
 - ii. Materials, equipment, and vehicle management practices employed to minimize contact of significant materials with storm water discharges;
 - iii. Existing structural and non-structural control measures to reduce pollutants in storm water discharges;
 - iv. Industrial storm water discharge treatment facilities;
 - v. Methods of onsite storage and disposal of significant materials;
 4. A list of the types of pollutants that have a reasonable potential to be present in storm water discharges in significant quantities.
 5. An estimate of the size of the facility in acres or square feet, and the percent of the facility that has impervious areas such as pavement or buildings.
 6. A summary of existing sampling data describing pollutants in storm water discharges.

NPDES Permit No. IL0064254

Special Conditions

- F. The plan shall describe the storm water management controls which will be implemented by the facility. The appropriate controls shall reflect identified existing and potential sources of pollutants at the facility. The description of the storm water management controls shall include:
1. Storm Water Pollution Prevention Personnel - Identification by job titles of the individuals who are responsible for developing, implementing, and revising the plan.
 2. Preventive Maintenance - Procedures for inspection and maintenance of storm water conveyance system devices such as oil/water separators, catch basins, etc., and inspection and testing of plant equipment and systems that could fail and result in discharges of pollutants to storm water.
 3. Good Housekeeping - Good housekeeping requires the maintenance of clean, orderly facility areas that discharge storm water. Material handling areas shall be inspected and cleaned to reduce the potential for pollutants to enter the storm water conveyance system.
 4. Spill Prevention and Response - Identification of areas where significant materials can spill into or otherwise enter the storm water conveyance systems and their accompanying drainage points. Specific material handling procedures, storage requirements, spill clean up equipment and procedures should be identified, as appropriate. Internal notification procedures for spills of significant materials should be established.
 5. Storm Water Management Practices - Storm water management practices are practices other than those which control the source of pollutants. They include measures such as installing oil and grit separators, diverting storm water into retention basins, etc. Based on assessment of the potential of various sources to contribute pollutants, measures to remove pollutants from storm water discharge shall be implemented. In developing the plan, the following management practices shall be considered:
 - i. Containment - Storage within berms or other secondary containment devices to prevent leaks and spills from entering storm water runoff;
 - ii. Oil & Grease Separation - Oil/water separators, booms, skimmers or other methods to minimize oil contaminated storm water discharges;
 - iii. Debris & Sediment Control - Screens, booms, sediment ponds or other methods to reduce debris and sediment in storm water discharges;
 - iv. Waste Chemical Disposal - Waste chemicals such as antifreeze, degreasers and used oils shall be recycled or disposed of in an approved manner and in a way which prevents them from entering storm water discharges.
 - v. Storm Water Diversion - Storm water diversion away from materials manufacturing, storage and other areas of potential storm water contamination;
 - vi. Covered Storage or Manufacturing Areas - Covered fueling operations, materials manufacturing and storage areas to prevent contact with storm water.
 6. Sediment and Erosion Prevention - The plan shall identify areas which due to topography, activities, or other factors, have a high potential for significant soil erosion and describe measures to limit erosion.
 7. Employee Training - Employee training programs shall inform personnel at all levels of responsibility of the components and goals of the storm water pollution control plan. Training should address topics such as spill response, good housekeeping and material management practices. The plan shall identify periodic dates for such training.
 8. Inspection Procedures - Qualified plant personnel shall be identified to inspect designated equipment and plant areas. A tracking or follow-up procedure shall be used to ensure appropriate response has been taken in response to an inspection. Inspections and maintenance activities shall be documented and recorded.
- G. The permittee shall conduct an annual facility inspection to verify that all elements of the plan, including the site map, potential pollutant sources, and structural and non-structural controls to reduce pollutants in industrial storm water discharges are accurate. Observations that require a response and the appropriate response to the observation shall be retained as part of the plan. Records documenting significant observations made during the site inspection shall be submitted to the Agency in accordance with the reporting requirements of this permit.

NPDES Permit No. IL0064254

Special Conditions

- H. This plan should briefly describe the appropriate elements of other program requirements, including Spill Prevention Control and Countermeasures (SPCC) plans required under Section 311 of the CWA and the regulations promulgated thereunder, and Best Management Programs under 40 CFR 125.100.
- I. The plan is considered a report that shall be available to the public under Section 308(b) of the CWA. The permittee may claim portions of the plan as confidential business information, including any portion describing facility security measures.
- J. The plan shall include the signature and title of the person responsible for preparation of the plan and include the date of initial preparation and each amendment thereto.

REPORTING

- K. The facility shall submit an annual inspection report to the Illinois Environmental Protection Agency. The report shall include results of the annual facility inspection which is required by Part G of the Storm Water Pollution Prevention Plan of this permit. The report shall also include documentation of any event (spill, treatment unit malfunction, etc.) which would require an inspection, results of the inspection, and any subsequent corrective maintenance activity. The report shall be completed and signed by the authorized facility employee(s) who conducted the inspection(s).
- L. The first report shall contain information gathered during the one year time period beginning with the effective date of coverage under this permit and shall be submitted no later than 60 days after this one year period has expired. Each subsequent report shall contain the previous year's information and shall be submitted no later than one year after the previous year's report was due.
- M. Annual inspection reports shall be mailed to the following address:
 - Illinois Environmental Protection Agency
 - Bureau of Water
 - Compliance Assurance Section
 - Annual Inspection Report
 - 1021 North Grand Avenue East
 - P.O. Box 19276
 - Springfield, Illinois 62794-9276
- N. If the facility performs inspections more frequently than required by this permit, the results shall be included as additional information in the annual report.

Midwest Generation, LLC
Joliet Station
 Unit 6
 Water Flow Schematic
 9/22/2000

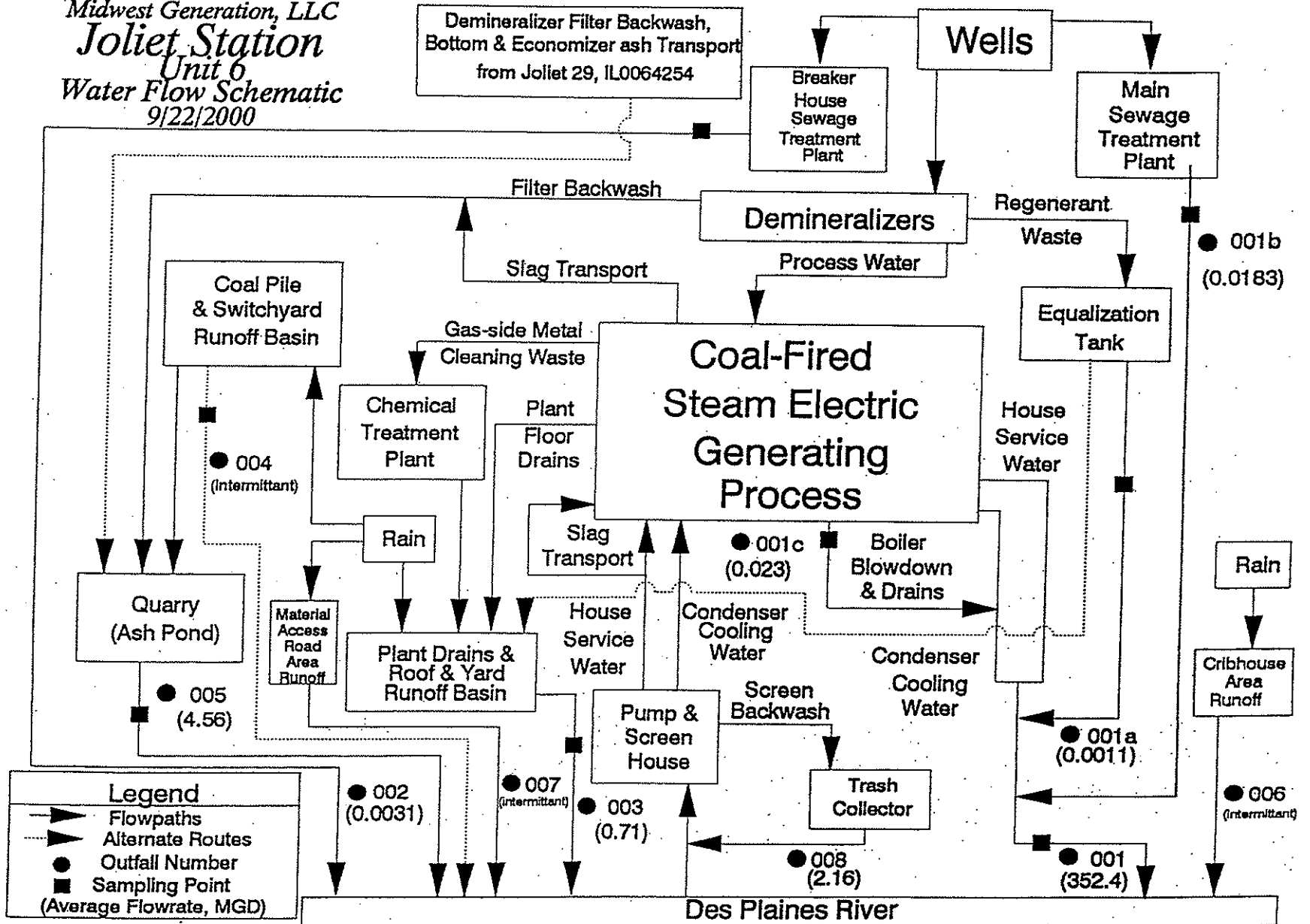


Exhibit 7

Joliet #29 Generating Station NPDES Permit #0064254

Exhibit 8

Waukegan Generating Station NPDES Permit #0002259



ILLINOIS ENVIRONMENTAL PROTECTION AGENCY

1021 NORTH GRAND AVENUE EAST, P.O. Box 19276, SPRINGFIELD, ILLINOIS 62794-9276

THOMAS V. SKINNER, DIRECTOR

217/782-0610

July 19, 2000

Midwest Generation, LLC
Environmental, Health and Safety Dept.
440 South LaSalle Street, Suite 3500
One Financial Place
Chicago, Illinois 60690

Re: Midwest Generation, LLC
Waukegan Generating Station
NPDES Permit No. IL0002259
Final Permit

Gentlemen:

Attached is the final NPDES Permit for your discharge. The Permit as issued covers discharge limitations, monitoring, and reporting requirements. The failure of you to meet any portion of the Permit could result in civil and/or criminal penalties. The Illinois Environmental Protection Agency is ready and willing to assist you in interpreting any of the conditions of the Permit as they relate specifically to your discharge.

The IEPA renamed the internal outfalls in the reissued NPDES permit as follows to conform to the data entry requirements for the USEPA's compliance system:

Outfall 001A was renamed to outfall A01, outfall 001B was renamed to outfall B01, outfall 001C was renamed to outfall C01 and outfall 001D was renamed to outfall D01, outfall 001E was renamed to outfall E01 and outfall 001F was renamed to outfall F01.

The Permit as issued is effective as of the date indicated on the first page of the Permit. You have the right to appeal any condition of the Permit to the Illinois Pollution Control Board within a 35 day period following the issuance date.

To assist you in meeting the self-monitoring and reporting requirements of your reissued NPDES permit, a supply of preprinted Discharge Monitoring Report (DMR) forms for your facility is being prepared. These forms will be sent to you prior to the initiation of DMR reporting under the reissued permit. Additional information and instructions will accompany the preprinted DMRs upon their arrival.

Should you have questions concerning the Permit, please contact Fred Rosenblum at the telephone number indicated above.

Very truly yours,

Thomas G. McSwiggin, P.E.
Manager, Permit Section
Division of Water Pollution Control

TGM:SFN:FLR\99092201.DLK

Attachment: Final Permit

cc: Records
Compliance Assurance Section
Maywood Region
USEPA

GEORGE H. RYAN, GOVERNOR

NPDES Permit No. IL0002259

Illinois Environmental Protection Agency

Division of Water Pollution Control

1021 North Grand Avenue East

Post Office Box 19276

Springfield, Illinois 62794-9276

NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM

Reissued (NPDES) Permit

Expiration Date: July 31, 2005

Issue Date: July 19, 2000

Effective Date: August 1, 2000

Name and Address of Permittee:

Midwest Generation, LLC
Environmental, Health and Safety Dept.
One Financial Place
440 South LaSalle Street, Suite 3500
Chicago, Illinois 60605

Facility Name and Address:

Midwest Generation, LLC
Waukegan Generating Station
401 East Greenwood Avenue
Waukegan, Illinois 60087
(Lake County)

Discharge Number and Name:

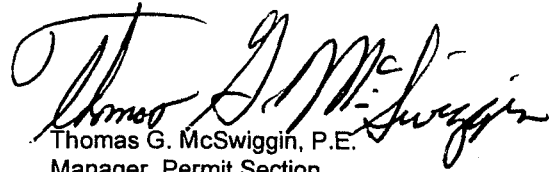
001 Circulating Water
A01 Boiler Blowdown
B01 Demineralizer Regenerant Wastes
C01 Wastewater Treatment System Effluent
D01 East Yard Runoff Collection Basin Overflow/Discharge
E01 Demineralizer Water (Off Specification Bypass)
F01 Unit 7 Demineralized Water Storage Tank Drain

Receiving Waters

Lake Michigan
Lake Michigan via 001
Lake Michigan via 001
Lake Michigan via 001
Lake Michigan via 001
Lake Michigan via 001
Lake Michigan via 001

In compliance with the provisions of the Illinois Environmental Protection Act, Title 35 of Ill. Adm. Code, Subtitle C and/or Subtitle D, Chapter 1, and the Clean Water Act (CWA), the above-named permittee is hereby authorized to discharge at the above location to the above-named receiving stream in accordance with the standard conditions and attachments herein.

Permittee is not authorized to discharge after the above expiration date. In order to receive authorization to discharge beyond the expiration date, the permittee shall submit the proper application as required by the Illinois Environmental Protection Agency (IEPA) not later than 180 days prior to the expiration date.



Thomas G. McSwiggin, P.E.

Manager, Permit Section

Division of Water Pollution Control

NPDES Permit No. IL0002259

Effluent Limitations and Monitoring

LOAD LIMITS lbs/day		CONCENTRATION		SAMPLE FREQUENCY	SAMPLE TYPE
DAF (DMF)		LIMITS mg/l			
MONTHLY AVG.	DAILY MAX.	MONTHLY AVG.	DAILY MAX.		

1. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall: 001 Circulating Water*

This discharge consists of:

1. Condenser cooling water
2. House service water
3. Boiler blowdown
4. Demineralizer regenerant wastes
5. Wastewater treatment system effluent
6. East yard runoff basin overflow/discharge
7. Demineralized water (off specification bypass)
8. Demineralized water (storage tank drainage and steam relief)
9. Intake screen backwash

Approximate Flow
768.62 MGD

- 665 MGD
- 29.7 MGD
- 0.036 MGD
- 0.151 MGD
- 8.13 MGD
- 0.676 MGD
- Intermittent
- Intermittent
- 0.172 MGD

Flow (MGD)	See Special Condition No. 1	Daily	Calculated
Temperature**		Daily	Continuous
Plant Capacity Factor (% Capacity of 875 MW)		Daily	Monthly Average and Maximum

*See Special Condition No. 13.

**Temperature shall be recorded on the Discharge Monitoring Reports as a daily minimum, monthly average and daily maximum. See Special Condition No. 6.

Outfall: A01 Boiler Blowdown

The discharge consists of:

1. Boiler blowdown
2. Boiler drains

Approximate Flow
0.036 MGD

- 0.018 MGD
- 0.018 MGD

Flow (MGD)	See Special Condition No. 1	2/Month	Calculated 24-hr Total
Total Suspended Solids	15	30	1/Month 8-hr Composite

NPDES Permit No. IL0002259

Effluent Limitations and Monitoring

LOAD LIMITS lbs/day		CONCENTRATION		SAMPLE	SAMPLE
DAF (DMF)		LIMITS mg/l			
MONTHLY	DAILY	MONTHLY	DAILY	FREQUENCY	TYPE
AVG.	MAX.	AVG.	MAX.		

2. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall: B01 Demineralizer Regenerant Wastes

This discharge consists of:

Approximate Flow
0.151 MGD

Flow (MGD)	See Special Condition No. 1			1/Week	24 Hr. Composite
Total Suspended Solids**		15	30	2/Month	Grab*

*Grab samples are appropriate only when the existing equalization tank is in service. If at any time the tank is out of service, an 8-hour composite sample shall be required.

**See Special Condition No. 16.

NPDES Permit No. IL0002259

Effluent Limitations and Monitoring

LOAD LIMITS lbs/day		CONCENTRATION		SAMPLE FREQUENCY	SAMPLE TYPE
DAF (DMF)		LIMITS mg/l			
MONTHLY AVG.	DAILY MAX.	MONTHLY AVG.	DAILY MAX.		

2. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall: C01 Wastewater Treatment System***

This Discharge consists of:

This Discharge consists of:		Approximate Flow		SAMPLE FREQUENCY	SAMPLE TYPE
		8.13 MGD			
1.	Ash transport water	1.6 MGD			
a.	Bottom Ash Sluice	1.6 MGD			
b.	Fly Ash Sluice	Intermittent			
2.	Ash hopper overflow	Intermittent			
3.	Coal pile runoff collection basin discharge	1.0 MGD			
a.	Coal pile area runoff	0.5 MGD			
b.	West yard area runoff	0.5 MGD			
i.	West yard area runoff				
ii.	Car dumper area runoff				
iii.	Main switch yard area runoff				
iv.	West yard polymer building drains				
v.	Peaker sump discharges				
vi.	West turbine area roof drains				
4.	Non-chemical metal cleaning waste	Intermittent			
5.	Supernatant from dredge spoil lagoons	Intermittent			
6.	Main collection tank discharge	2.0 MGD			
a.	Unit 8 low point sump (roof, floor, & equipment drains)	Intermittent			
b.	Ash sluice head tank overflow	Intermittent			
c.	Slag line drain	Intermittent			
d.	Slag tank overflows	Intermittent			
e.	Demineralizer filter backwash (alternate route)	Intermittent			
f.	Floor drains (alternate route)	Intermittent			
Flow (MGD)	See Special Condition No. 1			Daily	Continuous
pH	See Special Condition No. 2			1/Week	Grab
Total Suspended Solids**		15	30	2/Month	24 Hr. Composite
Oil & Grease**		15	20	2/Month	Grab
Total Iron**		1.0	1.0	1/Month*	24 Hr. Composite
Total Copper		0.5	1.0	*	24 Hr. Composite

*Sampling frequency shall be daily during discharge of non-chemical metal cleaning wastes.

**See Special Condition No. 16.

***See Special Condition No. 13.

NPDES Permit No. IL0002259

Effluent Limitations and Monitoring

LOAD LIMITS lbs/day		CONCENTRATION		SAMPLE FREQUENCY	SAMPLE TYPE
DAF (DMF)		LIMITS mg/l			
MONTHLY AVG.	DAILY MAX.	MONTHLY AVG.	DAILY MAX.		

