

CARLSON  ENVIRONMENTAL

February 8, 2008

PN 2030A-CP

Mr. Bill Constantelos
Director, Environmental Services
Midwest Generation, LLC
440 S. LaSalle Street
Suite 3500
Chicago, Illinois 60605

RECEIVED

FEB 11 2008

ENVIRONMENTAL SERVICES
MIDWEST GENERATION LME, LLC

**Re: Environmental Land Use Control
Midwest Generation Site
1800 Channahon Road
Joliet, Illinois**

Dear Mr. Constantelos:

In follow-up to our telephone conversation yesterday, please find enclosed a draft Environmental Land Use Control (ELUC) document for your review. The Illinois Environmental Protection Agency (IEPA) has indicated its general acceptance of the technical content of this document.

As you know, the site directly west of the Midwest Generation property is currently participating in the IEPA's voluntary Site Remediation Program (SRP) in pursuit of a site-wide No Further Remediation letter. This effort is being advanced by our client, CenterPoint Properties Trust. This property, referred to as the Joliet Manufacturing Campus (Campus), is located entirely on the northern side of the Des Plaines River. The Campus has been extensively investigated over the past several years, and numerous SRP reports have been submitted to the IEPA for review and approval.

Of note, the investigation results have indicated the presence of various residual heavy metals (barium, chromium, selenium, and thallium) in site soils and ash deposits located on the easternmost portion of the Campus property, in proximity to Midwest Generation's western property line. This portion of the Campus property was acquired by Caterpillar from Commonwealth Edison in the early 1990's and had reportedly been used for historic placement of ash-based materials from its facility.

The potential for the detected metals to leach to ground water and then migrate onto your property has been modeled. The modeling results indicate that there exists potential for some of these constituents to migrate up to 82 feet onto the Midwest Generation property. IEPA has provided technical approval of the modeling work.

As a result of this potential, the IEPA is requiring that the enclosed ELUC be executed by the current property owner, Midwest Generation, including recording it with the Will



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County Recorder against a portion of your property, as a condition of its approval of Carlson's *Ground Water Remediation Objectives Report/Remedial Action Plan* that was prepared for the Campus. The intent of the ELUC is to act as an institutional control, ensuring future protection of site owners and occupants against the risk of accidentally ingesting potentially impacted ground water. This objective is accomplished by prohibiting installation or use of a water supply well within the westernmost 485 feet of Midwest Generation's property, as depicted on the exhibit attached to the ELUC. The 485-foot distance is based on the modeled migration, plus a 400-foot well setback zone. The ELUC does not apply to or limit any of the remainder of Midwest Generation's land.

Feel free to contact either Ed Garske or me, should you require additional information.

Sincerely,

CARLSON ENVIRONMENTAL, INC.



Gail Artrip, P.E.
Project Director

enclosure

cc: Rich Carlson
James Cross (CenterPoint Properties Trust)
Michael Ohm (Bell, Boyd & Lloyd LLP)

Live Search Maps

2200 Channahon Rd, Rockdale, IL 60436-8562



Approximate
Midwest Generation Land
Requiring ELUC
(water well prohibition)

PREPARED BY:

Name:

Address:

RETURN TO:

Name:

Address:

THE ABOVE SPACE FOR RECORDER'S OFFICE

Environmental Land Use Control

THIS ENVIRONMENTAL LAND USE CONTROL ("ELUC") is made this _____ day of _____, 2008, by Midwest Generation, ("Property Owner") of the real property located at the common address 1800 Channahon Road, Joliet, Illinois ("Property").

WHEREAS, 415 ILCS 5/58.17 and 35 Ill. Adm. Code 742 provide for the use of an ELUC as an institutional control in order to impose land use limitations or requirements related to environmental contamination so that persons conducting remediation can obtain a No Further Remediation determination from the Illinois Environmental Protection Agency ("IEPA"). The reason for an ELUC is to ensure protection of human health and the environment. The limitations and requirements contained herein are necessary in order to protect against exposure to contaminated soil or groundwater, or both, that may be present on the property as a result of past industrial activities. Under 35 Ill. Adm. Code 742, the use of risk-based, site-specific remediation objectives may require the use of an ELUC on real property, and the ELUC may apply to certain physical features (e.g., engineered barriers, monitoring wells, caps, etc.).

