

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

VILLAGE OF HOMEWOOD,)	
HOMEWOOD ILLINOIS, VILLAGE OF)	
ORLAND PARK, ORLAND PARK	)	PCB 16-14 (Homewood)
ILLINOIS, VILLAGE OF MIDLOTHIAN,	)	PCB 16-15 (Orland Park)
MIDLOTHIAN ILLINOIS, VILLAGE OF	)	PCB 16-16 (Midlothian)
TINLEY PARK, TINLEY PARK ILLINOIS,	)	PCB 16-17 (Tinley Park)
EXXONMOBIL OIL CORPORATION,	)	PCB 16-18 (ExxonMobil)
VILLAGE OF WILMETTE, WILMETTE	)	PCB 16-20 (Wilmette)
ILLINOIS, CITY OF COUNTRY CLUB	)	PCB 16-21 (Country Club Hills)
HILLS, COUNTRY CLUB HILLS ILLINOIS,	)	PCB 16-22 (Noramco-Chicago)
NORAMCO-CHICAGO, INC., FLINT HILLS	)	PCB 16-23 (Flint Hills Resources)
RESOURCES JOLIET LLC, CITY OF	)	PCB 16-25 (Evanston)
EVANSTON, EVANSTON ILLINOIS,	)	PCB 16-26 (Skokie)
VILLAGE OF SKOKIE, SKOKIE ILLINOIS,	)	PCB 16-27 (IDOT)
ILLINOIS DEPARTMENT OF	)	PCB 16-29 (MWRDGC)
TRANSPORTATION, METROPOLITAN	)	PCB 16-30 (Richton Park)
WATER RECLAMATION DISTRICT OF	)	PCB 16-31 (Lincolnwood)
GREATER CHICAGO, VILLAGE OF	)	PCB 16-33 (Oak Forest)
RICHTON PARK, RICHTON PARK	)	PCB 19-7 (Village of Lynwood)
ILLINOIS, VILLAGE OF LINCOLNWOOD,	)	PCB 19-8 (Citgo Holdings)
LINCOLNWOOD ILLINOIS, CITY OF OAK	)	PCB 19-9 (New Lenox)
FOREST, OAK FOREST ILLINOIS,	)	PCB 19-10 (Lockport)
VILLAGE OF LYNWOOD, LYNWOOD	)	PCB 19-11 (Caterpillar)
ILLINOIS, CITGO HOLDINGS, INC.,	)	PCB 19-12 (Crest Hill)
VILLAGE OF NEW LENOX, NEW LENOX	)	PCB 19-13 (Joliet)
ILLINOIS, CITY OF LOCKPORT,	)	PCB 19-14 (Morton Salt)
LOCKPORT ILLINOIS, CATERPILLAR,	)	PCB 19-15 (Palos Heights)
INC., CITY OF CREST HILL, CREST HILL	)	PCB 19-16 (Romeoville)
ILLINOIS, CITY OF JOLIET, JOLIET	)	PCB 19-17 (IMTT Illinois)
ILLINOIS, MORTON SALT, INC., CITY OF)	PCB 19-18 (Stepan)
PALOS HEIGHTS, PALOS HEIGHTS)	PCB 19-19 (Park Forest)
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ROMEOVILLE ILLINOIS, IMTT ILLINOIS)	PCB 19-21 (Ozinga Materials)
LLC, STEPAN CO., VILLAGE OF PARK)	PCB 19-22 (Midwest Marine)
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OZINGA READY MIX CONCRETE, INC.,)	PCB 19-24 (Oak Lawn)
OZINGA MATERIALS, INC., MIDWEST)	PCB 19-25 (Doton)
MARINE TERMINALS LLC, VILLAGE OF	)	PCB 19-26 (Glenwood)
MOKENA, MOKENA ILLINOIS, VILLAGE	)	PCB 19-27 (Morton Grove)
OF OAK LAWN, OAK LAWN ILLINOIS,	)	PCB 19-28 (Lansing)
VILLAGE OF DOTON, DOTON	)	PCB 19-29 (Frankfort)