3. From the effective date of this permit until the expiration date, the effluent of the following discharge(s) shall be monitored and limited at all times as follows:

Outfall: D01 East Yard Collection Basin Overflow/Discharge*

This discharge consists of:

1. East yard area runoff
2. Units 1-4 roof and floor drainage
3. East yard polymer building drains
4. Demineralizer filter backwash
5. Laboratory sink drains
6. Units 5-8 roof and floor drains

Approximate Flow
0.676 MGD

Intermittent
Intermittent
Intermittent
0.078 MGD
Intermittent
Intermittent

Flow (MGD)	See Special Condition No. 1			Daily	Continuous
pH	See Special Condition No. 2			1/Week	Grab
Total Suspended Solids**		15	30	2/Month	24 Hr. Composite
Oil & Grease		15	20	1/Month	Grab

*See Special Condition No. 13.

**See Special Condition No. 16.

Outfall: E01 Demineralized Water (Off Specification Bypass)

Approximate Flow
Intermittent

Flow (MGD)	See Special Condition No. 1			1/Week	Estimate
------------	-----------------------------	--	--	--------	----------

Outfall: F01 Unit 7 Demineralized Water Storage Tank Drain

Approximate Flow
Intermittent

Flow (MGD)	See Special Condition No. 1			1/Week	Estimate
------------	-----------------------------	--	--	--------	----------

NPDES Permit No. IL0002259

Special Conditions

SPECIAL CONDITION 1. Flows shall be reported as a monthly average and daily maximum.

SPECIAL CONDITION 2. The pH shall be in the range 6.0 to 9.0. The monthly minimum and monthly maximum values shall be reported on the DMR form.

SPECIAL CONDITION 3. Samples taken in compliance with the effluent monitoring requirements shall be taken at a point representative of the discharge, but prior to entry into the receiving stream.

SPECIAL CONDITION 4. There shall be no discharge of debris as a result of intake screen washing operations. Debris may be defined as solids, inert matter collected on intake screen during normal intake structure operation, not to include animate objects such as fish and other discrete aquatic life.

SPECIAL CONDITION 5. There shall be no discharge of polychlorinated biphenyl compounds (PCB's).

SPECIAL CONDITION 6. Thermal Discharge Limitations

During the period beginning on the effective date of this permit and lasting until the date of expiration, the permittee is authorized to discharge heated effluent from outfall number 001.

Such discharges shall be limited and monitored by the permittee as specified below:

a. The discharge of heat shall be restricted to that associated with generation of 1016 MW of electric power with the generating equipment on-site as of July 1, 1977.

The Permittee's demonstration for the Waukegan Generating Station in accordance with Section 316(a) of the CWA was approved by the Illinois Pollution Control Board in Order PCB 78-72, -73 Consolidated dated September 21, 1978. No additional monitoring or modification is now being required for reissuance of this NPDES Permit.

SPECIAL CONDITION 7. The Agency is withholding decision at this time as to whether the Waukegan Generating Station cooling water intake, location design, construction capacity and mode of operation reflects Best Available Technology for minimizing adverse environmental impact pursuant to Section 316(b) of the Clean Water Act and 35 Ill. Adm. Code 306.201.

SPECIAL CONDITION 8 There shall be no discharge of complexed metal bearing wastestreams and associated rinses from chemical metal cleaning unless this permit has been modified to include the new discharge.

SPECIAL CONDITION 9. The permittee shall record monitoring results on Discharge Monitoring Report Forms using one such form for each discharge each month. The completed Discharge Monitoring Report forms shall be mailed and received by the IEPA no later than the 28th day of the following month, unless otherwise specified by the permitting authority. Discharge Monitoring Reports shall be mailed to the IEPA at the following address:

Illinois Environmental Protection Agency
Division of Water Pollution Control
1021 North Grand Avenue East
Post Office Box 19276
Springfield, Illinois 62794-9276
Attention: Compliance Assurance Section

SPECIAL CONDITION 10 The "upset" defense provisions as defined under 40 CFR 122.41(n) are hereby incorporated by reference.

SPECIAL CONDITION 11. If an applicable effluent standard or limitation is promulgated under Sections 301(b)(2)(C) and (D), 304(b)(2), and 307(a)(2) of the Clean Water Act and the effluent standard or limitation is more stringent than any effluent limitation in the permit or controls a pollutant not limited in the NPDES Permit, the Agency shall revise or modify the permit in accordance with the more stringent standard or prohibition and shall so notify the permittee.

SPECIAL CONDITION 12. All stormwater runoff from the coal pile must be diverted to the coal pile runoff basin.

NPDES Permit No. IL0002259

Special Conditions

SPECIAL CONDITION 13. The Agency has determined that the effluent limitations in this permit for outfalls 001, C01 and D01 constitute BAT/BCT for stormwater which is treated in the existing treatment facilities for purposes of this permit reissuance, and no pollution prevention plan will be required for such stormwater. In addition to the chemical specific monitoring required elsewhere in this permit, the permittee shall conduct an annual inspection of the facility site to identify areas contributing to a stormwater discharge associated with industrial activity, and determine whether any facility modifications have occurred which result in previously-treated stormwater discharges no longer receiving treatment. If any such discharges are identified the permittee shall request a modification of this permit within 30 days after the inspection. Records of the annual inspection shall be retained by the permittee for the term of this permit and be made available to the Agency on request.

SPECIAL CONDITION 14. The use or operation of this facility shall be by or under the supervision of a Certified Class K operator.

SPECIAL CONDITION 15. In the event the permittee shall require the use of biocides and/or other water treatment additives not provided in the application (including sodium hypochlorite) reviewed for this permit (and approved by this Agency), or in the event the permittee requires an increase in the feed rate or quantity of the additives used beyond what has been approved by this Agency, the permittee shall request a modification in the permit in accordance with the Standard Conditions, Attachment H.

SPECIAL CONDITION 16. The permittee has undergone a monitoring reduction review and the effluent sample frequency has been reduced for total suspended solids at outfalls B01, C01 and D01, total iron at Outfall C01 and oil & grease at outfall C01 due to sustained compliance. The IEPA will require that the effluent sample frequency for total suspended solids at outfalls B01, C01 and D01 and oil & grease at outfall C01 be increased to the monitoring frequency of 1/week, and the effluent sample frequency for total iron at outfall C01 be increased to the monitoring frequency of 2/month, if effluent deterioration occurs due to increased wasteload, operational, maintenance or other problems. The increased monitoring will be required Without Public Notice when a permit modification is received by the permittee from the IEPA.

SPECIAL CONDITION 17. All sampling results submitted with the NPDES permit renewal application shall conform to the appropriate Minimum Detection Limits Pursuant to 40 CFR 136.

ATTACHMENT H

Standard Conditions

Definitions

Act means the Illinois Environmental Protection Act, Ch. 111 1/2 Ill. Rev. Stat., Sec. 1001-1052 as Amended.

Agency means the Illinois Environmental Protection Agency.

Board means the Illinois Pollution Control Board.

Clean Water Act (formerly referred to as the Federal Water Pollution Control Act) means Pub. L. 92-500, as amended, 33 U.S.C. 1251 et seq.

NPDES (National Pollutant Discharge Elimination System) means the national program for issuing, modifying, revoking and reissuing, terminating, monitoring and enforcing permits, and imposing and enforcing pretreatment requirements, under Sections 307, 402, 318 and 405 of the Clean Water Act.

USEPA means the United States Environmental Protection Agency.

Daily Discharge means the discharge of a pollutant measured during a calendar day or any 24-hour period that reasonably represents the calendar day for purposes of sampling. For pollutants with limitations expressed in units of mass, the "daily discharge" is calculated as the total mass of the pollutant discharged over the day. For pollutants with limitations expressed in other units of measurements, the "daily discharge" is calculated as the average measurement of the pollutant over the day.

Maximum Daily Discharge Limitation (daily maximum) means the highest allowable daily discharge.

Average Monthly Discharge Limitation (30 day average) means the highest allowable average of daily discharges over a calendar month, calculated as the sum of all daily discharges measured during a calendar month divided by the number of daily discharges measured during that month.

Average Weekly Discharge Limitation (7 day average) means the highest allowable average of daily discharges over a calendar week, calculated as the sum of all daily discharges measured during a calendar week divided by the number of daily discharges measured during that week.

Best Management Practices (BMPs) means schedules of activities, prohibitions of practices, maintenance procedures, and other management practices to prevent or reduce the pollution of waters of the State. BMPs also include treatment requirements, operating procedures, and practices to control plant site runoff, spillage or leaks, sludge or waste disposal, or drainage from raw material storage.

Aliquot means a sample of specified volume used to make up a total composite sample.

Grab Sample means an individual sample of at least 100 milliliters collected at a randomly-selected time over a period not exceeding 15 minutes.

24 Hour Composite Sample means a combination of at least 8 sample aliquots of at least 100 milliliters, collected at periodic intervals during the operating hours of a facility over a 24-hour period.

8 Hour Composite Sample means a combination of at least 3 sample aliquots of at least 100 milliliters, collected at periodic intervals during the operating hours of a facility over an 8-hour period.

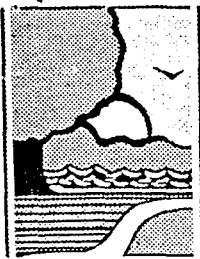
Flow Proportional Composite Sample means a combination of sample aliquots of at least 100 milliliters collected at periodic intervals such that either the time interval between each aliquot or the volume of each aliquot is proportional to either the stream flow at the time of sampling or the total stream flow since the collection of the previous aliquot.

- (1) Duty to comply. The permittee must comply with all conditions of this permit. Any permit noncompliance constitutes a violation of the Act and is grounds for enforcement action, permit termination, revocation and reissuance, modification, or for denial of a permit renewal application. The permittee shall comply with effluent standards or prohibitions established under Section 307(a) of the Clean Water Act for toxic pollutants within the time provided in the regulations that establish these standards or prohibitions, even if the permit has not yet been modified to incorporate the requirement.
- (2) Duty to reapply. If the permittee wishes to continue an activity regulated by this permit after the expiration date of this permit, the permittee must apply for and obtain a new permit. If the permittee submits a proper application as required by the Agency no later than 180 days prior to the expiration date, this permit shall continue in full force and effect until the final Agency decision on the application has been made.
- (3) Need to halt or reduce activity not a defense. It shall not be a defense for a permittee in an enforcement action that it would have been necessary to halt or reduce the permitted activity in order to maintain compliance with the conditions of this permit.
- (4) Duty to mitigate. The permittee shall take all reasonable steps to minimize or prevent any discharge in violation of this permit which has a reasonable likelihood of adversely affecting human health or the environment.
- (5) Proper operation and maintenance. The permittee shall at all times properly operate and maintain all facilities and systems of treatment and control (and related appurtenances) which are installed or used by the permittee to achieve compliance with the conditions of this permit. Proper operation and maintenance includes effective performance, adequate funding, adequate operator staffing and training, and adequate laboratory and process controls, including appropriate quality assurance procedures. This provision requires the operation of back-up, or auxiliary facilities, or similar systems only when necessary to achieve compliance with the conditions of the permit.

- (6) Permit actions. This permit may be modified, revoked and reissued, or terminated for cause by the Agency pursuant to 40 CFR 122.62. The filing of a request by the permittee for a permit modification, revocation and reissuance, or termination, or a notification of planned changes or anticipated noncompliance, does not stay any permit condition.
- (7) Property rights. This permit does not convey any property rights of any sort, or any exclusive privilege.
- (8) Duty to provide information. The permittee shall furnish to the Agency within a reasonable time, any information which the Agency may request to determine whether cause exists for modifying, revoking and reissuing, or terminating this permit, or to determine compliance with the permit. The permittee shall also furnish to the Agency, upon request, copies of records required to be kept by this permit.
- (9) Inspection and entry. The permittee shall allow an authorized representative of the Agency, upon the presentation of credentials and other documents as may be required by law, to:
 - (a) Enter upon the permittee's premises where a regulated facility or activity is located or conducted, or where records must be kept under the conditions of this permit;
 - (b) Have access to and copy, at reasonable times, any records that must be kept under the conditions of this permit;
 - (c) Inspect at reasonable times any facilities, equipment (including monitoring and control equipment), practices, or operations regulated or required under this permit; and
 - (d) Sample or monitor at reasonable times, for the purpose of assuring permit compliance, or as otherwise authorized by the Act, any substances or parameters at any location.
- (10) Monitoring and records.
 - (a) Samples and measurements taken for the purpose of monitoring shall be representative of the monitored activity.
 - (b) The permittee shall retain records of all monitoring information, including all calibration and maintenance records, and all original strip chart recordings for continuous monitoring instrumentation, copies of all reports required by this permit, and records of all data used to complete the application for this permit, for a period of at least 3 years from the date of this permit, measurement, report or application. This period may be extended by request of the Agency at any time.
 - (c) Records of monitoring information shall include:
 - (1) The date, exact place, and time of sampling or measurements;
 - (2) The individual(s) who performed the sampling or measurements;
 - (3) The date(s) analyses were performed;
 - (4) The individual(s) who performed the analyses;
 - (5) The analytical techniques or methods used; and
 - (6) The results of such analyses.
 - (d) Monitoring must be conducted according to test procedures approved under 40 CFR Part 136, unless other test procedures have been specified in this permit. Where no test procedure under 40 CFR Part 136 has been approved, the permittee must submit to the Agency a test method for approval. The permittee shall calibrate and perform maintenance procedures on all monitoring and analytical instrumentation at intervals to ensure accuracy of measurements.
- (11) Signatory requirement. All applications, reports or information submitted to the Agency shall be signed and certified.
 - (a) Application. All permit applications shall be signed as follows:
 - (1) For a corporation: by a principal executive officer of at least the level of vice president or a person or position having overall responsibility for environmental matters for the corporation;
 - (2) For a partnership or sole proprietorship: by a general partner or the proprietor, respectively; or
 - (3) For a municipality, State, Federal, or other public agency: by either a principal executive officer or ranking elected official.
 - (b) Reports. All reports required by permits, or other information requested by the Agency shall be signed by a person described in paragraph (a) or by a duly authorized representative of that person. A person is a duly authorized representative only if:
 - (1) The authorization is made in writing by a person described in paragraph (a); and
 - (2) The authorization specifies either an individual or a position responsible for the overall operation of the facility, from which the discharge originates, such as a plant manager, superintendent or person of equivalent responsibility; and
 - (3) The written authorization is submitted to the Agency.

Electronic Filing - Received, Clerk's Office, 11/05/2012

- (c) **Changes of Authorization.** If an authorization under (b) is no longer accurate because a different individual or position has responsibility for the overall operation of the facility, a new authorization satisfying the requirements of (b) must be submitted to the Agency prior to or together with any reports, information, or applications to be signed by an authorized representative.
- (12) **Reporting requirements.**
- (a) **Planned changes.** The permittee shall give notice to the Agency as soon as possible of any planned physical alterations or additions to the permitted facility.
- (b) **Anticipated noncompliance.** The permittee shall give advance notice to the Agency of any planned changes in the permitted facility or activity which may result in noncompliance with permit requirements.
- (c) **Compliance schedules.** Reports of compliance or noncompliance with, or any progress reports on, interim and final requirements contained in any compliance schedule of this permit shall be submitted no later than 14 days following each schedule date.
- (d) **Monitoring reports.** Monitoring results shall be reported at the intervals specified elsewhere in this permit.
- (1) Monitoring results must be reported on a Discharge Monitoring Report (DMR).
- (2) If the permittee monitors any pollutant more frequently than required by the permit, using test procedures approved under 40 CFR 136 or as specified in the permit, the results of this monitoring shall be included in the calculation and reporting of the data submitted in the DMR.
- (3) Calculations for all limitations which require averaging of measurements shall utilize an arithmetic mean unless otherwise specified by the Agency in the permit.
- (e) **Twenty-four hour reporting.** The permittee shall report any noncompliance which may endanger health or the environment. Any information shall be provided orally within 24 hours from the time the permittee becomes aware of the circumstances. A written submission shall also be provided within 5 days of the time the permittee becomes aware of the circumstances. The written submission shall contain a description of the noncompliance and its cause; the period of noncompliance, including exact dates and times; and if the noncompliance has not been corrected, the anticipated time it is expected to continue; and steps taken or planned to reduce, eliminate, and prevent reoccurrence of the noncompliance. The following shall be included as information which must be reported within 24 hours:
- (1) Any unanticipated bypass which exceeds any effluent limitation in the permit;
- (2) Violation of a maximum daily discharge limitation for any of the pollutants listed by the Agency in the permit to be reported within 24 hours;
- The Agency may waive the written report on a case-by-case basis if the oral report has been received within 24 hours.
- (f) **Other noncompliance.** The permittee shall report all instances of noncompliance not reported under paragraphs (12)(c), (d), or (e), at the time monitoring reports are submitted. The reports shall contain the information listed in paragraph (12)(e).
- (g) **Other information.** Where the permittee becomes aware that it failed to submit any relevant facts in a permit application, or submitted incorrect information in a permit application, or in any report to the Agency, it shall promptly submit such facts or information.
- (13) **Transfer of permits.** A permit may be automatically transferred to a new permittee if:
- (a) The current permittee notifies the Agency at least 30 days in advance of the proposed transfer date;
- (b) The notice includes a written agreement between the existing and new permittees containing a specific date for transfer of permit responsibility, coverage and liability between the current and new permittees; and
- (c) The Agency does not notify the existing permittee and the proposed new permittee of its intent to modify or revoke and reissue the permit. If this notice is not received, the transfer is effective on the date specified in the agreement.
- (14) All manufacturing, commercial, mining, and silvicultural dischargers must notify the Agency as soon as they know or have reason to believe:
- (a) That any activity has occurred or will occur which would result in the discharge of any toxic pollutant identified under Section 307 of the Clean Water Act which is not limited in the permit, if that discharge will exceed the highest of the following notification levels:
- (1) One hundred micrograms per liter (100 ug/l);
- (2) Two hundred micrograms per liter (200 ug/l) for acrolein and acrylonitrile; five hundred micrograms per liter (500 ug/l) for 2,4-dinitrophenol and for 2-methyl-4,6-dinitrophenol; and one milligram per liter (1 mg/l) for antimony;
- (3) Five (5) times the maximum concentration value reported for that pollutant in the NPDES permit application, or
- (4) The level established by the Agency in this permit.
- (b) That they have begun or expect to begin to use or manufacture as an intermediate or final product or byproduct any toxic pollutant which was not reported in the NPDES permit application.
- (15) All Publicly Owned Treatment Works (POTWs) must provide adequate notice to the Agency of the following:
- (a) Any new introduction of pollutants into that POTW from an indirect discharger which would be subject to Sections 301 or 306 of the Clean Water Act if it were directly discharging those pollutants; and
- (b) Any substantial change in the volume or character of pollutants being introduced into that POTW by a source introducing pollutants into the POTW at the time of issuance of the permit.
- (c) For purposes of this paragraph, adequate notice shall include information on (i) the quality and quantity of effluent introduced into the POTW, and (ii) any anticipated impact of the change on the quantity or quality of effluent to be discharged from the POTW.
- (16) If the permit is issued to a publicly owned or publicly regulated treatment works, the permittee shall require any industrial user of such treatment works to comply with federal requirements concerning:
- (1) User charges pursuant to Section 204(b) of the Clean Water Act, and applicable regulations appearing in 40 CFR 35;
- (2) Toxic pollutant effluent standards and pretreatment standards pursuant to Section 307 of the Clean Water Act; and
- (3) Inspection, monitoring and entry pursuant to Section 308 of the Clean Water Act.
- (17) If an applicable standard or limitation is promulgated under Section 301(b)(2)(C) and (D), 304(b)(2), or 307(a)(2) and that effluent standard or limitation is more stringent than any effluent limitation in the permit, or controls a pollutant not limited in the permit, the permit shall be promptly modified or revoked, and reissued to conform to that effluent standard or limitation.
- (18) Any authorization to construct issued to the permittee pursuant to 35 Ill. Adm. Code 309.154 is hereby incorporated by reference as a condition of this permit.
- (19) The permittee shall not make any false statement, representation or certification in any application, record, report, plan or other document submitted to the Agency or the USEPA, or required to be maintained under this permit.
- (20) The Clean Water Act provides that any person who violates a permit condition implementing Sections 301, 302, 306, 307, 308, 318, or 405 of the Clean Water Act is subject to a civil penalty not to exceed \$10,000 per day of such violation. Any person who willfully or negligently violates permit conditions implementing Sections 301, 302, 306, 307, or 308 of the Clean Water Act is subject to a fine of not less than \$2,500, nor more than \$25,000 per day of violation, or by imprisonment for not more than one year, or both.
- (21) The Clean Water Act provides that any person who falsifies, tampers with, or knowingly renders inaccurate any monitoring device or method required to be maintained under permit shall, upon conviction, be punished by a fine of not more than \$10,000 per violation, or by imprisonment for not more than 6 months per violation, or by both.
- (22) The Clean Water Act provides that any person who knowingly makes any false statement, representation, or certification in any record or other document submitted or required to be maintained under this permit shall, including monitoring reports or reports of compliance or non-compliance shall, upon conviction, be punished by a fine of not more than \$10,000 per violation, or by imprisonment for not more than 6 months per violation, or by both.
- (23) Collected screening, slurries, sludges, and other solids shall be disposed of in such a manner as to prevent entry of those wastes (or runoff from the wastes) into waters of the State. The proper authorization for such disposal shall be obtained from the Agency and is incorporated as part hereof by reference.
- (24) In case of conflict between these standard conditions and any other condition(s) included in this permit, the other condition(s) shall govern.
- (25) The permittee shall comply with, in addition to the requirements of the permit, all applicable provisions of 35 Ill. Adm. Code, Subtitle C, Subtitle D, Subtitle E, and all applicable orders of the Board.
- (26) The provisions of this permit are severable, and if any provision of this permit, or the application of any provision of this permit is held invalid, the remaining provisions of this permit shall continue in full force and effect.