WHEREAS, CenterPoint Properties Trust intends to request risk-based, site specific soil and groundwater remediation objectives from IEPA under 35 Ill. Adm. Code 742 to obtain risk-based closure of the site, identified by Bureau of Land LPC # 1970450028, utilizing an ELUC.

NOW, THEREFORE, the recitals set forth above are incorporated by reference as if fully set forth herein, and the Property Owner agrees as follows:

Section One. Property Owner does hereby establish an ELUC on the real estate, situated in the County of Will, State of Illinois and further described in Exhibit A attached hereto and incorporated herein by reference (the "Property").

Attached as Exhibit B are site maps that show the legal boundary of the Property, any physical features to which the ELUC applies, the horizontal and vertical extent of the contaminants of concern above the applicable remediation objectives for soil or groundwater or both, and the nature, location of the source, and direction of movement of the contaminants of concern, as required under 35 Ill. Adm Code 742.

Section Two. Property Owner represents and warrants it is the current owner of the Property and has the authority to record this ELUC on the chain of title for the Property with the Office of the Recorder or Registrar of Titles in Will County, Illinois.

Section Three. The Property Owner hereby agrees, for itself, and its heirs, grantees, successors, assigns, transferees and any other owner, occupant, lessee, possessor or user of the Property or the holder of any portion thereof or interest therein, that:

- a) No person shall construct, install, maintain, or operate a water supply well within the 485 foot-wide setback zone depicted in Exhibit B. All water supplies and water services for this setback zone must be obtained from a public water supply system. The provisions of this institutional control shall be applicable to all water usage (e.g., domestic, industrial/commercial uses and outdoor watering). Any contaminated groundwater or soil that is removed, excavated, or disturbed from the property described in Exhibit A herein must be handled in accordance with all applicable laws and regulations.

Section Four. This ELUC is binding on the Property Owner, his heirs, grantees, successors, assigns, transferees and any other owner, occupant, lessee, possessor or user of the Property or the holder of any portion thereof or interest therein. This ELUC shall apply in perpetuity against the Property and shall not be released until the IEPA, upon written request, issues to the site that received the no further remediation determination a new no further remediation determination approving modification or removal of the limitation(s) or requirement(s); the new no further remediation determination is filed on the chain of title of the site subject to the no further remediation determination; and until a release or modification of the land use limitation or requirement is filed on the chain of title for the Property.

Section Five. Information regarding the remediation performed on the Property may be obtained from the IEPA through a request under the Freedom of Information Act (5 ILCS 140) and rules promulgated thereunder by providing the IEPA with LPC # 1970450028.

Section Six. The effective date of this ELUC shall be the date that it is officially recorded in the chain of title for the Property to which the ELUC applies.

WITNESS the following signatures:

Property Owner(s)

By: _____

Its: _____

Date: _____

Faint, illegible text, possibly a header or introductory paragraph.

Faint, illegible text, possibly a paragraph.

Faint, illegible text, possibly a paragraph.

Faint, illegible text, possibly a paragraph.

Faint, illegible text, possibly a paragraph.

Faint, illegible text, possibly a paragraph.

STATE OF ILLINOIS)
) SS:
COUNTY OF WILL)

I, _____ the undersigned, a Notary Public for said County and State, DO
HEREBY CERTIFY, that Midwest Generation officer, personally known to me to be the
Property Owner of 1800 Channahon Road, Joliet, Illinois and personally known to me to
be the same persons whose names are subscribed to the foregoing instrument, appeared
before me this day in person and severally acknowledged that in said capacities they
signed and delivered the said instrument as their free and voluntary act for the uses and
purposes therein set forth.

Given under my hand and official seal, this _____ day of _____, 2008.