ILLINOIS, VILLAGE OF GLENWOOD,	)	PCB 19-30 (Winnetka)
GLENWOOD ILLINOIS, VILLAGE OF	)	PCB 19-31 (La Grange)
MORTON GROVE, MORTON GROVE	)	PCB 19-32 (Ingredion)
ILLINOIS, VILLAGE OF LANSING,	)	PCB 19-33 (Channahon)
LANSING ILLINOIS, VILLAGE OF	)	PCB 19-34 (CCDTH)
FRANKFORT, FRANKFORT ILLINOIS,	)	PCB 19-35 (Niles)
VILLAGE OF WINNETKA, WINNETKA	)	PCB 19-36 (Skyway)
ILLINOIS, VILLAGE OF LA GRANGE,	)	PCB 19-37 (Elwood)
LA GRANGE ILLINOIS, INGREDION,	)	PCB 19-38 (Chicago)
INC., VILLAGE OF CHANNAHON,	)	PCB 19-40 (Crestwood)
CHANNAHON ILLINOIS, COOK	)	PCB 19-48 (Riverside)
COUNTY DEPARTMENT OF	)	(Time-Limited Water Quality
TRANSPORTATION AND HIGHWAYS,	)	Standard)
VILLAGE OF NILES, NILES ILLINOIS,	)	(Consolidated)
SKYWAY CONCESSION COMPANY)	
LLC, VILLAGE OF ELWOOD, ELWOOD)	
ILLINOIS, CITY OF CHICAGO, CHICAGO)	
ILLINOIS, VILLAGE OF CRESTWOOD,)	
CRESTWOOD ILLINOIS and VILLAGE)	
OF RIVERSIDE, RIVERSIDE ILLINOIS,)	
)	
Petitioners,)	
)	
v.)	
)	
ILLINOIS ENVIRONMENTAL)	
PROTECTION AGENCY,)	
)	
Respondent.)	

NOTICE OF FILING

TO: Don Brown	Brad Halloran
Clerk of the Board	Hearing Officer
Illinois Pollution Control Board	Illinois Pollution Control Board
100 W. Randolph Street, Suite 11-500	100 W. Randolph Street, Suite 11-500
Chicago, Illinois 60601	Chicago, Illinois 60601
(VIA ELECTRONIC MAIL)	(VIA ELECTRONIC MAIL)

(SEE PERSONS ON ATTACHED SERVICE LIST)

PLEASE TAKE NOTICE that I have today filed with the Office of the Clerk of the Illinois Pollution Control Board an **MOTION FOR SUBSTITUTION OF PARTIES**, a copy of which is herewith served upon you.

Respectfully submitted,

Dated: January 31, 2019

By: /s/ Michael P. Murphy
One of Its Attorneys

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CERTIFICATE OF SERVICE

I, the undersigned, on oath state the following:

That I have served the attached **MOTION FOR SUBSTITUTION OF PARTIES** for

Flint Hills Resources Peru LLC via electronic mail upon:

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Clerk of the Board
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That my email address is Michael.Murphy@heplerbroom.com.

That the number of pages in the email transmission is 18 pages.

That the email transmission took place before 5:00 p.m. on the date of January 31, 2019.

/s/ Michael P. Murphy
Michael P. Murphy

Date: January 31, 2019

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SKYWAY CONCESSION COMPANY)	(Time-Limited Water Quality
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ILLINOIS, CITY OF CHICAGO, CHICAGO)	(Consolidated)
ILLINOIS, VILLAGE OF CRESTWOOD,)	
CRESTWOOD ILLINOIS and VILLAGE)	
OF RIVERSIDE, RIVERSIDE ILLINOIS,)	
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Petitioners,)	
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v.)	
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ILLINOIS ENVIRONMENTAL)	
PROTECTION AGENCY,)	
)	
Respondent.)	