Electronic Filing - Received, Clerk's Office, 11/05/2012

Illinois

Department of Natural Resources

<http://dnr.state.il.us>

524 South Second Street • Springfield, Illinois 62701-1787

George H. Ryan, Governor • Brent Manning, Director

June 14, 2000

Illinois EPA - NPDES
Water Pollution Control, Permit Section # 15
1021 North Grand Avenue East
Post Office Box 19276
Springfield, IL 62794-9276

RE: NPDES Permit No. IL0002259, Notice No. FLR:99092201.dlk
Discharger: Midwest Generation, LLC
Facility Location: Waukegan Generating Station
Receiving Waters: Lake Michigan
Lake County: T45N R12E Section 22 **IDNR #0003362**

Attn: Fred Rosenblum, NPDES Engineer:

The draft NPDES permit above was submitted for review in accordance with the Illinois Endangered Species Protection Act [520 ILCS 10/11], the Illinois Natural Areas Preservation Act [525 ILCS 30/17], Title 17 Illinois Administrative Code Part 1075. According to the Natural Heritage Database and the information provided, the discharge for the above facility will discharge into Lake Michigan. The coastal areas surrounding this discharge are all identified as the Waukegan Beach Illinois Natural Areas Inventory (INAI) site. This area supports known records for the state endangered Black crowned night heron (*Nycticorax nycticorax*), Common tern (*Sterna hirundo*), Marram grass (*Ammophila breviligulata*), and Seaside spurge (*Chamaesyce polygonifolia*), which are all dependant on the waters of Lake Michigan.

The NPDES permit is for an existing discharge with modifications to outfall names only. IEPA should use its authorities to ensure the permit standards will continue to protect the water quality from further degradation and avoid adverse impacts to these sensitive resources. Please provide a copy of the complete permit with special conditions to maintain in the project file. This consultation is terminated.

If you need additional information or have questions, please do not hesitate to contact me at 217-785-8290.

Sincerely,

MaryJo Woodruff

OREP - Division of Natural Resource Review & Coordination

cc: Midwest Generation, LLC

Exhibit 9

MWG Response to Illinois EPA Violation Notice for the
Powerton Generating Station, July 27, 2012

Jennifer T. Nijman
@nijmanfranzetti.com

Susan M. Franzetti
sf@nijmanfranzetti.com

July 27, 2012

VIA OVERNIGHT MAIL

Illinois EPA
Division of Public Water Supplies
Attn: Andrea Rhodes, CAS #19
P.O. Box 19276
Springfield, IL 62794-9276

Re: Violation Notice: Midwest Generation, LLC, Powerton Generating Station
Identification No.: 6282
Violation Notice No.: W-2012-00057

Dear Ms. Rhodes:

In response to the above-referenced June 11, 2012 Violation Notice (“VN”), received on June 14, 2012, this written response is timely submitted on behalf of the Midwest Generation, LLC (“MWG”), Powerton Generating Station (“Powerton”). MWG also requests a meeting with the Illinois Environmental Protection Agency (“Illinois EPA” or the “Agency”) to discuss the VN and information provided in this response.

MWG regrets that the Illinois EPA decided to issue the VN because MWG has tried to work cooperatively with the Agency concerning the hydrogeologic assessment of the coal ash ponds at Powerton even though it had significant concerns and objections to how the VN has proceeded in this matter.¹ Nevertheless, MWG complied with the Agency’s request that it conduct a hydrogeologic assessment of the area around the coal ash ponds and followed its requirements and comments for how the hydrogeologic assessment should be conducted, even though it was under no legal obligation to do so.² At no time however did MWG agree that the scope and nature of the hydrological assessment the Agency required it to perform would provide any basis for concluding that the ash ponds were impacting groundwater. The alleged

¹ See, e.g., MWG (B. Constantelos) letter to Illinois EPA (A. Keller) dated July 15, 2009. MWG is also working cooperatively with the USEPA with regards to the Coal Combustion Residuals Proposed Rules, EPA-HQ-RCRA-2009-0640, and is trying to coordinate the responses and requirements of both Agencies. USEPA first issued the proposed rules on June 21, 2010, and requested additional comments and information on Oct. 12, 2011. The additional information comment period closed on November 14, 2011, and MWG is now waiting for the USEPA to issue the final rule.

² MWG continues to reserve its objection that the Illinois EPA did not have the legal authority to require the hydrological assessments of the ash ponds under Sections 4 or 12 of the Illinois Environmental Protection Act (the “Act”) or the Groundwater Quality Regulations, 35 Ill. Adm. Code Part 620.

violations in the VN are based solely on the results of the hydrogeologic assessment MWG performed at the Agency's request. The results of the hydrogeologic assessment do not show that the coal ash ponds at the Powerton Station are impacting the groundwater and do not provide the necessary evidence to support the alleged violations contained in the VN.

Well prior to the issuance of this VN, MWG met with the Agency to discuss the groundwater monitoring results and to discuss cooperatively how to proceed based on those results, including what additional actions, if any, the Agency believed were necessary. The Agency told MWG that it had not yet decided how to proceed. The next development was the issuance of the VN. The VN itself provides no information concerning the basis for the Agency's apparent conclusion that the ash impoundments are the cause of the alleged groundwater impacts, other than the conclusory statement that "[o]perations at ash impoundments [sic] have resulted in violations of the Groundwater Quality Standards." The VN also provides no information concerning the nature or type of corrective action which the Agency may deem acceptable to address the alleged violations. The Agency is not pursuing this matter in a way that allows MWG to prepare an effective response or a Compliance Commitment Agreement.

This letter provides a detailed response to each of the alleged violations in Attachment A of the VN to the extent possible given the lack of information provided in the VN. It also advances MWG's general objection to the legal sufficiency of the notice of the alleged violations contained in the VN. MWG maintains that the Illinois EPA cannot prove the alleged violations in the VN, and does not, by submitting this response, make any admissions of fact or law, or waive any of its defenses to those alleged violations.

I. General Objection to the Legal Sufficiency of the Violation Notice

The VN does not comply with the requirements of Section 31 of the Act. Section 31(a)(1)(B) of the Act requires the Illinois EPA to provide a detailed explanation of the violations alleged. 415 ILCS 5/31(a)(1)(B). Under the Act, MWG is entitled to notice of the specific violation charged against it and notice of the specific conduct constituting the violation.³ The VN fails to provide adequate notice to MWG of either the alleged violations or the activities which the Agency believes are necessary to address them. The VN states that "[o]perations at ash impoundments have resulted in violations of the Groundwater Quality Standards...." (Violation Notice, Attachment A, page 1, 1st paragraph) No further description of the alleged "ash impoundments" is provided in the VN. Multiple ash impoundments exist at the Powerton Station. It is impossible to identify from the contents of the VN what operations or activities at the Powerton Station the Agency is claiming are the cause of the alleged violations, including whether it is the Agency's position that each of the Station's ash ponds, or only certain ones,

³ *Citizens Utilities Co., v. IPCB*, 9 Ill.App.3d 158, 164, 289 N.E.2d 642, 648 (2nd Dist., 1972) (a person is entitled to notice of the specific violation charged against it and notice of the specific conduct constituting the violation). See also, *City of Pekin v. Environmental Protection Agency*, 47 Ill.App.3d 187, 192, 361 N.E.2d 889, 893 (3rd Dist., 1977).

have caused the alleged violations. Absent an accurate or complete description of the activities or operations that the Agency is alleging caused the violations, it is also not possible to identify what action might be necessary to resolve them. Attachment A to the VN states: "Included with each type of violation is an explanation of the activities that the Illinois EPA believes may resolve the violation." However, no such explanation is provided in the VN. In sum, the VN fails to comply with the legal requirement that it include a detailed explanation of the violations alleged, does not inform MWG of the specific conduct constituting the alleged violations and provides no notice of what is necessary to resolve the alleged violations. The Section 31 process is based on fundamental principles of due process. MWG should not have to speculate about what activities it allegedly engaged in that caused the violations and how to address them to resolve the alleged violations. In the absence of this material, statutorily-required information, the Agency also has effectively denied MWG's statutory right to formulate an acceptable Compliance Commitment Agreement to submit for the Agency's approval.

The VN is also deficient regarding its explanation of what laws MWG has allegedly violated. The VN solely alleges that MWG violated "Section 12" of the Act. 415 ILCS 5/12. It does not provide any further specification as to which of the provisions of Section 12 MWG has allegedly violated.

Section 12 of the Act has nine subsections, consecutively numbered (a) through (i). Each of these subsections describes a different and distinct water pollution prohibition. 415 ILCS 5/12(a)-(i). However, the VN issued to MWG does not identify which of the nine subsections the Agency is alleging MWG violated. Based on the contents of Section 12 of the Act, the Agency is taking the position that MWG violated each and every one of the provisions of Section 12. Based on the relevant facts, it is highly unlikely that this is the intent of the VN. Therefore, the VN's general reference to Section 12 of the Act, without any other explanation, is not a "detailed explanation of the violations." This is yet another example of how the VN fails to provide MWG with adequate notice as a matter of law and thereby violates MWG's due process rights.⁴

By failing to provide a detailed explanation of the violations and any explanation of the activities that the Illinois EPA believes may resolve the violations, the Illinois EPA has effectively denied MWG the opportunity to properly and thoroughly respond to the alleged violations and to make an acceptable offer to resolve them. The VN's deficiencies conflict with the intent and purpose of Section 31 of the Act, which is to avoid unnecessary litigation. Therefore, MWG respectfully requests that the Agency rescind the VN and suspend any further enforcement action unless and until it has taken the necessary actions to correct and cure the legal deficiencies in the notice of the alleged violations by following the statutory requirements under Section 31(a)(1)(B) of the Act. 415 ILCS 5/31(a)(1)(B)

⁴ See, e.g., *Grigoleit Co. v. Illinois EPA*, PCB 89-184, slip op at p. 11 (November 29, 1990) (Failure to notify permit applicant of alleged violations and provide an opportunity to provide information in response was a violation of applicant's due process rights).

II. Response to Alleged Violations in the VN

Subject to and without waiving its objections to the legal sufficiency of the VN, MWG nevertheless has attempted to discern the legal basis for the alleged violations and to prepare this response in defense to those allegations based on various assumptions. MWG reserves the right to supplement this response, including by submitting a separate response should the Agency provide the legally required notice under Section 31 of the Act.

The VN alleges “[o]perations at ash impoundments” at MWG’s Powerton Station have resulted in violations of certain of the Groundwater Quality Standards at the respective monitoring wells identified in the VN. (Violation Notice at Attachment A) MWG believes the Agency’s use of the term “ash impoundments” is intended to refer to the structures which the Powerton Station commonly refers to as “ash ponds;” that is how they will be referred to here. The Agency further alleges that the alleged violations of the groundwater quality standards in 35 Ill. Admin. Code Part 620 also constitute violations of Section 12 of the Act and the underlying groundwater regulations in 35 Ill. Admin. Code Part 620. It is undisputable that the Agency has the burden to prove these alleged violations both in proceedings before the Illinois Pollution Control Board (“Board”) and in the courts.⁵ However, the groundwater monitoring data on which the Agency primarily, if not solely, relies to assert these violations is not sufficient, legally or technically, to prove that any “ash impoundments” is the source of the alleged groundwater impacts. Further, based on the existing condition of the ash ponds, it is not likely that they are a source of the alleged impacts.

To support its defense to the alleged violations, MWG has set forth below a description of: (1) the condition and use of the ash ponds at Powerton; (2) the hydrogeologic assessment performed at the Powerton Station; (3) the site hydrology; and (4) why the analytical data from the monitoring wells does not establish that the ash ponds are the source of the alleged exceedances of the groundwater standards.⁶ In addition, for certain of the alleged exceedances, additional information not considered by the Agency shows that it is either more likely, or at least as likely, that the source of the alleged exceedance is something other than the ash ponds. In either case, the Agency cannot sustain its burden to prove the alleged violations.

⁵ Section 31(e) of the Act provides in relevant part: “In hearings before the Board under this Title, the burden shall be on the Agency...to show either that the respondent has caused or threatened to cause...water pollution or that the respondent has violated or threatens to violate any provision of this Act or any rule or regulation of the Board or permit or term or condition thereof.” 415 ILCS 5/31(e); *Citizens Utilities v. IPCB*, 9 Ill. App. 3d 158, 164, 289 N.E.2d 642, 646 (1972) (the Agency has the burden of proof in enforcement actions).

⁶ In preparing this response, MWG closely reviewed the groundwater monitoring reports previously submitted to the Agency for the monitoring wells which are identified in the VN. In the course of this review, some data transcription errors were found in the previously submitted data tables included in the groundwater monitoring reports. Copies of the corrected data tables are enclosed. The tables are annotated to identify the nature of the corrections made to the previously submitted reports. The most significant changes are: (i) consistent with previous data for MW-1, there was no boron exceedance at monitoring well MW-1 in the first quarter 2012 sampling event; (ii) there was no exceedance of selenium at wells MW-7 (4th quarter 2011), MW-9 (1st quarter 2011) and MW-13 (August 2011); and (iii) there was no exceedance of mercury at well MW-12 (4th quarter 2010).

A. The Condition of the Ash Ponds

For several reasons, the construction and operation of the Powerton ash ponds makes it unlikely that they are the cause of the alleged violations. The construction and operation of the ponds minimizes the potential for leakage from the ash ponds to groundwater.

First, the Powerton ash ponds are not disposal sites. The ash that enters the ponds is routinely removed. This operating condition limits the amount of ash accumulated over time which serves to minimize the potential for the release of ash constituents to the groundwater.

Second, unlike many other ash ponds in Illinois, two of the ash ponds at Powerton, the Ash Surge Pond and the Ash Bypass Basin are lined to prevent releases to groundwater. The third pond, the Secondary Ash Settling Basin, is not presently lined. However, as described below, there are no groundwater exceedances of coal ash constituents downgradient of the Secondary Ash Settling Basin, thus supporting the conclusion that it is not a source. When the final federal Coal Combustion Residual Rules are issued, MWG will rely on those rules to make a decision regarding any further modifications to, or the continued use of, the Secondary Ash Settling Basin.

The Ash Surge Pond at Powerton is constructed of Poz-o-Pac material which meets accepted standards for preventing the migration of constituents to the environment.⁷ The permeability of the Poz-o-Pac liner is 10^{-7} cm/sec. Notably, this is the same degree of permeability that is required in the Board Regulations for constructing a new solid waste landfill where, unlike the ash ponds, waste materials are to be disposed of on a permanent basis. *See* 35 IAC 811.306(d). Pursuant to a construction permit issued by the Agency, the second ash pond, called the Ash Bypass Basin, was relined in 2010 with a high-density polypropylene (HDPE) liner.⁸ The HDPE liner provides an even greater degree of protection against leakage with a permeability of approximately 10^{-13} cm/sec. The liners in the two ash ponds achieve and exceed the level of permeability which the Illinois regulations expressly recognize is sufficient to prevent the release of constituents to the environment. Hence, the facts regarding the liners in place for these two ash ponds also support the conclusion that the ash ponds are not the source of the exceedances of groundwater standards alleged in the VN.

The VN contains no facts concerning the condition of the liners in the Powerton ash ponds that would indicate that they are allowing ash constituents to escape from the ponds. For example, the Agency does not contend that there are any breaches in the integrity of the ash pond liners that are allowing ash constituents to be released to the groundwater. The Agency similarly does not claim that the materials used for the existing liners are inadequate to prevent the migration of constituents, and it would be hard pressed to do so given that the materials either meet or exceed the analogous requirements for Illinois landfills. In the absence of such

⁷ Poz-o-Pac is an aggregate liner similar to concrete.

⁸ *See* Illinois EPA Water Pollution Control Permit No. 2010-EP-0664 for the Bypass Basin Expansion and Liner Upgrade

evidence, it is certainly far more likely than not that the existing ash ponds at the Powerton Station are not the source of the groundwater impacts alleged in the VN.

B. Hydrogeologic Assessment and Site Hydrology

The VN appears to be based on the flawed premise that the hydrogeologic assessment which the Agency directed MWG to perform in the vicinity of the ash ponds would be sufficient to identify the ash ponds as the source of any elevated levels of constituents in the groundwater. This is simply not the case. The results of the hydrogeologic assessment at best give rise to more questions about the source of the alleged groundwater impacts, and do not prove that the existing ash ponds are the source of those impacts.