Notary Public

PIN No.: 07-30-200-002

Exhibit A

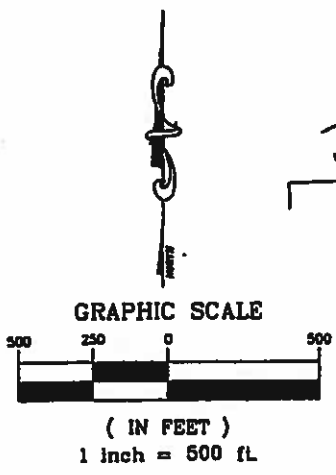
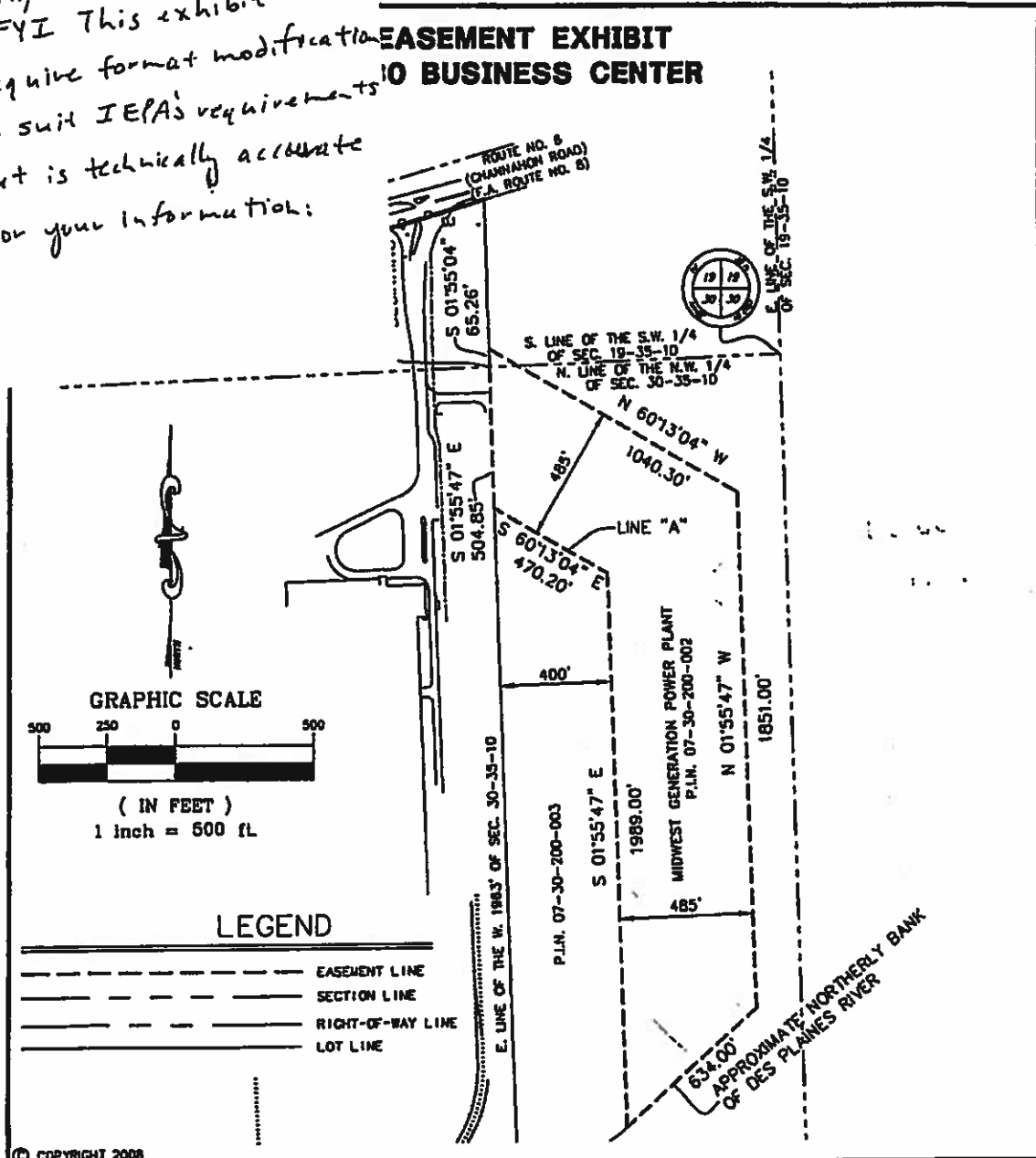
The subject property is located in the City of Joliet, Will County, State of Illinois, commonly known as 1800 Channahon Road, Joliet, Illinois and more particularly described as:

THAT PART OF THE SOUTHWEST QUARTER OF SECTION 19 LYING SOUTH OF U.S. ROUTE 6 AND THE NORTHWEST QUARTER OF SECTION 30 LYING NORTH OF THE NORTH LINE OF THE DES PLAINES RIVER, ALL IN TOWNSHIP 35 NORTH, RANGE 10 EAST OF THE THIRD PRINCIPAL DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 30 WITH A LINE DRAWN 1963.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID SECTION 30; THENCE SOUTH $01^{\circ}55'47''$ EAST ALONG SAID PARALLEL LINE, 504.85 FEET; THENCE SOUTH $60^{\circ}13'04''$ EAST ALONG A LINE HEREINAFTER REFERRED TO AS LINE "A", 470.20 FEET TO A LINE THAT IS 400.00 FEET EAST OF AND PARALLEL WITH SAID LINE DRAWN 1963.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SECTION 30; THENCE SOUTH $01^{\circ}55'47''$ EAST, 1989 FEET, MORE OR LESS, TO THE APPROXIMATE NORTHERLY BANK OF THE DES PLAINES RIVER; THENCE NORTHEASTERLY ALONG SAID NORTHERLY BANK, 634 FEET, MORE OR LESS, TO A LINE DRAWN 2848.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SECTION 30, AFORESAID; THENCE NORTH $01^{\circ}55'47''$ WEST ALONG SAID PARALLEL LINE, 1851 FEET, MORE OR LESS, TO A LINE DRAWN 485.00 FEET NORTHEAST OF AND PARALLEL WITH LINE "A", AFORESAID; THENCE NORTH $60^{\circ}13'04''$ WEST ALONG SAID PARALLEL LINE, 1040.30 FEET TO A LINE DRAWN 1963.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SECTION 19, AFORESAID; THENCE SOUTH $01^{\circ}55'04''$ EAST ALONG SAID PARALLEL LINE, 65.26 FEET TO THE POINT OF BEGINNING, IN WILL COUNTY, ILLINOIS.

Bill,
 FYI This exhibit will
 require format modification
 to suit IEPA's requirements
 but is technically accurate
 for your information:

**EASEMENT EXHIBIT
 I-80 BUSINESS CENTER**



LEGEND

	EASEMENT LINE
	SECTION LINE
	RIGHT-OF-WAY LINE
	LOT LINE

© COPYRIGHT 2008

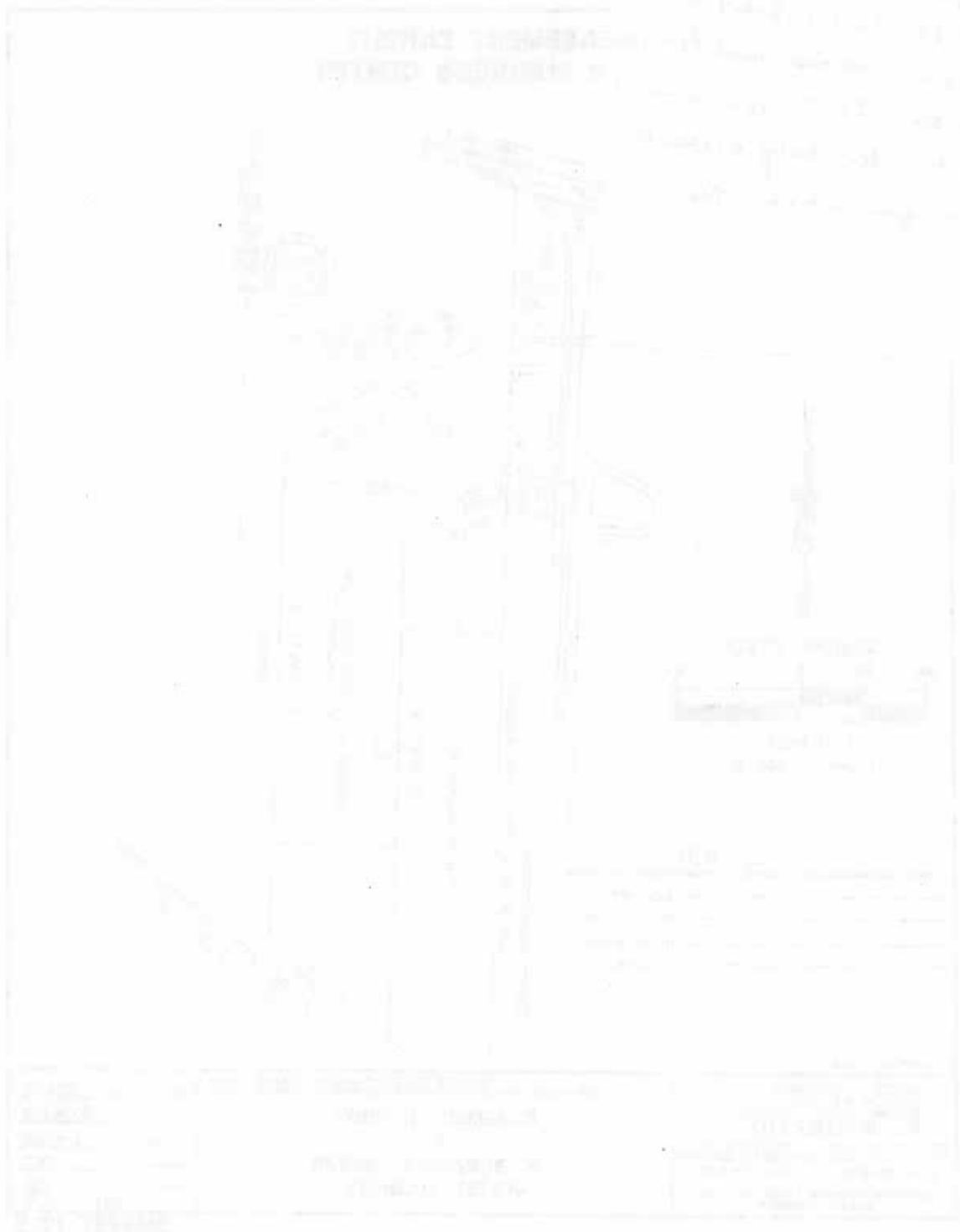
**COWHEY
 GUDMUNDSON
 LEDER, LTD.**
 300 PARK BOULEVARD 212 WEST KINDE
 ITASCA, ILLINOIS 60143 CHICAGO, ILLINOIS 60610
 (830) 250-8595 (312) 756-8595
 CONSULTING ENGINEERS • LAND SURVEYORS
 NATURAL RESOURCES

February 05, 2008 2:23:41 p.m. Acct#1719 (LWS Tech)
 SURVEY Drawing: 01\CADD\3014.05\17VNA\3014-05\08ESTABLISH.LONG (273)

**EASEMENT EXHIBIT
 IN
 I-80 BUSINESS CENTER
 JOLIET, ILLINOIS**

PROJECT NO. 3014.05
 DATE 02/04/08
 SCALE 1"=500'
 DRAWN BY : DKI
 CHECKED BY : RJS
 SHEET 1 OF 2

SURVEY FILE



VALVE
PUMP

SEAL
DIMENSIONS

Technical drawing details including dimensions and part labels.