MOTION FOR SUBSTITUTION OF PARTIES

Petitioner, Flint Hills Resources Joliet, LLC (“Flint Hills”), now known as INEOS Joliet, LLC, by and through its attorneys, HEPLERBROOM, LLC, pursuant to 35 ILL. ADM. CODE 101.500(a) and 735 ILCS 5/2-1008(a), requests that the Illinois Pollution Control Board (“Board”) grant this Motion for Substitution of Parties. In support of its motion, Petitioner states as follows:

A. Background

1. Flint Hills filed its Individual Submittal in Support of Petition for Chloride Time-Limited Water Quality Standard (“TLWQS”) for the Defined Chicago Area Water System / Des Plaines River Watershed (“Individual Submittal”) on July 26, 2018.

2. The Individual Submittal relates to Flint Hills' Joliet Facility ("Facility.") *See generally* Individual Submittal.

3. The Board found the Joint Petition was in substantial compliance and the Joint Petitioners are awaiting the recommendations of Illinois EPA, which are to be filed by February 5, 2019. Board Order of December 20, 2018; 35 ILL. ADM. CODE 104.545(b); 104.550(a).

B. Facts Regarding Transfer of the Facility and Substitution of Parties

4. On November 30, 2018, a sale of the Facility was closed. Pursuant to the sale, INEOS Enterprises Holdings Newco Limited became the new owner of the Facility, INEOS Joliet, LLC ("INEOS") became the new operator of the Facility, and the entity "Flint Hills Resources Joliet, LLC" became the entity "INEOS Joliet, LLC." *See* Exhibit 1 (Secretary of State LLC File Detail Report indicating that INEOS Joliet, LLC is the current entity name and Flint Hills Resources Joliet, LLC is the "old LLC name.")

5. INEOS agreed to assume the responsibilities and obligations of the environmental permits of the Facility effective December 1, 2018.

6. INEOS has no immediate intent to change the operations or processes at the Facility.

7. The new ownership and operatorship of the Facility has not changed the facts or circumstances surrounding the proposed Time-Limited Water Quality Standard.

8. INEOS has retained Kerry Arnold as the Environmental, Health, and Safety Manager for the Facility; she previously held the same position with Flint Hills.

9. INEOS adopts Flint Hills' prior filings and the record of this proceeding.

10. Pursuant to 35 ILL. ADM. CODE 101.504, this motion is accompanied by a verification by certification of these facts by Michael Brose, Plant Manager of the Facility.

C. Applicable Law

11. “The Board may entertain any motion the parties wish to file that is permissible under the Act or other applicable law, these rules, or the Illinois Code of Civil Procedure.” 35 ILL. ADM. CODE 101.500(a).

12. Section 2-1008 of the Illinois Code of Civil Procedure provides, in pertinent part, as follows:

a) Change of interest or liability. If by reason of marriage, bankruptcy, assignment, or any other event occurring after the commencement of a cause or proceeding, either before or after judgment, causing a change or transmission of interest or liability, ... it becomes necessary or desirable that any person not already a party be before the court, or that any person already a party be made party in another capacity, the action does not abate, but on motion an order may be entered that the proper parties be substituted or added, and that the cause or proceeding be carried on with the remaining parties and new parties, with or without a change in the title of the cause.

735 ILCS 5/2-1008(a).

13. The Board, as opposed to the Hearing Officer, must rule upon a motion for substitution of parties. *Inland Steel Container Co. v. IEPA*, PCB 83-133, 1984 WL 37946, *1 (January 26, 1984). The Board has previously stated that “[n]either the Act nor the Board's procedural rules address” substitution of parties. *In re Petition of Ensign-Bickford Co. for an Adjusted Standard from 35 Ill. Adm. Code 237.102*, PCB AS 00-5, p. 2 (June 5, 2003).