The results of the hydrogeologic assessment show that there is some complexity to the site hydrology at Powerton. The complexity of the groundwater flow system arises from the existence of two distinct, though connected, groundwater units underlying the Powerton Station. The first unit is a localized, saturated silt and clay layer and the lower unit is a more extensive sand layer. When the groundwater elevations from all fifteen of the existing monitoring wells are plotted and analyzed for a single monitoring event (*i.e.*, the silt/clay unit wells and the sand unit wells), the groundwater flow system appears very complex. It shows a general groundwater flow direction of south to north, but with very unusual, localized groundwater highs, making a reasonable interpretation of groundwater flow difficult and suggests the presence of some localized, divergent flow. However, when the five monitoring wells that are screened in the silt/clay unit and the ten wells that are screened in the sand unit are plotted separately, it becomes evident that there are two distinct, though connected, groundwater units beneath this portion of the Site. In both units, the groundwater flows from the south/southeast to the north/northwest, toward the adjoining outlet channel west of the ponds. The elevation of the groundwater surface is approximately 10 feet higher in the silt/clay unit than in the sand unit. Because both units flow in the same direction and are in direct physical contact with each other, it is likely that they share some degree of hydraulic connection. Given this groundwater flow system, the data provides no indication of divergent or radial flow associated with the ash ponds.

The VN's allegations fail to make any distinctions among the fifteen monitoring wells that have been installed at the Powerton Station. There is no apparent attempt to evaluate the quarterly groundwater monitoring results, whether on a parameter-by-parameter basis or relative to each of the ash ponds themselves. When these evaluations are performed, the results show that the monitoring data does not support the VN's allegations that the operations of the ash impoundments have caused these groundwater impacts. The results of the evaluations are set forth below, beginning with the parameter-by-parameter evaluation.

Boron and sulfate are constituents known to be associated with coal ash. However, the monitoring data does not support a finding that the alleged boron and sulfate exceedances are due to the operations of the ash ponds. There are no exceedances of boron concentrations in any of the wells within the clay unit (*i.e.*, MW-6, MW-8, MW-12, MW-14 and MW-15) and boron is generally considered a reliable tracer of potential ash leachate impacts. Further, in the course of

this review, a transcription error was discovered in the previously reported first quarter 2012 groundwater sampling results for monitoring well MW-1. There was no exceedance of boron at monitoring well MW-1 in the first quarter 2012 sampling event, which is consistent with previous monitoring results for this well. Corrected data tables for the Powerton groundwater monitoring wells quarterly monitoring results are included with this response.

In addition, of all of the clay unit wells, only MW-14 had reproducible exceedances of sulfate. MW-15 had only one exceedance of sulfate, which did not occur again in any of the subsequent quarterly monitoring results. The remaining groundwater monitoring wells sampling results have reported no sulfate exceedances. Of the monitoring wells located in the underlying sand unit, only wells MW-9 and MW-13 had reproducible exceedances for either boron or sulfate.

As further discussed below, monitoring well MW-9 is the furthest upgradient well within the overall monitoring network. It has the highest detections of boron relative to all the other wells, with the exception of well MW-13. However, monitoring well MW-13 was not installed as part of the hydrogeologic assessment of the ash ponds. It was installed as an upgradient monitoring point pursuant to the construction permit requirements for the Metals Cleaning Basin, which as its name implies, does not receive or store any coal ash. The Metals Cleaning Basin is not associated in any way with the ash storage pond system. Thus, boron present in MW-13 is not evidence of any impact caused by the operation of the ash ponds.

Turning to the alleged pH exceedances, all nine pH exceedances noted in the VN were from a single sampling event - the December 2011 sampling event. They were not detected in the previous quarterly sampling events and have not been repeated since the December 2011 sampling event. Moreover, for MW-2, the alleged pH exceedance reported from this December 2011 sampling event is the only exceedance detected for any parameter over all of the six consecutive quarters of sampling. Given that pH is a field parameter, and no other pH exceedances were detected in any of the wells in any of the other quarterly sampling events, it is far more likely that the December 2011 pH measurements were associated with a malfunctioning field meter. Therefore, the December 2011 pH monitoring results are not indicative of alleged impacts from the ash ponds or that the groundwater in the vicinity of the subject monitoring wells is actually exceeding the pH standard.

A review of the chloride groundwater monitoring results also shows that they are not associated with the operations of the ash impoundments, as alleged in the VN. There were alleged chloride exceedances at monitoring well locations MW-8, MW-12, MW-14 and MW-15. Except for well MW-8, each of these was a single non-reproducible exceedance at each location. At monitoring well MW-8, the chloride exceedances are from only the last two rounds of the six consecutive quarters of groundwater sampling. Chloride is not an indicator of potential coal ash impacts. There are various other potential non-ash related sources of this compound. None of the wells where these alleged chloride exceedances were found had any exceedances of the boron standard.

The only exceedance detected for thallium in all six, consecutive sampling events is an isolated exceedance recorded for a single monitoring well, MW-14. Monitoring well MW-14 was not installed as part of the hydrogeologic assessment of the ash ponds. It instead was installed as a downgradient monitoring well for the Metals Cleaning Basin, which is not associated with the ash storage pond system. Thallium is not a constituent typically associated with ash storage facilities. It was not detected in any of the other fourteen monitoring wells at the Powerton Station in any of six consecutive quarters of groundwater monitoring. Hence, the isolated and unique detection of thallium is not evidence of a release from the ash ponds.

The alleged selenium and mercury exceedances alleged in the VN are almost exclusively the result of transcription errors which occurred in the previous reporting of these results to the Agency. There was no exceedance of selenium detected at monitoring wells MW-7 (4th Quarter 2011), MW-9 (1st Quarter 2011) and MW-13 (3rd Quarter 2011). The original laboratory data package shows selenium concentrations at ten times lower than what was reported in the monitoring results submitted to the Agency. In the quarterly reports submitted to the Agency, the decimal point was erroneously placed in the reported monitoring values, resulting in the reporting of values ten times higher than the actual laboratory results. The single selenium exceedance in monitoring well MW-14 is an isolated event, which occurred over a year ago. No subsequent selenium exceedances have been reported in the quarterly sampling events to date. Like thallium, the isolated detection of selenium is not evidence of a release from an ash pond. There also was no exceedance of mercury at well MW-12 (4th Quarter 2010). The previously reported elevated mercury level was also due to a transcription error. The corrected selenium and mercury groundwater monitoring results are included in the enclosed, corrected Tables.

In summary, a parameter-by-parameter evaluation shows that the monitoring data does not support the VN's allegation that the operation of the ash ponds has caused the alleged exceedances. Isolated monitoring well results showing exceedances of a given parameter that are not seen in any of the other fourteen monitoring wells (*e.g.*, thallium, selenium) do not support the VN's allegations. Multiple pH exceedances from a single sampling event are more indicative of an equipment error than actual groundwater conditions. Similarly, the chloride exceedances, most of which were not reproducible in subsequent sampling events and none are which are associated with boron and sulfate exceedances, also are not consistent with the ash ponds being the source of the exceedances. For other parameters, such as arsenic, manganese and iron, the monitoring results are far more consistent with the presence of a reducing environment in the area of groundwater where these elevated levels were detected. Finally, the alleged exceedances for selenium are not real. They are the result of transcription errors which occurred in the preparation of its quarterly reporting to the Agency due to the incorrect placement of a decimal point in the monitoring results values. This is now corrected in the enclosed Tables.

The separate evaluation of the groundwater monitoring results relative to each of the three active ash ponds and the former ash pond individually also reveals several deficiencies in the alleged violations. Each of these ash ponds is discussed separately below.

Ash Bypass Basin:

The furthest south (upgradient) pond is known as the "Ash Bypass Basin." As previously stated, the Ash Bypass Basin was relined with a HDPE liner in 2010. Monitoring well MW-9 is the upgradient monitoring well for the Ash Bypass Basin and wells MW-11 and MW-12 are the two immediately downgradient wells. Monitoring well MW-12 is screened within the silt/clay unit and monitoring wells MW-9 and MW-11 are screened within the underlying sand unit. For upgradient well MW-9, multiple exceedances of boron and manganese were detected. Monitoring well MW-11 had one exceedance of boron, but this occurred during the last round of quarterly sampling and hence, additional monitoring data is not yet available to determine whether this is an isolated event. While there were multiple exceedances of manganese in monitoring well MW-12, it did not have any reported exceedances of boron. The highest boron concentrations were reported in upgradient well MW-9. This indicates that the boron source is not associated with the operation of the Ash Bypass Basin. Further, the manganese concentrations in well MW-12 are similar to the concentrations measured at upgradient well location MW-9; however, the manganese concentrations at MW-11 (ranging from 2.2 mg/l to 3.6 mg/l) are higher than in the upgradient well which ranges from 0.19 mg/l to 0.48 mg/l. Elevated manganese concentrations can be associated with sources other than ash ponds and can be reflective of localized mineralogy and reduction-oxidation (redox) conditions, especially when elevated levels of both boron and sulfate are absent. Similarly, the alleged iron exceedances in well MW-12 can also be reflective of localized mineralogy and redox conditions especially in the absence of elevated concentrations of boron and sulfate, as is the case here.

The conclusion that the elevated manganese and iron levels are not due to the operation of the ash ponds is further supported by analytical testing performed in August 2008 of plant bottom ash, fly ash and fines. The analytical testing, which included Toxic Characteristic Leaching Procedure (TCLP) analyses, provides relevant information concerning the leaching nature of the ash compounds. The analytical data shows no detections of manganese in TCLP leachate from any of the samples. The leached iron detections range from non-detect to 0.044 mg/l, which is substantially lower than the iron exceedances in monitoring well MW-12. The analytical data does not support the VN's allegations that the source of the alleged exceedances in these monitoring wells is associated with the operation of the Ash Bypass Basin.

The weight of the evidence shows that the Ash Bypass Basin is not causing the alleged groundwater impacts. Moreover, even if a case could be made that it was, MWG has already taken the necessary steps to address it. As described above, the Ash Bypass Basin was relined in 2010 with a state of the art HDPE liner.

Ash Surge Pond:

The Ash Surge Pond is located north (*i.e.*, downgradient) of the Ash Bypass Basin. It is the largest of the ash ponds and is lined. Monitoring wells upgradient of the Ash Surge Pond are MW-12, MW-11 (previously discussed above because they are also downgradient of the Ash Bypass Basin) and monitoring well MW-10. Wells MW-15 and MW-8 are immediately

downgradient of the Ash Surge Pond.⁹ Monitoring wells MW-8 and MW-15 are screened within the silt/clay unit and well MW-10 is within the underlying sand unit.

Upgradient well MW-10 had multiple reported exceedances of manganese, ranging from 2.1 mg/l to 3.8 mg/l.¹⁰ (Downgradient well MW-15 has six exceedances of manganese ranging from 0.25 mg/l to 0.60 mg/l and well MW-8 has five exceedances of manganese ranging from 0.18 to 0.28 mg/l. The downgradient concentrations of manganese are clearly lower than in the upgradient wells suggesting that the manganese is not associated with operation of the Ash Surge Basin. It is also noted that neither wells MW-8 nor MW-15 have exceedances of boron, an ash impact indicator. There is also only one reported exceedance of sulfate in monitoring well MW-15 (650 mg/l), which was not reproducible during subsequent, consecutive sampling events. This alleged, isolated sulfate exceedance also was anomalously and significantly higher than all other sulfate detections at this monitoring well location, which ranged from 140 mg/l to 300 mg/l. Hence, the level of the single, alleged sulfate exceedance at MW-15 is more than twice that of any other reported value for this monitoring well.

Monitoring well MW-13 is slightly side gradient of the Ash Surge Basin (located just west of the southwest corner of the basin). As discussed previously, the boron and sulfate detections at this location were the highest of any monitoring well. These levels do not support a finding that that they are caused by the Ash Surge Basin's operations because none of the downgradient monitoring wells from this basin had any similar boron and sulfate levels detected throughout numerous, consecutive sampling events.

Ash Settling Pond:

The Ash Settling Pond is located to the north (downgradient) of the Ash Surge Basin. Monitoring well MW-8's location is considered upgradient of this pond. Monitoring wells MW-6 and MW-7 are immediately downgradient of the Ash Settling Pond. MW-6 is screened within the silt/clay unit and MW-7 is screened within the underlying sand unit. None of these three wells (MWs 6, 7 or 8) had reported exceedances of boron or sulfate. The range of boron detections at MW-6 (0.35 mg/l to 0.63 mg/l) and at MW-7 (0.34 mg/l to 0.61 mg/l) are significantly lower than the range of boron detections in the upgradient monitoring well MW-8 (0.57 mg/l to 0.93 mg/l). Hence, the monitoring data indicates that the concentrations of boron are lower on the downgradient side of the Ash Settling Pond. The same observation is true for the sulfate levels among these same monitoring wells. These findings support the conclusion that the alleged groundwater impacts in the vicinity of the Ash Settling Pond are not associated with its operation.

⁹ Monitoring well MW-15 is also adjacent to the northwest corner of the Metals Cleaning Basin, which is not part of the ash pond system.

¹⁰ The manganese levels are similar to the elevated detections in monitoring well MW-11. Hence, these results are further evidence that the elevated manganese at MW-11 is not associated with the operation of the Ash Bypass Basin because monitoring well MW-10 is approximately 600 feet away from the Ash Bypass Basin and is not downgradient of it.

There were other alleged exceedances in MW-6 and/or MW-7, including a single alleged exceedance of chloride (MW-6) and one for lead (MW-7), as well as manganese, arsenic, iron, and Total Dissolved Solids (TDS)¹¹, as discussed above regarding iron and manganese, in the absence of elevated concentrations of the coal ash indicators such as boron and sulfate, these alleged exceedances are as likely due to other sources that are unrelated to the Ash Settling Pond or any of the other Powerton ash ponds.

Former Ash Pond:

Monitoring wells MW-1 through MW-5 are located around a former ash pond which is no longer in operation. Monitoring wells MW-1 and MW-10 are located upgradient of this former ash pond. Monitoring wells MW-2 through MW-5 are located downgradient of it. All six of these wells are screened within the sand unit. None of these wells have any exceedances of boron or sulfate. The single boron exceedance noted in the VN for these wells was at well MW-1, which a further review has found to be a transcription error in the prior reporting to the Agency. (See corrected value for MW-1 in enclosed Tables) The boron levels both upgradient and downgradient of the former ash pond are similar to each other, further evidence that the former ash pond is not the source of groundwater impacts. Although there are alleged manganese exceedances in monitoring wells MW-4 and MW-5, the range of these manganese values was lower than in these wells than in the upgradient monitoring well MW-10. The single alleged nitrate exceedance in upgradient monitoring well MW-1 is an isolated, unconfirmed exceedance that is insufficient to prove a violation of the nitrate standard. Further, there are various sources of nitrate in groundwater that are not associated with ash pond operations, especially when no elevated levels of known coal ash indicator compounds are present, which is the case here.

The Agency's broad and all-encompassing allegations regarding the ash ponds are simply not supported by a careful evaluation of the underlying groundwater monitoring data for the respective monitoring wells that are located upgradient and downgradient of each of the subject ash ponds. The groundwater monitoring data on which the VN is based is not sufficient to show that the ash ponds are the source of the alleged exceedances.

C. The Powerton Ash Ponds Are Not Causing Groundwater Exceedances

Because the Agency failed to specify which of the provisions of Section 12 of the Act MWG allegedly violated, MWG has had to speculate to identify the potential Section 12 violations this response needs to address. As stated above, MWG objects to the vagueness of, and legally deficient notice provided by, the VN and reserves its right to respond further when and if the Agency properly identifies the provisions of Section 12 on which it is relying.

¹¹ The single alleged exceedance for selenium in MW-7 that is included in the VN is due to a transcription error in prior reporting of monitoring results to the Agency. It has been corrected in the enclosed Tables.

For purposes of this response, based upon the regulations cited by the Agency in the VN, MWG has assumed that the Agency's alleged violations of Section 12 are limited to Sections 12(a), which prohibits causing or allowing water pollution, and to Section 12(d), which prohibits causing or allowing the creation of a water pollution hazard. 415 ILCS 5/12(a), (d). Based on these assumptions regarding the substance of the Illinois EPA's alleged violations, MWG submits that the Agency cannot show that the ash ponds at Powerton caused or allowed water pollution or created a water pollution hazard.

The overwhelming number of the alleged exceedances of the Class 1 groundwater standards are random and inconsistent. For all but a few of the parameters, the necessary confirmation of the existence of groundwater impacts above the Class 1 groundwater standards is absent. For the remaining few, the data is insufficient to prove that the source is one or more of the subject ash ponds.

To show a violation of Section 12(a) and 12(d), there must be a showing not only of the presence of a potential source of contamination, but also that it is in sufficient quantity and concentration to render the waters harmful. *Bliss v. Illinois EPA*, 138 Ill. App. 3d 699, 704 (1985) ("mere presence of a potential source of water pollutants on the land does not necessarily constitute a water pollution hazard"). In other words, there must be a causal link between the potential source and the water or groundwater. The groundwater monitoring data on which the Agency relies does not establish this essential causal link between the ash ponds and the groundwater. Therefore, the Agency has failed to meet its burden to prove that the ash ponds are the cause of the alleged exceedances of the groundwater standards as required to prove a violation of Sections 12(a) or 12(d) of the Act. 415 ILCS 5/12(a), (d).

Illinois EPA also alleges violations of the groundwater quality regulations based on exceedances of the groundwater quality standards in 35 Ill. Admin. Code § 620.401. There is no violation here of Section 620.401. Section 620.401 solely provides the legal criteria that groundwater must meet the standards appropriate to the groundwater's class. It is a foundational regulation, allowing for different classes of groundwater to meet different groundwater standards. It is not a prohibition regulation. There is no conduct prohibited by this section of the regulations in which MWG is alleged to have engaged. MWG cannot and did not violate Section 620.401.

The remaining alleged groundwater regulation violations, Sections 620.115, 620.301, 620.405, and 620.410 of the Board Regulations, are all based on the Agency's contention that MWG's operation of the ash ponds has caused the exceedances of the groundwater standards detected in the monitoring data. To sustain these allegations, the Agency must show that MWG caused a discharge of the subject constituents from ash ponds which in turn caused the

exceedances of the groundwater standards.¹² The relevant facts and circumstances do not support either conclusion.

The use and condition of the ash ponds does not support a finding that they are releasing constituents to the groundwater. They are not disposal sites. The ash is regularly removed from the ponds by MWG. The linings in two of the ash ponds are of sufficient permeability, consistent with accepted regulatory guidance, to prevent the release of constituents. Moreover, the groundwater down-gradient of the only unlined ash pond shows no impacts from coal ash constituents. Finally, pursuant to the terms of the Powerton Station's NPDES Permit, these ash ponds are part of the flow-through wastewater treatment process at the station. MWG's operation of the ash ponds has been carried out in accordance with the terms and conditions of the NPDES Permit. Under Section 12(f) of the Act, compliance with the terms and conditions of any permit issued under Section 39(b) of the Act is deemed compliance with this subsection.

Similarly, the groundwater data on which the Agency relies does not provide a sufficient scientific or technical evidentiary basis on which to conclude that the ash ponds are causing the alleged groundwater exceedances. The essential "causal link" between the ash ponds and the elevated constituents in the groundwater is missing. The data is at best inconclusive on this issue, while certain aspects of the data clearly point to other, unrelated causes.

Because the ash ponds have not been shown to have caused a release of any contaminants that are causing the groundwater exceedances, the Agency's VN does not support its claims that MWG has violated Sections 620.405 or 620.301 of the Board regulations. Accordingly, MWG also has not violated Section 620.115 of the Board regulations.

III. Compliance Commitment Agreement

This VN should not have been issued. Given the absence of proof that the ash ponds are the cause of the alleged groundwater exceedances, the Agency's request for a Compliance Commitment Agreement (CCA) is an attempt to compel MWG to conduct unnecessary corrective action.

Moreover, with the pending federal regulatory process to enact regulations for the design and operation of ash ponds, it is prudent to await the outcome of the proposed federal regulations to determine whether any changes to the ash ponds construction or operation are required by those regulations. The Agency itself has previously advanced this position. In 2010, the Agency's Steven Nightingale testified before the Illinois Pollution Control Board that the Board should consider initiating a temporary moratorium on the closure of coal ash impoundments because of the U.S. EPA's intention to regulate them. (*See In the Matter of Ameren Ash Pond Closure Rules (Hutsonville Power Station): Proposed 35 Ill. Adm. Code Part 840.101 Through*

¹² See *People of the State of Illinois v. ESG Watts, Inc.*, PCB 96-107 slip op. at p. 41 (February 5, 1998) (By finding the respondent caused a discharge of constituents into the groundwater causing a violation of the Class II Groundwater standards, the Board found the respondent also violated 35 IAC §§ 620.301 and 620.115).

840.152, Docket R09-21 (October 7, 2010) at p. 64) On behalf of the Agency, Mr. Nightingale told the Board that if industry had to take action in the interim, it “could end up expending substantial money and resources only to find they are subject to additional and/or different closure requirements for those units.” (*Id.*) The Agency’s pursuit of this enforcement action, particularly given the deficiencies in its alleged evidence, also threatens to force MWG to take actions that may conflict with or otherwise differ from the requirements in the upcoming federal regulations.

As the hydrogeologic assessment showed, there is no threat to human health presented by the alleged exceedances of the groundwater standards. The hydrogeologic assessment investigated the presence of potable water sources within a 2,500-foot radius of the site. Six wells are located within the 2,500-foot radius of the site; however none of the wells are down-gradient of the ash ponds. In fact, two of the wells supply the Powerton Station with water, and are regularly sampled for potable water constituents. The sampling results have consistently been in compliance with potable water regulations.¹³ In the absence of any potable groundwater receptors or use, groundwater at the Powerton site does not pose any risk to human health. Accordingly, awaiting the outcome of the federal regulatory proposal is appropriate under these circumstances.

Because MWG’s preference is to cooperate with the Agency in this matter, MWG presents here a proposed CCA that should be acceptable based on the relevant facts and circumstances. The proposed CCA terms are as follows:

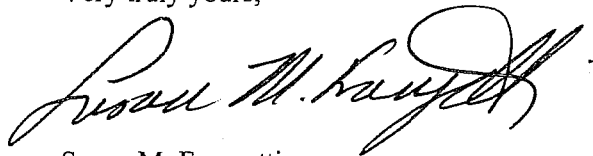
- A. The ash ponds will not be used as disposal sites and ash will continue to be removed from the ponds on a periodic basis.
- B. MWG has installed a new liner in the Ash Bypass Basin that provides protection against the migration of ash constituents to the groundwater.
- C. The ash ponds and the Ash Bypass Basin will be maintained and operated in a manner which protects the integrity of the existing liners. During the removal of ash from the ponds, appropriate procedures will be followed to protect the integrity of the existing liners, including operating the ash removal equipment in a manner which minimizes the risk of any damage to the liner.
- D. During the ash removal process, visual inspections of the ponds will be conducted to identify any signs of a breach in the integrity of the pond liner. In the event that a breach of the pond liner is detected, MWG will notify the Agency and will submit a corrective action plan for repair or replacement, as necessary, of the liner. Upon the Agency’s approval, and the issuance of any necessary construction permit, MWG will implement the correction action plan.

¹³ See previously submitted Hydrogeologic Assessment of Midwest Generation Electric Generation Stations: Will County Station, Waukegan Station, Joliet 29 Station, Crawford Station, Powerton Station.

- E. MWG proposes to establish a Groundwater Management Zone ("GMZ") below the ash ponds pursuant to Section 620.250 of the Board's regulations. 35 Ill. Admin. Code § 620.250. The corrective action required by the GMZ regulations is addressed by the existing pond liners. MWG is also willing to evaluate the inclusion of institutional controls regarding the area of impacted groundwater, provided that any institutional controls allow for the continued use of the Powerton potable water wells which are located outside of the subject area and for which regular, repeated testing has confirmed are not affected.
- F. MWG will continue to monitor the groundwater through the existing fifteen groundwater monitoring wells and report its findings to Illinois EPA, pursuant to Section 620.250(c) of the GMZ Regulations, 35 Ill. Admin. Code § 620.250(c). MWG reserves the right to request the Agency's approval of a cessation of all or some of the monitoring requirements based on future monitoring results.
- G. MWG will continue to monitor the development of the Coal Combustion Residuals Proposed Rules, EPA-HQ-RCRA-2009-0640. When the final rule is issued, MWG will promptly notify Illinois EPA how it will comply with the new Federal Rules.

This letter constitutes our response to and proposed CCA for the Violation Notice W-2012-00057. MWG also reserves the right to raise additional defenses and mitigation arguments as may be necessary, in defense of the allegations listed in the Violation Notice in the event of any future enforcement. We look forward to discussing the above information further at the soon to be scheduled meeting with the Agency's representatives. Please contact me to schedule a mutually convenient date for the meeting.

Very truly yours,



Susan M. Franzetti
Counsel for Midwest Generation, LLC

Enclosures

cc: Maria L. Race, Midwest Generation, LCC

Electronic Filing - Received ^{Table 3} Clark's Office, 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Powerton Generation Station

Pekin, Illinois

Midwest Generation

21253.022

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class I*	MW-1	MW-1	MW-1	MW-1	MW-1	MW-1	MW-2	MW-2	MW-2	MW-2	MW-2	MW-2	
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
			12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	
Chemical Name															
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	0.0018	0.0015	0.0017	ND	ND	ND	ND
Barium	Metals 6020	2.0	0.044	0.026	0.034	0.056	0.044	0.038	0.042	0.025	0.053	0.059	0.066	0.049	
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cobalt	Metals 6020	1.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Copper	Metals 6020	0.65	ND	ND	ND	0.0057	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	0.0077	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	ND	ND	ND	ND	ND	ND	ND	0.0012	0.0022	ND	ND	ND	ND
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	0.01	0.008	ND	0.0069	0.0095	ND	0.0086	0.0096	0.0053	0.01	0.0073	ND	ND
Selenium	Metals 6020	0.05	0.0016	0.0022	0.0016	0.0036	0.0027	0.0025	0.0017	0.0032	0.0014	0.0032	0.0037	ND	ND
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	0.013
Boron	Metals 6020	2	0.45	0.26	0.33	1.0	0.48	0.29	0.38	0.23	0.35	0.83	0.69	0.27	
Sulfate	Dissolved 9038	400	50	30	39	83	31	61	52	42	53	70	69	55	
Chloride	Dissolved 9251	200	46	37	40	41	26	53	45	43	44	46	40	53	
Nitrogen/Nitrate	Nitrogen By calc	10	7.2	4.3	5.7	11	4.1	7.3	7.5	4.5	4.7	4.3	6.9	5.1	
Total Dissolved Solids	Dissolved 2540C	1,200	490	340	410	510	440	470	480	420	470	460	490	440	
Fluoride	Dissolved 4500 FC	4	0.28	0.32	0.38	ND	ND	ND	ND	0.3	0.35	ND	ND	ND	
Radium 226 (pCi/L)	EPA 903.1	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	
Radium 228 (pCi/L)	EPA 904.0	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	

Notes:

*Class I Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

NS-not sampled

ND- non detect

mg/L- milligrams per liter

AMENDMENTS

0.0017 - Value amended from original Table 3 (May 11, 2012).

0.0017 - Value has not changed; font has been changed from bold to normal.

0.0017 - Value has not changed; font has been changed from normal to bold.

Electronic Filing - Received Clerk's Office 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Powerton Generation Station
Pekin, Illinois
Midwest Generation
21253.022

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class 1*	MW-3	MW-3	MW-3	MW-3	MW-3	MW-3	MW-4	MW-4	MW-4	MW-4	MW-4	MW-4	
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
			12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	
Chemical Name															
Antimony	Metals 6020	0.06	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Arsenic	Metals 6020	0.05	0.0017	ND	0.0011	0.0012	0.0012	0.0012	ND	ND	ND	ND	ND	ND	
Barium	Metals 6020	2.0	0.038	0.03	0.063	0.081	0.076	0.052	0.055	0.052	0.058	0.041	0.048	0.043	
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	0.0045	ND	ND	0.0044	ND	ND	
Cobalt	Metals 6020	1.0	ND	ND	ND	ND	ND	ND	ND	0.0026	ND	ND	ND	ND	
Copper	Metals 6020	0.65	ND	ND	ND	0.012	0.0042	ND	ND	ND	ND	0.0033	0.01	ND	
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Iron	Metals 6020	5.0	ND	ND	ND	0.042	ND	ND	ND	0.017	ND	ND	ND	ND	
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Manganese	Metals 6020	0.15	0.0047	0.0023	ND	0.0037	0.0014	ND	ND	0.68	0.41	0.69	0.35	0.089	
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Nickel	Metals 6020	0.1	0.011	0.0095	ND	0.008	0.0078	ND	0.012	0.012	0.0067	0.011	0.01	0.0055	
Selenium	Metals 6020	0.05	ND	0.0036	0.0015	0.0036	0.0021	0.0067	0.0022	0.0037	0.0022	0.0039	0.002	0.0085	
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	0.012	ND	ND	ND	ND	ND	ND	
Boron	Metals 6020	2	0.75	0.18	0.24	0.64	0.7	0.56	0.77	0.83	0.33	0.84	0.79	0.78	
Sulfate	Dissolved 9038	400	64	42	47	66	45	72	110	140	48	61	6.7	160	
Chloride	Dissolved 9251	200	39	52	59	62	39	54	150	77	43	86	8.1	58	
Nitrogen/Nitrate	Nitrogen By calc	10	9.4	5.2	5.4	0.2	0.2	2.1	0.34	0.73	2.7	0.06	0.07	0.65	
Total Dissolved Solids	Dissolved 2540C	1,200	480	430	440	460	480	450	680	620	470	580	520	660	
Fluoride	Dissolved 4500 FC	4	0.3	0.35	0.41	0.35	ND	ND	0.3	0.39	0.43	0.31	ND	ND	
Radium 226 (pCi/L)	EPA 903.1	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	
Radium 228 (pCi/L)	EPA 904.0	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	

Notes:

*Class 1 Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

NS-not sampled

ND- non detect

mg/L- milligrams per liter

AMENDMENTS

0.0045 - Value amended from original Table 3 (May 11, 2012).

0.0044 - Value has not changed; font has been changed from bold to normal.

0.0033 - Value has not changed; font has been changed from normal to bold.

Electronic Filing - Received, Clerk's Office, 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Powerton Generation Station
Pekin, Illinois
Midwest Generation
21253.022

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class 1*	MW-5	MW-5	MW-5	MW-5	MW-5	MW-5	MW-5	MW-6	MW-6	MW-6	MW-6	MW-6	MW-6	
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
			12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12		
Chemical Name																
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Arsenic	Metals 6020	0.05	0.0011	ND	ND	ND	0.001	ND	0.0042	0.0024	0.0029	0.0031	0.0036	0.002	0.002	
Barium	Metals 6020	2.0	0.053	0.048	0.046	0.071	0.065	0.054	0.11	0.092	0.1	0.1	0.12	0.097	0.097	
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Chromium	Metals 6020	0.1	0.0044	0.0042	ND	0.0066	ND	ND	0.006	0.0083	0.0045	0.0085	0.0056	ND	ND	
Cobalt	Metals 6020	1.0	0.0025	0.0023	ND	0.0027	0.0022	ND	ND	ND	ND	ND	ND	ND	ND	
Copper	Metals 6020	0.65	ND	ND	ND	0.0036	0.0061	ND	ND	ND	0.0032	0.0042	ND	0.16	0.16	
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Iron	Metals 6020	5.0	0.13	0.05	0.046	0.082	0.036	ND	1.6	1.6	1.7	1.8	1.9	1.7	1.7	
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Manganese	Metals 6020	0.15	0.51	0.49	0.48	0.64	0.5	0.26	0.68	0.68	0.63	0.66	0.63	0.61	0.61	
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Nickel	Metals 6020	0.1	0.014	0.013	0.0077	0.014	0.014	0.008	0.0091	0.014	0.0078	0.0099	0.0089	ND	ND	
Selenium	Metals 6020	0.05	0.0019	0.003	ND	0.0045	0.0023	0.0028	0.0034	ND	ND	0.0025	0.0033	ND	ND	
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	0.0064	ND	ND	ND	ND	0.049	0.049	
Boron	Metals 6020	2	0.95	0.93	0.79	0.79	0.77	0.82	0.5	0.35	0.43	0.61	0.63	0.39	0.39	
Sulfate	Dissolved 9038	400	160	170	110	250	170	120	210	250	280	260	170	250	250	
Chloride	Dissolved 9251	200	150	120	89	160	140	82	180	200	160	210	150	150	150	
Nitrogen/Nitrate	Nitrogen By calc	10	ND	ND	0.08	ND	ND	1.6	0.037	ND	ND	0.04	0.06	ND	ND	
Total Dissolved Solids	Dissolved 2540C	1,200	740	680	640	890	820	590	950	990	1,100	970	1,000	1,100	1,100	
Fluoride	Dissolved 4500 FC	4	0.27	0.36	0.43	0.25	ND	ND	0.65	0.61	0.63	0.64	0.5	0.47	0.47	
Radium 226 (pCi/L)	EPA 903.1	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	
Radium 228 (pCi/L)	EPA 904.0	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	

Notes:

*Class I Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

NS-not sampled

ND- non detect

mg/L- milligrams per liter

AMENDMENTS

Value amended from original Table 3 (May 11, 2012).

Value has not changed; font has been changed from bold to normal.

Value has not changed; font has been changed from normal to bold.

Table 3
 Electronic Filing - Received Clerk's Office, 11/05/2012
 GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Powerton Generation Station
 Pekin, Illinois
 Midwest Generation
 21253.022

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class 1*	MW-7	MW-7	MW-7	MW-7	MW-7	MW-7	MW-7	MW-8	MW-8	MW-8	MW-8	MW-8	MW-8	
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
			12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12		
Chemical Name																
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	
Arsenic	Metals 6020	0.05	0.026	0.085	0.12	0.18	0.23	0.23	0.0052	0.0039	0.0044	0.0036	0.0052	0.0038		
Barium	Metals 6020	2.0	0.55	0.52	0.57	0.57	0.59	0.57	0.11	0.12	0.11	0.11	0.13	0.14		
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Cadmium	Metals 6020	0.005	0.0026	ND	0.0015	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Chromium	Metals 6020	0.1	0.0088	0.0075	0.0061	0.011	ND	ND	0.0059	0.0081	0.0059	0.0084	0.0053	ND		
Cobalt	Metals 6020	1.0	0.017	0.0056	0.007	0.0055	0.006	0.0067	ND	ND	ND	ND	ND	ND		
Copper	Metals 6020	0.65	0.14	ND	ND	ND	ND	ND	ND	ND	0.0036	0.0037	0.01	ND		
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Iron	Metals 6020	5.0	8	7.5	10	22	26	31	0.56	2.1	1.7	0.97	0.94	2.3		
Lead	Metals 6020	0.0075	0.039	ND	0.0014	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Manganese	Metals 6020	0.15	3.5	5.9	6.4	12	12	11	0.15	0.27	0.29	0.18	0.2	0.27		
Mercury	Mercury 7470A	0.002	ND	ND	0.0025	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Nickel	Metals 6020	0.1	0.045	0.021	0.022	0.026	0.022	0.018	0.011	0.013	0.0076	0.007	0.009	0.0054		
Selenium	Metals 6020	0.05	0.0043	0.0026	0.0025	0.0073	0.0054	0.0013	0.0036	0.0013	ND	0.0031	0.0036	0.0018		
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Zinc	Metals 6020	5.0	0.076	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Boron	Metals 6020	2	0.61	0.44	0.43	0.38	0.34	0.35	0.93	0.72	0.64	0.82	0.82	0.57		
Sulfate	Dissolved 9038	400	120	49	25	9.1	3.3	3	160	240	140	200	200	300		
Chloride	Dissolved 9251	200	170	200	140	130	81	99	180	210	140	210	190	170		
Nitrogen/Nitrate	Nitrogen By calc	10	0.043	0.08	ND	0.31	0.03	ND	ND	ND	0.1	1.6	ND	ND		
Total Dissolved Solids	Dissolved 2540C	1,200	860	1,100	1,300	1,300	1,300	1,400	890	990	970	940	990	1,200		
Fluoride	Dissolved 4500 FC	4	0.47	0.42	0.58	0.94	0.47	0.54	0.77	0.76	0.81	0.84	0.75	0.7		
Radium 226 (pCi/L)	EPA 903.1	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS		
Radium 228 (pCi/L)	EPA 904.0	20	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS	NS		


Notes:
 *Class I Groundwater Standards from 35 IAC Part 620
 Bold values show exceedences of 35 IAC Part 620
 NS-not sampled
 ND- non detect
 mg/L- milligrams per liter

AMENDMENTS

- Value amended from original Table 3 (May 11, 2012).
- Value has not changed; font has been changed from bold to normal.
- Value has not changed; font has been changed from normal to bold.