14. The Board has, however, granted motions for substitution of parties in the past where ownership of a facility has changed. *See id.* (Board reopened docket in adjusted standard proceeding and substituted new operator of facility where facility was to be operated in substantially the same manner and new operator agreed to assume and be responsible for the obligations and liabilities arising from operation of the facility); *In re Petition of Commonwealth Edison Co. for an Adjusted Standard from 35 Ill. Adm. Code 302.211(d) and (e)*, PCB AS 96-10

(March 16, 2000) (Board reopened docket in adjusted standard proceeding and substituted new owner of facilities where new owner assumed all rights and obligations associated with operation of the facilities and management and operation of the facilities would continue unchanged); *In re Petition of Borden Chemicals and Plastics Operating Limited Partnership (formerly Borden Chemical Co.) for Site Specific Rule Change Regarding Wastewater Discharges into an Unnamed Tributary of Long Point Slough*, PCB R-86-14 (August 4, 1988) (Board substituted petitioner in site specific rule proceeding where new ownership of facility had not changed the facts and circumstances surrounding the proposed rule change and new owner adopted the record in the proceeding.)

D. Request for Substitution of Parties

15. Under Section 2-1008 of the Code of Civil Procedure, the new ownership of the Facility is an “event occurring after the commencement of a cause or proceeding ... causing a change or transmission of interest or liability” and it is “necessary or desirable that” INEOS be substituted as a party in the place of Flint Hills. 735 ILCS 5/2-1008(a). The facts set forth above and attested to by INEOS are similar to the facts in prior Board decisions where the Board allowed substitution of parties. Moreover, in this case, unlike the prior cases, the request for substitution of parties has been made prior to the Board granting the relief requested, so the docket does not need to be reopened.

16. No other party will be prejudiced by allowing the substitution of parties.

17. The Board should grant this motion for substitution of parties so that the current operator of the Facility is the Petitioner of record in this matter.

E. Conclusion

WHEREFORE, Petitioner, Flint Hills Resources Joliet, LLC, now known as INEOS JOLIET, LLC, respectfully requests that the Illinois Pollution Control Board grant this Motion for Substitution of Parties and order that INEOS Joliet, LLC is substituted for Flint Hills Resources Joliet, LLC as the Petitioner in this matter and is entitled to all relief previously allowed to Flint Hills Resources Joliet, LLC in this matter.

Respectfully submitted,

FLINT HILLS RESOURCES JOLIET, LLC, now
known as INEOS JOLIET, LLC, Petitioner,

Dated: January 31, 2019

By: /s/ Michael P. Murphy
Michael P. Murphy

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Verification by Certification

Under penalties as provided by law pursuant to Section 1-109 of the Code of Civil Procedure, the undersigned, the Plant Manager of INEOS Joliet, LLC, certifies that the statements set forth in paragraphs four through nine of this Motion for Substitution of Parties are true and correct to the best of his knowledge and belief.

Date: 30 JAN 2019

A handwritten signature in blue ink, appearing to read "Michael Brose", is written over a horizontal line.

Michael Brose, as Plant Manager of INEOS Joliet, LLC

**LLC FILE DETAIL REPORT**

File Number	03018342		
Entity Name	INEOS JOLIET, LLC		
Status	ACTIVE	On	06/05/2018
Entity Type	LLC	Type of LLC	Foreign
File Date	08/12/2010	Jurisdiction	DE
Agent Name	C T CORPORATION SYSTEM	Agent Change Date	08/12/2010
Agent Street Address	208 SO LASALLE ST, SUITE 814	Principal Office	23425 AMOCO RD. CHANNAHON, IL 604100000
Agent City	CHICAGO	Managers	View
Agent Zip	60604	Duration	PERPETUAL
Annual Report Filing Date	06/05/2018	For Year	2018
Old LLC Name	12/04/2018 - FLINT HILLS RESOURCES JOLIET, LLC 12/23/2014 - FLINT HILLS RESOURCES CHEMICAL INTERMEDIATES, LLC		
Series Name	NOT AUTHORIZED TO ESTABLISH SERIES		

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