Electronic Filing - Received Clerk's Office, 11/05/2012

Table 3
 GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012
 Powerton Generation Station
 Pekin, Illinois
 Midwest Generation
 21253.022

 Chemical Name	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class I*	MW-9	MW-9	MW-9	MW-9	MW-9	MW-9	MW-9	MW-9	MW-10	MW-10	MW-10	MW-10	MW-10	MW-10
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
			12/16/10	2/15/11	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	12/15/10	3/25/11	6/16/11	9/19/11	12/12/11	3/19/12	
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	ND	ND	0.0018	0.0017	ND	0.0012	ND	ND	0.0015	ND	ND	ND	ND	ND
Barium	Metals 6020	2.0	0.038	0.042	0.042	0.038	0.03	0.038	0.035	0.24	0.28	0.36	0.25	0.26	0.26	0.26
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cobalt	Metals 6020	1.0	ND	ND	ND	ND	ND	ND	ND	0.0026	0.0027	0.0039	0.0025	0.0026	0.0024	0.0024
Copper	Metals 6020	0.65	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	0.0041	ND
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	ND	ND	0.066	ND	ND	ND	0.014	ND	ND	0.044	ND	ND	ND	ND
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	0.23	0.43	0.45	0.48	0.14	0.28	0.22	2.1	2.8	3.8	2.3	2.3	2.3	2.3
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	0.01	0.011	0.0093	0.0063	0.0065	0.0088	ND	0.015	0.016	0.015	0.01	0.013	0.0091	0.0091
Selenium	Metals 6020	0.05	0.0024	ND	0.0072	0.0017	0.0043	0.0041	0.0072	0.0042	0.0064	0.0043	0.0057	0.0065	0.0056	0.0056
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	2.1	1.9	1.9	1.9	2.5	2.7	2.6	0.48	0.48	0.52	0.42	0.57	0.54	0.54
Sulfate	Dissolved 9038	400	110	99	110	110	130	110	120	62	64	67	64	72	76	76
Chloride	Dissolved 9251	200	25	33	28	28	30	30	30	40	43	43	49	42	45	45
Nitrogen/Nitrate	Nitrogen By calc	10	2.9	3.7	5.6	5.6	3.7	2.6	5	3	4	2.1	4.5	4.9	6	6
Total Dissolved Solids	Dissolved 2540C	1,200	500	470	510	540	500	520	530	530	520	650	470	540	530	530
Fluoride	Dissolved 4500 FC	4	ND	0.32	0.31	0.34	0.25	ND	ND	ND	0.3	0.36	ND	ND	ND	ND
Radium 226 (pCi/L)	EPA 903.1	20	0.673	0.728	NS	0.955	0.43	0.621	0.592	NS	NS	NS	NS	NS	NS	NS
Radium 228 (pCi/L)	EPA 904.0	20	0.941	0.983	NS	0.974	0.966	0.966	0.831	NS	NS	NS	NS	NS	NS	NS

Notes:
 *Class I Groundwater Standards from 35 IAC Part 620
 Bold values show exceedences of 35 IAC Part 620
 NS-not sampled
 ND- non detect
 mg/L- milligrams per liter

AMENDMENTS

- 0.0018 - Value amended from original Table 3 (May 11, 2012).
- 0.0017 - Value has not changed; font has been changed from bold to normal.
- 0.0012 - Value has not changed; font has been changed from normal to bold.

Table 3
 GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012
 Electronic Filing - Received Clerk's Office, 11/05/2012

Powerton Generation Station
 Pekin, Illinois
 Midwest Generation
 21253.022

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class I*	MW-11	MW-11	MW-11	MW-11	MW-11	MW-11	MW-11	MW-12	MW-12	MW-12	MW-12	MW-12	MW-12			
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	
			12/16/10	2/15/11	6/16/11	9/19/11	12/12/11	3/19/12	12/15/10	2/15/11	6/16/11	9/19/11	12/12/11	3/19/12	12/15/10	2/15/11	6/16/11	9/19/11
Chemical Name																		
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	0.0021	0.0025	0.0019	0.0016	0.0019	0.0021	0.0088	0.013	0.0064	0.0087	0.0089	0.0042				
Barium	Metals 6020	2.0	0.17	0.11	0.18	0.11	0.11	0.13	0.089	0.11	0.091	0.085	0.09	0.071				
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	0.0056	0.0044	0.0071	0.0047	ND			
Cobalt	Metals 6020	1.0	0.0028	0.0041	0.0024	ND	ND	0.0024	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Copper	Metals 6020	0.65	0.0032	0.0032	0.0043	ND	ND	ND	ND	ND	0.0032	0.0036	0.0031	ND				
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	0.44	0.01	0.029	0.018	ND	ND	5.5	6.3	5.6	4	3.1	4.8				
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	3.2	3.6	2.9	2.2	2.5	2.9	0.32	0.58	0.26	0.37	0.25	0.13				
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	0.019	0.016	0.013	0.011	0.013	0.011	0.0095	0.01	0.0072	0.0075	0.0091	0.0075				
Selenium	Metals 6020	0.05	0.0026	0.0015	0.0018	0.004	0.0031	0.0039	0.0026	0.0027	ND	0.0023	0.0034	0.0043				
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	0.012	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	1.6	1.8	1.6	1.5	1.8	2.3	1.6	1.4	1.3	1.2	1.3	0.92				
Sulfate	Dissolved 9038	400	170	160	210	140	160	130	290	270	350	360	300	310				
Chloride	Dissolved 9251	200	70	66	120	53	87	54	170	180	180	190	210	170				
Nitrogen/Nitrate	Nitrogen By calc	10	0.41	0.17	0.04	0.74	1.5	0.39	ND	ND	0.14	ND	ND	0.04				
Total Dissolved Solids	Dissolved 2540C	1,200	740	710	930	620	730	740	980	1,000	1,100	970	970	1,000				
Fluoride	Dissolved 4500 FC	4	0.53	0.56	0.67	0.58	0.44	0.42	0.71	0.61	0.64	0.74	0.61	0.46				
Radium 226 (pCi/L)	EPA 903.1	20	0.445	0.174	0.929	0.489	0.733	0.621	0.617	0.207	0.893	0.803	0.923	0.445				
Radium 228 (pCi/L)	EPA 904.0	20	0.915	0.967	0.914	0.949	1.03	0.683	0.97	0.973	0.956	0.986	0.952	0.713				

Notes:

*Class I Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

NS-not sampled

ND- non detect

mg/L- milligrams per liter

AMENDMENTS

0.0095 - Value amended from original Table 3 (May 11, 2012).

0.0095 - Value has not changed; font has been changed from bold to normal.

0.0095 - Value has not changed; font has been changed from normal to bold.

Table 3
 Electronic Filing - Received Clerk's Office, 11/05/2012
 GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Powerton Generation Station
 Pekin, Illinois
 Midwest Generation
 21253.022

Chemical Name	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class 1*	MW-13	MW-13	MW-13	MW-13	MW-13	MW-13	MW-13	MW-13	MW-13	MW-14	MW-14	MW-14	MW-14	MW-14	MW-14	MW-14	MW-14		
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
			12/15/10	2/15/11	4/25/11	6/16/11	8/9/11	10/13/11	12/12/11	4/10/12	12/15/10	2/15/11	4/25/11	6/16/11	8/9/11	10/13/11	12/12/11	4/10/12			
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Arsenic	Metals 6020	0.05	0.011	0.0069	0.0063	0.0057	0.0048	0.0066	0.023	0.027	0.024	0.019	0.0084	0.005	0.0062	0.015	0.0033	0.0039			
Barium	Metals 6020	2.0	0.11	0.052	0.073	0.059	0.046	0.083	0.21	0.14	0.034	0.034	0.036	0.04	0.041	0.04	0.045	0.045			
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Chromium	Metals 6020	0.1	0.0062	0.0042	0.0045	ND	ND	0.01	0.0055	0.0055	ND	0.0046	0.0078	0.0049	0.0076	0.0096	0.0065	0.0057			
Cobalt	Metals 6020	1.0	0.0031	0.0026	0.0023	0.0022	0.0031	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Copper	Metals 6020	0.65	0.0068	0.0037	0.0041	0.004	0.004	0.0055	0.0066	0.0068	0.0037	0.0035	0.0074	0.0071	0.0064	0.0055	0.025	0.0067			
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Iron	Metals 6020	5.0	0.69	0.052	0.077	ND	0.043	ND	0.11	0.2	2.2	0.94	0.036	0.3	0.71	2	0.12	0.77			
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	0.0035		
Manganese	Metals 6020	0.15	5	3.8	2.7	2.9	2.6	3.6	3.5	3.5	0.68	0.81	0.29	0.36	0.57	0.84	0.067	0.63			
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Nickel	Metals 6020	0.1	0.03	0.023	0.021	0.018	0.016	0.015	0.022	0.02	0.015	0.015	0.02	0.016	0.016	0.011	0.015	0.018			
Selenium	Metals 6020	0.05	0.0046	0.0046	0.0045	0.0029	0.0056	0.004	0.0036	0.0037	0.0024	0.0015	0.0065	0.0035	0.003	0.0017	0.0037	0.022			
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND		
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	0.0019	0.0018	0.0035	0.0039	0.0027	0.0016	0.0016	0.0034			
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	0.06	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	0.0084		
Boron	Metals 6020	2	3.9	3.1	2.6	3.0	2.7	3.0	4.1	4.0	2.0	1.9	1.9	1.9	1.8	1.9	1.9	1.8			
Sulfate	Dissolved 9038	400	1,400	770	580	540	440	660	1,100	1,100	960	820	770	810	940	850	880	990			
Chloride	Dissolved 9251	200	160	120	100	86	110	110	180	170	160	160	160	160	240	200	200	190			
Nitrogen/Nitrate	Nitrogen By calc	10	0.14	1.3	1.8	2.2	3.6	1.6	0.07	0.06	0.036	ND	1	0.27	0.05	ND	0.33	0.31			
Total Dissolved Solids	Dissolved 2540C	1,200	2,600	1,600	1,400	1,300	1,100	1,500	2,100	2,300	1,800	1,700	1,800	1,900	2,000	1,800	1,800	2,200			
Fluoride	Dissolved 4500 FC	4	0.28	0.29	0.31	0.44	0.38	0.3	ND	0.32	1.7	1.6	1.1	1.3	1.4	0.88	1.1	1			
Radium 226 (pCi/L)	EPA 903.1	20	0.603	0.165	NA	0.741	0	0.444	0.955	0.678	0.577	0.163	NA	0.893	0.474	0.0983	0.857	0.601			
Radium 228 (pCi/L)	EPA 904.0	20	0.988	0.966	0.73	1	0.198	0.74	1.01	0.883	0.944	0.96	0.737	0.947	1.1	-	0.985	0.929			

Notes:
 *Class 1 Groundwater Standards from 35 IAC Part 620
 Bold values show exceedences of 35 IAC Part 620
 NS-not sampled
 ND- non detect
 mg/L- milligrams per liter

AMENDMENTS

- Value amended from original Table 3 (May 11, 2012).
- Value has not changed; font has been changed from bold to normal.
- Value has not changed; font has been changed from normal to bold.

Table 3
 Electronic Filing - Received Clerk's Office, 11/05/2012
 GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Powerton Generation Station
 Pekin, Illinois
 Midwest Generation
 21253.022

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class 1*	MW-15	MW-15	MW-15	MW-15	MW-15	MW-15	MW-15	MW-15	
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
			12/15/10	2/15/11	4/25/11	6/16/11	8/9/11	10/13/11	12/12/11	4/10/12	
Chemical Name											
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	0.0099	0.0092	0.0064	0.0052	0.0053	0.011	0.0097	0.0061	
Barium	Metals 6020	2.0	0.058	0.052	0.061	0.11	0.057	0.06	0.063	0.075	
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	0.0042	0.0061	0.0092	0.0054	0.0091	0.0062	0.0062	0.0071	
Cobalt	Metals 6020	1.0	ND	ND	ND	ND	ND	ND	ND	ND	ND
Copper	Metals 6020	0.65	ND	ND	0.0039	0.005	0.0041	0.0037	0.0031	0.0039	
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	3.3	2.4	2.1	0.7	2.1	2.6	2.1	0.0011	
Lead	Metals 6020	0.0075	ND	ND	0.0012	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	0.56	0.42	0.36	0.6	0.37	0.48	0.39	0.25	
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	0.013	0.011	0.012	0.015	0.01	0.011	0.011	0.01	
Selenium	Metals 6020	0.05	0.0042	0.0079	0.017	0.004	0.002	0.004	0.0047	0.025	
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	1.6	1.4	1.5	1.6	1.3	1.2	1.2	1.4	
Sulfate	Dissolved 9038	400	300	220	270	650	250	180	140	200	
Chloride	Dissolved 9251	200	180	190	190	170	210	180	200	200	
Nitrogen/Nitrate	Nitrogen By calc	10	0.03	0.086	0.04	0.07	0.05	ND	0.07	0.12	
Total Dissolved Solids	Dissolved 2540C	1,200	1,000	1,000	1,100	1,600	1,000	890	840	1,000	
Fluoride	Dissolved 4500 FC	4	0.69	0.75	0.6	0.73	0.76	0.77	0.75	0.79	
Radium 226 (pCi/L)	EPA 903.1	20	0.666	0.174	NA	0.946	0.567	0.372	0.979	0.508	
Radium 228 (pCi/L)	EPA 904.0	20	0.902	0.968	0.689	0.983	0.0954	1.04	0.937	0.901	

Notes:
 *Class I Groundwater Standards from 35 IAC Part 620
 Bold values show exceedences of 35 IAC Part 620
 NS-not sampled
 ND- non detect
 mg/L- milligrams per liter

AMENDMENTS

- Value amended from original Table 3 (May 11, 2012).
- Value has not changed; font has been changed from bold to normal.
- Value has not changed; font has been changed from normal to bold.

Exhibit 10

MWG Response to Illinois EPA Violation Notice
for the Will County Generating Station, July 27, 2012

Jennifer T. Nijman
jn@nijmanfranzetti.com

Susan M. Franzetti
sf@nijmanfranzetti.com

July 27, 2012

VIA OVERNIGHT MAIL

Illinois EPA
Division of Public Water Supplies
Attn: Andrea Rhodes, CAS #19
P.O. Box 19276
Springfield, IL 62794-9276

Re: Violation Notice: Midwest Generation, LLC, Will County Generating Station
Identification No.: 6283
Violation Notice No.: W-2012-00058

Dear Ms. Rhodes:

In response to the above-referenced June 11, 2012 Violation Notice (“VN”), received on June 13, 2012, this written response is timely submitted on behalf of the Midwest Generation, LLC (“MWG”), Will County Generating Station (“Will County”). MWG also requests a meeting with the Illinois Environmental Protection Agency (“Illinois EPA” or “Agency”) to discuss the VN and the information provided in this response.

MWG regrets that the Illinois EPA decided to issue the VN because MWG has tried to work cooperatively with the Illinois EPA concerning the hydrogeologic assessment of the coal ash ponds at Will County even though it had significant concerns and objections to how the VN has proceeded in this matter.¹ Nevertheless, MWG complied with the Agency’s request that it conduct a hydrogeologic assessment of the area around the coal ash ponds and followed its requirements and comments for how the hydrogeologic assessment should be conducted, even though it was under no legal obligation to do so.² At no time however did MWG agree that the scope and nature of the hydrogeologic assessment the Agency required it to perform would

¹ See, e.g., MWG (B. Constantelos) letter to Illinois EPA (A. Keller) dated July 15, 2009. MWG is also working cooperatively with the USEPA with regards to the Coal Combustion Residuals Proposed Rules, EPA-HQ-RCRA-2009-0640, and is trying to coordinate the responses and requirements of both Agencies. USEPA first issued the proposed rules on June 21, 2010, and requested additional comments and information on October 12, 2011. The additional information comment period closed on November 14, 2011, and MWG is now waiting for the USEPA to issue the final rule.

² MWG continues to reserve its objection that the Illinois EPA did not have the legal authority to require the hydrologic assessments of the ash ponds under Sections 4 or 12 of the Illinois Environmental Protection Act (the “Act”) or the Groundwater Quality Regulations, 35 Ill. Adm. Code Part 620.

provide any basis for concluding that the ash ponds were impacting groundwater. The alleged violations in the VN are based solely on the results of the hydrogeologic assessment MWG performed at the Agency's request. The results of the hydrogeologic assessment do not show that the coal ash ponds at the Will County Station are impacting the groundwater and do not provide the necessary evidence to support the alleged violations contained in the VN.

Well prior to the issuance of this VN, MWG met with the Agency to discuss the groundwater monitoring results and to discuss cooperatively how to proceed based on those results, including what additional actions, if any, the Agency believed were necessary. The Agency told MWG that it had not yet decided how to proceed. The next development was the issuance of the VN. The VN itself provides no information concerning the basis for the Agency's apparent conclusion that ash impoundments are the cause of the alleged groundwater impacts, other than the conclusory statement that "[o]perations at ash impoundments have resulted in violations of the Groundwater Quality Standards." The VN also provides no information concerning the nature or type of corrective action which the Agency may deem acceptable to address the alleged violations. The Agency is not pursuing this matter in a way that allows MWG to prepare an effective response or a Compliance Commitment Agreement.

This letter provides a detailed response to each of the alleged violations in Attachment A of the VN to the extent possible given lack of information provided in the VN. It also advances MWG's general objection to the legal sufficiency of the notice of the alleged violations contained in the VN. MWG maintains that the Illinois EPA cannot prove the alleged violations in the VN, and does not, by submitting this response, make any admissions of fact or law, or waive any of its defenses to those alleged violations.

I. General Objection to the Legal Sufficiency of the Violation Notice

The VN does not comply with the requirements of Section 31 of the Act. Section 31(a)(1)(B) of the Act requires the Illinois EPA to provide a detailed explanation of the violations alleged. 415 ILCS 5/31(a)(1)(B). Under the Act, MWG is entitled to notice of the specific violation charged against it and notice of the specific conduct constituting the violation.³ The VN fails to provide adequate notice to MWG of either the alleged violations or the activities which the Agency believes are necessary to address them. The VN states that "[o]perations at ash impoundments have resulted in violations of the Groundwater Quality Standards...." (Violation Notice, Attachment A, page 1, 1st paragraph) No further description of the alleged "ash impoundments" is provided in the VN. Multiple ash impoundments exist at the Will County Station. It is impossible to identify from the contents of the VN what operations or activities at the Will County Station the Agency is claiming are the cause of the alleged violations, including whether it is the Agency's position that each of the Station's ash ponds, or

³ *Citizens Utilities Co., v. IPCB*, 9 Ill.App.3d 158, 164, 289 N.E.2d 642, 648 (2nd Dist., 1972) (a person is entitled to notice of the specific violation charged against it and notice of the specific conduct constituting the violation). See also, *City of Pekin v. Environmental Protection Agency*, 47 Ill.App.3d 187, 192, 361 N.E.2d 889, 893 (3rd Dist., 1977).

only certain ones, have caused the alleged violations. Absent an accurate or complete description of the activities or operations that the Agency is alleging caused the violations, it is also not possible to identify what action might be necessary to resolve them. Attachment A to the VN states: "Included with each type of violation is an explanation of the activities that the Illinois EPA believes may resolve the violation." However, no such explanation is provided in the VN. In sum, the VN fails to comply with the legal requirement that it include a detailed explanation of the violations alleged, does not inform MWG of the specific conduct constituting the alleged violations and provides no notice of what is necessary to resolve the alleged violations. The Section 31 process is based on fundamental principles of due process. MWG should not have to speculate about what activities it allegedly engaged in that caused the violations and how to address them to resolve the alleged violations. In the absence of this material, statutorily-required information, the Agency also has effectively denied MWG's statutory right to formulate an acceptable Compliance Commitment Agreement to submit for the Agency's approval.

The VN is also deficient regarding its explanation of what laws MWG has allegedly violated. The VN solely alleges that MWG violated "Section 12" of the Act. 415 ILCS 5/12. It does not provide any further specification as to which of the provisions of Section 12 MWG has allegedly violated.

Section 12 of the Act has nine subsections, consecutively numbered (a) through (i). Each of these subsections describes a different and distinct water pollution prohibition. 415 ILCS 5/12(a)-(i). However, the VN issued to MWG does not identify which of the nine subsections the Agency is alleging MWG violated. Based on the contents of Section 12 of the Act, the Agency is taking the position that MWG violated each and every one of the provisions of Section 12. Based on the relevant facts, it is highly unlikely that this is the intent of the VN. Therefore, the VN's general reference to Section 12 of the Act, without any other explanation, is not a "detailed explanation of the violations." This is yet another example of how the VN fails to provide MWG with adequate notice as a matter of law and thereby violates MWG's due process rights.⁴

By failing to provide a detailed explanation of the violations and any explanation of the activities that the Illinois EPA believes may resolve the violations, the Illinois EPA has effectively denied MWG the opportunity to properly and thoroughly respond to the alleged violations and to make an acceptable offer to resolve them. The VN's deficiencies conflict with the intent and purpose of Section 31 of the Act, which is to avoid unnecessary litigation. Therefore, MWG respectfully requests that Illinois EPA rescind the VN and suspend any further enforcement action unless and until it has taken the necessary actions to correct and cure the legal deficiencies in the notice of the alleged violations by following the statutory requirements under Section 31(a)(1)(B) of the Act. 415 ILCS 5/31(a)(1)(B).

⁴ See, e.g., *Grigoleit Co. v. IEPA*, PCB 89-184, slip op at p. 11 (November 29, 1990) (Failure to notify permit applicant of alleged violations and provide an opportunity to provide information in response was a violation of applicant's due process rights).

II. Response to Alleged Violations in the VN

Subject to and without waiving its objections to the legal sufficiency of the VN, MWG nevertheless has attempted to discern the legal basis for the alleged violations and to prepare this response in defense to those allegations based on various assumptions. MWG reserves the right to supplement this response, including by submitting a separate response should the Agency provide the legally required notice under Section 31 of the Act.

The VN alleges that the “[o]perations at ash impoundments” at MWG’s Will County Station have resulted in violations of certain of the Groundwater Quality Standards at the respective monitoring wells identified in the VN. (Violation Notice at Attachment A) MWG believes the Agency’s use of the term “ash impoundments” is intended to refer to the structures that the Will County Station commonly refers to as “ash ponds,” and that is how they will be referred to here. The Agency further alleges that the alleged violations of the groundwater quality standards in 35 Ill. Admin. Code § 620 also constitute violations of Section 12 of the Act and the underlying groundwater regulations in 35 Ill. Admin. Code § 620. It is undisputable that the Agency has the burden to prove these alleged violations both in proceedings before the Illinois Pollution Control Board and in the courts.⁵ However, the groundwater monitoring data on which the Agency primarily, if not solely, relies to assert these violations is not sufficient, legally or technically, to prove that any “ash impoundments” is the source of the alleged groundwater impacts. Further, based on the existing condition of the ash ponds, it is not likely that they are a source of the alleged groundwater impacts.

To support its defense to the alleged violations, MWG has set forth below a description of: (1) the condition and use of the ash ponds at Will County; (2) the hydrogeologic assessment performed at the Will County Station; (3) the site hydrology; and (4) why the analytical data from the monitoring wells does not establish that the ash ponds are the source of the alleged exceedances of the groundwater standards.⁶ In addition, for certain of the alleged exceedances, additional information not considered by the Agency shows that it is either more likely, or at least as likely, that the source of the alleged exceedance is something other than the ash ponds. In either case, the Agency cannot sustain its burden to prove the alleged violations.

⁵ Section 31(e) of the Act provides in relevant part: “In hearings before the Board under this Title, the burden shall be on the Agency...to show either that the respondent has caused or threatened to cause...water pollution or that the respondent has violated or threatens to violate any provision of this Act or any rule or regulation of the Board or permit or term or condition thereof.” 415 ILCS 5/31(e); *Citizens Utilities v. IPCB*, 9 Ill. App. 3d 158, 164, 289 N.E.2d 642, 646 (1972) (the Agency has the burden of proof in enforcement actions).

⁶ In preparing this response, MWG closely reviewed the groundwater monitoring reports previously submitted to the Agency for the monitoring wells that are identified in the VN. In the course of this review, some data transcription errors were found in the previously submitted data tables included in the groundwater monitoring reports. Copies of the corrected data tables are enclosed. The tables are annotated to identify the nature of the corrections made to the previously submitted reports. However, none of the transcription errors affected the values noted in the VN.

A. The Condition of the Ash Ponds

For several reasons, the construction and operation of the Will County ash ponds makes it unlikely that they are the cause of the alleged violations. The current construction and use of the ash ponds minimizes the potential for leakage from the ash ponds to groundwater.

First, the Will County ash ponds are relatively small and they are not used as permanent disposal sites for ash. Ash is stored in the ponds and removed as needed for operational purposes. This operating condition serves to minimize the potential for the release of ash constituents to the groundwater.

Second, unlike many other ash ponds in Illinois, the four ash ponds at Will County are not simply earthen ponds with no protection against the migration of constituents into the land or groundwater. Each of the Will County ash ponds is lined to prevent releases to groundwater. Moreover, as further described below, MWG previously instituted a program which evaluated the ash ponds maintained at its stations with regard to the potential risk of migration of ash constituents to the environment. Pursuant to this internal evaluation, MWG scheduled one of the ash ponds at Will County, Pond 3S, for replacement of its liner because its evaluation showed that this pond theoretically presented the highest threat of a release as compared to the other ponds. However, when MWG initiated the liner replacement project, it found that the existing liner of Pond 3S, consisting of Poz-o-Pac material used to line all of the Will County ash ponds at issue here, was intact and in excellent condition. It did not need to be replaced. Because the new liner materials had already been purchased and the funds committed for the liner replacement, MWG nevertheless proceeded to install the new liner on Pond 3S in 2009. In the course of that project, MWG further discovered that the Poz-o-Pac lining was in such good condition, that it was a significant challenge just to remove it from the ash pond so that the new liner could be installed. Because the Pond 3S liner project showed that the condition and integrity of its Poz-o-Pac liner was excellent, and the other three ash ponds have liners constructed of the same Poz-o-Pac material, the liners in the other three Will County ash ponds have not been replaced. The facts regarding the Pond 3S liner evaluation project serves to rebut the Agency's contention that the ash ponds are the source of the alleged groundwater impacts in the VN.

The other three Will County ash ponds that are still constructed of Poz-o-Pac material meet accepted standards for preventing the migration of constituents to the environment. Each has a bottom constructed of two 12-inch layers of Poz-o-Pac, surrounding 12 inches of fill material, and sides constructed of 3 feet of Poz-o-Pac.⁷ The permeability of the Poz-o-Pac liner is 10^{-7} cm/sec. Notably, this is the same degree of permeability that is required in the Illinois Pollution Control Board ("Board") Regulations for constructing a new solid waste landfill where, unlike the ash ponds, waste materials are to be disposed of on a permanent basis. *See* 35 Ill. Admin. Code § 811.306(d). The liners in the Will County ash ponds achieve the level of permeability which the Illinois regulations expressly recognize is sufficient to prevent the release

⁷ Poz-o-Pac is an aggregate liner similar to concrete.

of constituents to the environment. Hence, the facts regarding the liners in place for these three ash ponds also support the conclusion that the ash ponds are not the source of the exceedances of groundwater standards alleged in the VN.

The facts to rebut the Agency's alleged violations are even more persuasive regarding the fourth ash pond, Pond 3S. As noted above, Pond 3S was relined in 2009 with a high-density polypropylene (HDPE) liner. The existing Poz-o-Pac liner on the sides of Pond 3S remained in place, with the new HDPE liner placed on top of it, providing even greater protection against the release of ash constituents. The 2009 HDPE liner alone has a permeability of approximately 10^{-13} cm/sec. Hence, the current liner in Pond 3S achieves a level of permeability that is significantly better than the Illinois permeability requirements for solid waste landfills.

The VN contains no facts concerning the condition of the liners in the Will County ash ponds that would indicate that they are allowing ash constituents to escape from the ponds. For example, the Agency does not contend that there are any breaches in the integrity of the ash pond liners that are allowing ash constituents to be released to the groundwater. The Agency similarly does not claim that the materials used for the existing liners are inadequate to prevent the migration of constituents. The Agency would be hard pressed to make such a claim because the liner materials either meet or exceed the analogous requirements for Illinois landfills and the Agency approved the use of these materials when it issued the necessary construction permit for the liner installations. In the absence of such evidence, it is certainly far more likely than not that the existing ash ponds at the Will County Station are not the source of the groundwater impacts alleged in the VN.

B. Hydrogeologic Assessment and Site Hydrology

The VN appears to be based on the flawed premise that the hydrogeologic assessment which the Agency directed MWG to perform in the vicinity of the ash ponds would be sufficient to identify the ash ponds as the source of any elevated levels of constituents in the groundwater. This is simply not the case. The results of the hydrogeologic assessment at best give rise to more questions about the source of the alleged groundwater impacts, and do not prove that the existing ash ponds are the source of those impacts.

The results of the hydrogeologic assessment show that the site hydrology at Will County consists of a complex flow system through the underlying shallow dolomite bedrock. The local groundwater flow in the vicinity of the ash ponds appears to be divergent. However, based on the current water level data, it is not possible to conclude whether the ponds are the cause of the divergence or if other conditions may be affecting the groundwater flow system. Some general observations based on the groundwater monitoring data can be made relative to upgradient versus downgradient monitoring wells. The location of monitoring wells MW-1 and MW-2 generally can be considered to be upgradient of monitoring wells MW-7 and MW-8. Monitoring wells MW-3 through MW-6 can be generally considered to be located upgradient of wells MW-9 and MW-10. The results of a comparison of the groundwater monitoring results for these sets of upgradient and downgradient wells do not support the VN's allegation that the ash ponds are the

source of the alleged groundwater impacts. The monitoring data shows that the distribution of parameter concentrations is so random that the more defensible conclusion is that the ash ponds are not the source.

Generally, the parameters detected in downgradient monitoring wells are at equivalent or lower concentrations of constituents than in the associated upgradient well.⁸ In fact, there are more exceedances of the groundwater standards detected in the upgradient wells than in wells downgradient of those locations. Some of the highest concentrations of constituents were found in monitoring well MW-4. The monitoring wells located downgradient of MW-4 (MW-9 and MW-10), which are also downgradient of the ash ponds themselves, consistently have lower parameter concentrations than those found in the upgradient MW-4 monitoring well. This is particularly true of the boron and sulfate levels, which are two typical ash leachate indicators. The detections in monitoring well MW-4 are consistently almost twice as high for boron and three to four times as high for sulfate than the levels found in downgradient monitoring wells MW-9 and MW-10. This pattern of boron and sulfate detections is totally inconsistent with the VN's allegation that the ash ponds are the source of the groundwater exceedances.

The following additional examples taken from the groundwater monitoring data show constituent distributions that are not consistent with the VN's allegation that the ash ponds are the source of impacts to groundwater:

Antimony: Only two monitoring wells, MW-1 and MW-2, show exceedances of antimony. Both of these wells are upgradient of monitoring wells MW-7 and MW-8 where antimony was never detected.

Manganese: The highest concentration of manganese in any of the monitoring wells was 1.0 milligrams per liter (mg/L) at monitoring well MW-4, a monitoring well that is upgradient of MW-9 and MW-10. If the ash ponds were causing the manganese exceedances, there should be higher concentrations of manganese in MW-9 and MW-10 than in MW-4. The reverse is the case here. Manganese has not been detected in MW-9 and the concentrations of manganese in MW-10 are significantly lower than in MW-4.

Additional, similar examples for the other alleged constituent exceedances can be found in the groundwater data from the monitoring wells. In sum, the pattern of the constituent concentrations across these monitoring wells clearly does not support the Agency's contention that the ash ponds are the source of these constituents. The data are more consistent with the opposite conclusion that the ash ponds are not causing these alleged exceedances.

The VN's allegation that the ash ponds are the source of the elevated levels of chloride detected in the groundwater is also wrong. A careful review of the chloride data shows that the

⁸ An exception is boron in monitoring well MW-7.

source of the elevated chloride levels is unrelated to the ash ponds. All but one of the chloride exceedances occurred in March 2011. It is well documented that both shallow groundwater and surface water commonly exhibit higher concentrations of chloride in the spring due to rain and snow melt transporting dissolved road salt.⁹ Also consistent with the identification of road salt as the source of the chloride exceedances is the fact that the highest concentrations of chloride were found in March 2011 in MW-9. It should also be noted that monitoring well MW-9 is located very close to the Des Plaines River. The Des Plaines River is a known receptor for chloride-containing stormwater and snow melt run-off. Thus, the presence of elevated chloride levels due to the use of road salt is a known occurrence in the vicinity of these monitoring wells. Additional evidence that road salt is the likely source of the chloride exceedances is provided by the March 2012 groundwater monitoring results. There were no exceedances of the chloride groundwater standards in any of the Will County Station monitoring wells in March 2012. These results are consistent with the fact that the Chicago Area had relatively little snow in the 2012 winter and road salt was rarely needed, resulting in lower chloride levels in both surface waters and groundwater.¹⁰

In sum, the results of the groundwater monitoring conducted at the Will County Station do not show that the ash ponds are the source of the alleged exceedances. The data collected to date is accurately characterized as being inconsistent with the allegation that the operation of the ash ponds has caused the alleged violations.

C. The Will County Ash Ponds Are Not Causing Groundwater Exceedances

Because the Illinois EPA failed to specify which of the provisions of Section 12 of the Act MWG allegedly violated, MWG has had to speculate to identify the potential Section 12 violations this response needs to address. As stated above, MWG objects to the vagueness of, and legally deficient notice provided by, the VN and reserves its right to respond further when and if the Illinois EPA properly identifies the provisions of Section 12 on which it is relying.

For purposes of this response, based upon the regulations cited by the Agency in the VN, MWG has assumed that the Agency's alleged violations of Section 12 are limited to Sections 12(a), which prohibits causing or allowing water pollution, and to Section 12(d), which prohibits causing or allowing the creation of a water pollution hazard. 415 ILCS 5/12(a), (d) Based on these assumptions regarding the substance of the Illinois EPA's alleged violations, MWG submits that the Agency cannot show that the ash ponds at Will County caused or allowed water pollution or created a water pollution hazard.

The analytical results show that the distribution of the exceedances in the groundwater is random, with a predominance of the exceedances occurring in monitoring wells on the east side

⁹ Mullaney, John R., *et al*, Chloride in Groundwater and Surface Water in Areas Underlain by the Glacial Aquifer System, Northern United States, Scientific Investigations Report 2009-5089, U.S. Geological Survey, Reston, VA. 2009. Table 5.

¹⁰ Based on snowfall records for O'Hare Airport, the 2011 snowfall totaled 43.4 inches compared to 2012's total snowfall of only 19.8 inches.(Source: <http://www.isws.illinois.edu/data.asp>; last checked 7/27/12).

of the ash ponds, which are generally upgradient (based on higher water level elevations) of wells on the west side of the ash ponds. To show a violation of Section 12(a) and 12(d), there must be a showing not only of the presence of a potential source of contamination, but also that it is in sufficient quantity and concentration to render the waters harmful. *Bliss v. Illinois EPA*, 138 Ill. App. 3d 699, 704 (1985) (“mere presence of a potential source of water pollutants on the land does not necessarily constitute a water pollution hazard”). In other words, there must be a causal link between the potential source and the water or groundwater. The groundwater monitoring data on which the Agency relies does not establish this essential causal link between the ash ponds and the groundwater. Therefore, the Agency has failed to meet its burden to prove that the ash ponds are the cause of the alleged exceedances of the groundwater standards as required to prove a violation of sections 12(a) or 12(d) of the Act. 415 ILCS 5/12(a), (d).

The Agency also alleges violations of the groundwater quality regulations based on exceedances of the groundwater quality standards in 35 Ill. Admin. Code § 620.401. There is no violation here of section 620.401. Section 620.401 solely provides the legal criteria that groundwater must meet the standards appropriate to the groundwater’s class. It is a foundational regulation, allowing for different classes of groundwater to meet different groundwater standards. It is not a prohibition regulation. There is no conduct prohibited by this section of the regulations in which MWG is alleged to have engaged. MWG cannot and did not violate section 620.401.

The remaining alleged groundwater regulation violations, 35 Ill. Admin. Code §§ 620.115, 620.301, 620.405, and 620.410 of the Board Regulations, are all based on the Agency’s contention that MWG’s operation of the ash ponds has caused the exceedances of the groundwater standards detected in the monitoring data. To sustain these allegations, the Agency must show that MWG caused a discharge of the subject constituents from ash ponds which in turn caused the exceedances of the groundwater standards.¹¹ The relevant facts and circumstances do not support either conclusion.

The use and condition of the ash ponds does not support a finding that they are releasing constituents to the groundwater. They are not disposal sites. Ash is removed from the ponds by MWG. The linings in all of the ash ponds are of sufficiently low permeability, consistent with accepted regulatory guidance, to prevent the release of constituents. The evidence provided from the 2009 inspection of the Pond 3S liner provides compelling support for the finding that they are not a likely cause of the alleged exceedances of the groundwater standards. Finally, pursuant to the terms of the Will County Station’s NPDES Permit, these ash ponds are part of the flow-through wastewater treatment process at the station. MWG’s operation of the ash ponds has been carried out in accordance with the terms and conditions of the NPDES Permit. Under Section 12(f) of the Act, compliance with the terms and conditions of any permit issued under Section 39(b) of the Act is deemed compliance with this subsection.

¹¹ See *People of the State of Illinois v. ESG Watts, Inc.*, PCB 96-107 slip op. at p. 41 (February 5, 1998) (By finding the respondent caused a discharge of constituents into the groundwater causing a violation of the Class II Groundwater standards, the Board found the respondent also violated 35 IAC §§ 620.301 and 620.115)

Similarly, the groundwater data on which the Agency relies does not provide a sufficient scientific or technical evidentiary basis on which to conclude that the ash ponds are causing the alleged groundwater exceedances. The essential “causal link” between the ash ponds and the elevated constituents in the groundwater is missing. The data is at best inconclusive on this issue, while certain aspects of the data clearly point to other, unrelated causes.

Because the ash ponds have not been shown to have caused a release of any contaminants that is causing the groundwater exceedances, the Agency’s VN does not support its claims that MWG has violated sections 620.405 or 620.301 of the Board regulations. Accordingly, MWG also has not violated section 620.115 of the Board regulations.

III. Compliance Commitment Agreement

This VN should not have been issued. Given the absence of proof that the ash ponds are the cause of the alleged groundwater exceedances, the Agency’s request for a Compliance Commitment Agreement (CCA) is an attempt to compel MWG to conduct unnecessary corrective action to resolve the alleged violations.

Moreover, with the pending federal regulatory process to enact regulations for the design and operation of ash ponds, it is prudent to await the outcome of the proposed federal regulations to determine whether any changes to the ash ponds construction or operation are required by those regulations. The Agency itself has previously advanced this position. In 2010, the Agency’s Steven Nightingale testified before the Illinois Pollution Control Board (the “Board”) that the Board should consider initiating a temporary moratorium on the closure of coal ash impoundments because of the U.S. EPA’s intention to regulate them. (*See In the Matter of Ameren Ash Pond Closure Rules (Hutsonville Power Station): Proposed 35 Ill. Adm. Code Part 840.101 Through 840.152*, Docket R09-21 (October 7, 2010) at p. 64) On behalf of the Agency, Mr. Nightingale told the Board that if industry had to take action in the interim, it “could end up expending substantial money and resources only to find they are subject to additional and/or different closure requirements for those units.” (*Id.*) The Agency’s pursuit of this enforcement action, particularly given the deficiencies in its alleged evidence, also threatens to force MWG to take actions that may conflict with or otherwise differ from the requirements in the upcoming federal regulations.

As the hydrogeologic assessment showed, there is no threat to human health presented by the alleged exceedances of the groundwater standards. The hydrogeologic assessment investigated the presence of potable water sources within a 2,500-foot radius of the site. The shallow dolomite aquifer underlying the site is not used as a potable water source within this radius. The nearest groundwater wells are installed more than 1,500 feet deep, drawing water from a deep aquifer below the Maquoketa confining unit. Shallow groundwater at the site discharges either to the Des Plaines River or the Chicago Sanitary and Ship Canal (the “Canal”). The Canal is not used as a drinking water source. The nearest downgradient water supply intake in the Des Plaines River, a headwater of the Illinois River, is located at Peoria, approximately 137 miles downstream. In the absence of any potable groundwater receptors or use, groundwater

at the Will County site does not pose any risk to human health. Accordingly, awaiting the outcome of the federal regulatory proposal is appropriate under these circumstances.

Because MWG's preference is to cooperate with the Agency in this matter, MWG presents here a proposed CCA that should be acceptable based on the relevant facts and circumstances. The proposed CCA terms are as follows:

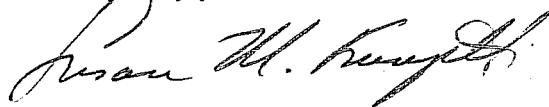
- A. The ash ponds will not be used as permanent disposal sites and ash will continue to be removed from ponds on a periodic basis.
- B. The ash ponds will be maintained and operated in a manner which protects the integrity of the existing liners. During the removal of ash from the ponds, appropriate procedures will be followed to protect the integrity of the existing liners, including operating the ash removal equipment in a manner which minimizes the risk of any damage to the liner.
- C. During the ash removal process, visual inspections of the ponds will be conducted to identify any signs of a breach in the integrity of the pond liner. In the event that a breach of the pond liner is detected, MWG will notify the Agency and will submit a corrective action plan for repair or replacement, as necessary, of the liner. Upon the Agency's approval, and the issuance of any necessary construction permit, MWG will implement the correction action plan.
- D. Institutional controls will be evaluated for addressing the alleged exceedances of the groundwater standards. There are already Environmental Land Use Controls (ELUCs) in place in the vicinity of the Will County Station. The Village of Romeoville presently is preparing an ordinance that would annex the land on which the ash ponds are located. The Village of Romeoville has a groundwater ordinance banning the use of groundwater as a potable water supply throughout the village limits. See attached §§ 50.60 through 50.99 of the Romeoville Code). The groundwater ordinance follows the requirements under the Pollution Control Board TACO regulations, 35 IAC 742.1015. If the Will County Station is not subject to the existing Romeoville ordinance, then MWG will submit for the Agency's review and approval a proposed restrictive covenant that prohibits the installation of potable wells in the area where groundwater exceedances have been detected.
- E. MWG proposes to establish a Groundwater Management Zone ("GMZ") below the ash ponds pursuant to section 620.250 of the Board's regulations. 35 Ill. Admin. Code § 620.250. The corrective action required by the GMZ regulations is addressed by the existing pond liners and the proposed institutional control.
- F. MWG will continue to monitor the groundwater through the existing ten groundwater monitoring wells and report its findings to Illinois EPA, pursuant to section 620.250(c) of the GMZ Regulations, 35 Ill. Admin. Code § 620.250(c). MWG

reserves the right to request the Illinois EPA's approval of a cessation of all or some of the monitoring requirements based on future monitoring results.

- G. MWG will continue to monitor the development of the Coal Combustion Residuals Proposed Rules, EPA-HQ-RCRA-2009-0640. When the final rule is issued, MWG will promptly notify Illinois EPA how it will comply with the new Federal Rules.

This letter constitutes our response to and proposed CCA for the Violation Notice W-2012-00058. MWG also reserves the right to raise additional defenses and mitigation arguments as may be necessary, in defense of the allegations listed in the Violation Notice in the event of any future enforcement. We look forward to discussing the above information further at the soon to be scheduled meeting with the Agency's representatives.

Very truly yours,



Susan M. Franzetti
Counsel for Midwest Generation, LLC

Enclosures

cc: Maria L. Race, Midwest Generation, LLC

Electronic Filing - Received ^{Table 3} Clerk's Office, 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Will County Station
Romeoville, Illinois
Midwest Generation
21253.028

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class 1*	MW-1	MW-1	MW-1	MW-1	MW-1	MW-1	MW-2	MW-2	MW-2	MW-2	MW-2	MW-2
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
Chemical Name			12/13/10	3/28/11	6/15/11	9/15/11	12/8/11	3/16/12	12/13/10	3/28/11	6/15/11	9/15/11	12/8/11	3/16/12
Antimony	Metals 6020	0.006	ND	ND	ND	ND	0.0063	ND	ND	ND	ND	0.0073	0.017	ND
Arsenic	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	0.0032	0.0032	ND	0.008	0.0038	0.0048
Barium	Metals 6020	2.0	0.05	0.041	0.046	0.038	0.033	0.033	0.061	0.068	0.068	0.048	0.048	0.058
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cobalt	Metals 6020	1.0	0.0011	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Copper	Metals 6020	0.65	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	ND	ND	ND	0.11	0.011	ND	ND	ND	ND	ND	ND	ND
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	0.2	0.15	0.22	0.16	0.17	0.16	0.032	0.032	0.043	0.036	0.031	0.031
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	0.0046	0.0038	ND	0.0029	0.004	0.0042	ND	ND	ND	ND	ND	ND
Selenium	Metals 6020	0.05	ND	ND	ND	0.0053	0.0025	0.0033	ND	ND	ND	ND	ND	ND
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	1.8	1.6	1.8	1.7	1.6	1.5	1.8	1.7	2.3	2.3	1.7	1.7
Sulfate	Dissolved 9038	400	530	390	280	320	270	430	430	280	400	330	220	330
Chloride	Dissolved 9251	200	110	210	110	120	140	190	110	250	180	110	120	140
Nitrogen/Nitrate	Nitrogen By calc	10	ND	1.1	0.73	0.33	1.4	2.2	ND	ND	ND	ND	ND	ND
Total Dissolved Solids	Dissolved 2540C	1,200	1,100	1,100	1,100	760	770	910	870	970	900	720	650	810
Fluoride	Dissolved 4500 FC	4	0.71	0.65	0.53	0.77	0.73	0.69	0.62	0.5	0.42	0.59	0.59	0.46
Nitrogen/Nitrite	Dissolved 4500 NO2	--	ND	ND	ND	0.042	ND	ND	ND	ND	ND	ND	ND	ND
Nitrogen/Nitrate/Nitrite	Dissolved 4500 NO3	--	ND	1.1	0.73	0.37	1.4	2.2	ND	ND	ND	ND	ND	ND

Notes:

*Class 1 Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

ND- non detect

mg/L- milligrams per liter

AMENDMENTS

0.011 - Value amended from original Table 3 (May 11, 2012).

0.011 - Value has not changed; font has been changed from bold to normal.

Electronic Filing - Received ^{Table 9} Clerk's Office, 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Will County Station
Romeoville, Illinois
Midwest Generation
21253.028

PATRICK ENGINEERING	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class I*	MW-3	MW-3	MW-3	MW-3	MW-3	MW-3	MW-4	MW-4	MW-4	MW-4	MW-4	MW-4
			(mg/L) 12/13/10	(mg/L) 3/28/11	(mg/L) 6/15/11	(mg/L) 9/15/11	(mg/L) 12/8/11	(mg/L) 3/16/12	(mg/L) 12/13/10	(mg/L) 3/29/11	(mg/L) 6/15/11	(mg/L) 9/15/11	(mg/L) 12/8/11	(mg/L) 3/16/12
Chemical Name														
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	0.002	0.0024	ND	0.0025	0.0018	0.0017	0.0027	0.0016	ND	0.0041	0.0016	0.0015
Barium	Metals 6020	2.0	0.084	0.086	0.071	0.079	0.083	0.075	0.068	0.062	0.05	0.05	0.043	0.036
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cobalt	Metals 6020	1.0	ND	0.0022	ND	ND	ND	ND	0.0011	ND	ND	0.0012	ND	ND
Copper	Metals 6020	0.65	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	0.37	0.57	ND	0.26	0.19	0.2	0.83	0.78	0.7	1.2	0.64	0.53
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	0.34	0.31	0.34	0.26	0.29	0.27	0.52	0.58	0.7	1.0	0.62	0.6
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	0.0054	0.0037	ND	0.0061	0.0053	0.0052	0.0048	0.0041	ND	0.0051	0.0047	0.0048
Selenium	Metals 6020	0.05	ND	ND	ND	0.0033	ND	ND	ND	0.0033	ND	ND	0.0086	0.0067
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	2.7	2.4	2.6	3.3	2.8	2.7	3.7	3.3	3.6	4.3	3.0	4.0
Sulfate	Dissolved 9038	400	330	270	240	250	280	320	1,500	1,500	1,600	4,800	1,600	2,000
Chloride	Dissolved 9251	200	54	250	100	130	100	95	120	190	120	170	150	150
Nitrogen/Nitrate	Nitrogen By calc	10	ND	ND	0.81	ND	0.54	ND	ND	ND	0.19	ND	0.37	0.45
Total Dissolved Solids	Dissolved 2540C	1,200	940	1,000	990	1,000	930	1,000	2,500	2,600	2,800	6,000	3,100	3,700
Fluoride	Dissolved 4500 FC	4	0.5	0.37	0.36	0.45	0.39	0.38	0.52	0.49	0.48	0.53	0.55	0.5
Nitrogen/Nitrite	Dissolved 4500 NO2	--	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nitrogen/Nitrate/Nitrite	Dissolved 4500 NO3	--	ND	ND	0.81	ND	0.54	ND	ND	ND	0.19	ND	0.37	0.45

Notes:

*Class I Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

ND- non detect

mg/L- milligrams per liter

AMENDMENTS


0.62 - Value amended from original Table 3 (May 11, 2012).

0.54 - Value has not changed; font has been changed from bold to normal.

Electronic Filing - Received ^{Table 3} Clerk's Office, 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Will County Station
Romeoville, Illinois
Midwest Generation
21253.028

	Sample Analysis Method	Groundwater Quality Standard (mg/L) Class I*	MW-5	MW-5	MW-5	MW-5	MW-5	MW-5	MW-6	MW-6	MW-6	MW-6	MW-6	MW-6
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
Chemical Name			12/13/10	3/29/11	6/15/11	9/15/11	12/8/11	3/16/12	12/13/10	3/28/11	6/15/11	9/15/11	12/8/11	3/16/12
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	0.0066	0.0048	ND	0.0025	0.0065	0.0065	0.0018	0.0018	ND	0.0031	0.0022	0.0022
Barium	Metals 6020	2.0	0.051	0.06	0.067	0.07	0.061	0.053	0.05	0.04	0.045	0.041	0.053	0.044
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cobalt	Metals 6020	1.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Copper	Metals 6020	0.65	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	0.0079	0.0067	0.055	0.13	0.038	0.032	0.073	0.051	0.047	0.024	0.038	0.029
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	ND	ND	ND	0.0021	ND	ND	ND	ND	ND	ND	ND	ND
Selenium	Metals 6020	0.05	0.017	0.014	0.016	0.008	0.01	0.0059	0.0062	0.0028	ND	0.011	ND	ND
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	2.6	2.7	3.2	4.0	3.2	2.9	2.7	2.5	2.4	3.0	2.5	2.5
Sulfate	Dissolved 9038	400	580	570	540	690	500	370	500	540	570	420	440	380
Chloride	Dissolved 9251	200	110	150	140	150	130	170	120	210	150	120	120	110
Nitrogen/Nitrate	Nitrogen By calc	10	0.27	1.6	0.97	0.11	1	0.11	ND	ND	0.1	ND	ND	ND
Total Dissolved Solids	Dissolved 2540C	1,200	1,000	1,300	1,400	1,500	1,000	1,000	990	1,100	1,200	870	880	900
Fluoride	Dissolved 4500 FC	4	0.41	0.4	0.46	0.49	0.38	0.42	0.85	0.88	0.79	0.97	0.77	0.68
Nitrogen/Nitrite	Dissolved 4500 NO2	--	ND	0.31	0.13	ND	0.17	0.14	ND	0.048	0.16	ND	ND	ND
Nitrogen/Nitrate/Nitrite	Dissolved 4500 NO3	--	0.27	1.9	1.1	0.11	1.2	0.25	ND	ND	0.26	ND	ND	ND

Notes:

*Class I Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

ND- non detect

mg/L- milligrams per liter

AMENDMENTS


1,200 - Value amended from original Table 3 (May 11, 2012).

1,200 - Value has not changed; font has been changed from bold to normal.

Electronic Filing - Received ^{Table 3} Clerk's Office, 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Will County Station
Romeoville, Illinois
Midwest Generation
21253.028

	Sample Analysis Method	Groundwater Quality Standard (mg/L)	MW-7	MW-7	MW-7	MW-7	MW-7	MW-7	MW-8	MW-8	MW-8	MW-8	MW-8	MW-8
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
Chemical Name	Class I*		12/13/10	3/29/11	6/15/11	9/15/11	12/8/11	3/16/12	12/13/10	3/29/11	6/15/11	9/15/11	12/8/11	3/16/12
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	0.004	0.0037	ND	0.0042	0.0042	0.0041	0.0067	0.0059	0.0082	0.014	0.012	0.0066
Barium	Metals 6020	2.0	0.045	0.067	0.076	0.082	0.082	0.069	0.069	0.089	0.085	0.099	0.078	0.066
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cobalt	Metals 6020	1.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Copper	Metals 6020	0.65	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cyanide	Dissolved 9014	0.2	ND	ND	0.016	ND	ND	ND	ND	ND	ND	ND	ND	ND
Iron	Metals 6020	5.0	0.23	0.18	ND	0.37	0.5	0.57	0.48	0.38	0.76	0.46	0.68	ND
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	0.12	0.11	0.15	0.18	0.2	0.2	0.33	0.44	0.47	0.45	0.4	ND
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	0.0029	0.0023	ND	0.0024	0.0021	ND	ND	ND	ND	0.0034	0.002	ND
Selenium	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	4.7	5.0	5.7	3.4	5.0	5.1	1.7	1.3	1.7	2.3	1.9	1.5
Sulfate	Dissolved 9038	400	610	650	1,000	710	710	770	440	440	420	600	330	330
Chloride	Dissolved 9251	200	160	140	140	160	150	130	93	270	200	160	130	160
Nitrogen/Nitrate	Nitrogen By calc	10	ND	ND	ND	ND	ND	ND	ND	0.22	ND	ND	ND	ND
Total Dissolved Solids	Dissolved 2540C	1,200	1,300	1,500	1,600	1,400	1,300	1,400	930	1,200	1,100	1,300	980	910
Fluoride	Dissolved 4500 FC	4	0.96	0.77	0.71	0.82	0.86	0.76	0.61	0.55	0.57	0.64	0.61	0.52
Nitrogen/Nitrite	Dissolved 4500 NO2	-	ND	0.077	0.035	0.05	0.043	ND	ND	ND	ND	ND	ND	ND
Nitrogen/Nitrate/Nitrite	Dissolved 4500 NO3	-	ND	ND	ND	ND	ND	ND	ND	0.22	ND	ND	ND	ND

Notes:

*Class I Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

ND- non detect

mg/L- milligrams per liter

AMENDMENTS


0.68 - Value amended from original Table 3 (May 11, 2012).

610 - Value has not changed; font has been changed from bold to normal.

Electronic Filing - Received ^{Table 9} Clerk's Office, 11/05/2012

GROUNDWATER ANALYTICAL RESULTS - AMENDED JULY 2012

Will County Station
Romeoville, Illinois
Midwest Generation
21253.028

	Sample Analysis Method	Groundwater Quality Standard (mg/L)	MW-9	MW-9	MW-9	MW-9	MW-9	MW-9	MW-10	MW-10	MW-10	MW-10	MW-10	MW-10
			(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)	(mg/L)
Chemical Name	Class 1*		12/13/10	3/29/11	6/15/11	9/15/11	12/8/11	3/16/12	12/13/10	3/28/11	6/15/11	9/15/11	12/8/11	3/16/12
Antimony	Metals 6020	0.006	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Arsenic	Metals 6020	0.05	0.0059	0.0049	0.0052	0.0065	0.0078	0.0053	0.0041	0.0046	ND	0.0088	0.0083	0.0056
Barium	Metals 6020	2.0	0.025	0.031	0.025	0.023	0.017	0.023	0.098	0.091	0.091	0.11	0.11	0.1
Beryllium	Metals 6020	0.004	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cadmium	Metals 6020	0.005	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Chromium	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cobalt	Metals 6020	1.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Copper	Metals 6020	0.65	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Cyanide	Dissolved 9014	0.2	ND	ND	ND	ND	ND	ND	ND	ND	0.01	ND	ND	ND
Iron	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	0.32	0.46	0.63	0.6	0.71	0.61
Lead	Metals 6020	0.0075	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Manganese	Metals 6020	0.15	ND	ND	ND	ND	ND	ND	0.25	0.22	0.25	0.27	0.29	0.25
Mercury	Mercury 7470A	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Nickel	Metals 6020	0.1	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Selenium	Metals 6020	0.05	0.0036	0.0042	ND	0.0045	0.0031	ND	ND	ND	ND	0.0032	ND	ND
Silver	Metals 6020	0.05	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Thallium	Metals 6020	0.002	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Zinc	Metals 6020	5.0	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND	ND
Boron	Metals 6020	2	2.2	1.4	1.7	2.0	1.9	1.4	2.1	1.8	2.2	2.8	2.5	2.1
Sulfate	Dissolved 9038	400	410	320	410	400	270	340	370	370	350	420	290	330
Chloride	Dissolved 9251	200	100	280	230	190	140	200	92	130	150	120	120	100
Nitrogen/Nitrate	Nitrogen By calc	10	ND	2.4	0.94	ND	1.9	3.2	ND	ND	ND	ND	ND	ND
Total Dissolved Solids	Dissolved 2540C	1,200	800	1,000	940	850	660	820	990	960	990	1,000	1,100	990
Fluoride	Dissolved 4500 FC	4	0.33	0.36	0.28	0.28	0.38	0.39	0.66	0.64	0.65	0.67	0.59	0.52
Nitrogen/Nitrite	Dissolved 4500 NO2	—	0.44	1.2	0.16	0.22	0.15	0.12	ND	ND	ND	ND	ND	ND
Nitrogen/Nitrate/Nitrite	Dissolved 4500 NO3	—	ND	3.6	1.1	0.18	2.0	3.3	ND	ND	ND	ND	ND	ND

Notes:

*Class 1 Groundwater Standards from 35 IAC Part 620

Bold values show exceedences of 35 IAC Part 620

ND- non detect

mg/L- milligrams per liter

AMENDMENTS

Value - Value amended from original Table 3 (May 11, 2012).

Value - Value has not changed; font has been changed from bold to normal.