



John R. Kasich, Governor
Mary Taylor, Lt. Governor
Craig W. Butler, Director

6/13/2016

Pilot Oil Corporation, et al

RE: Judicial Order
NPDES
Franklin County

Ladies and Gentlemen:

Transmitted herewith is one copy of the Judicial Order in the referenced matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Kevin J. Fowler".

Kevin J. Fowler, Supervisor
Permit Processing Unit
Division of Surface Water

KJF/dks

Enclosure
CERTIFIED MAIL

cc: M. Mann, DSW
R. DeMuth, DSW
B. Schuch, DSW
L. Reeder, DSW
J. Martin, DSW
Fiscal
Compliance Section
M. McCarron, PIC
H. Griesmer, PIC
D. Stoll, NEDO/DSW
M. Galloway, CDO/DSW
J. Witte, SEDO/DSW
M. Burt, SWDO/DSW
B. Fischbein, Legal
P. Fallah, DEFA
Journal Room
File

IN THE COURT OF COMMON PLEAS
FRANKLIN COUNTY, OHIO

STATE OF OHIO ex rel.
RICHARD CORDRAY
OHIO ATTORNEY GENERAL,

CASE NO. 06CVH-11-14376

JUDGE YOUNG

Plaintiff,

v.

PILOT OIL CORPORATION, et al.

Defendants.

FIRST MODIFIED CONSENT ORDER

The Complaint in the above-captioned matter having been filed and a Consent Order having been issued on February 23, 2010, Plaintiff, State of Ohio, through its Attorney General ("Plaintiff"), and Defendants Pilot Oil Corporation and Pilot Travel Centers LLC (collectively referred to as "Defendants"), have consented to the entry of this Order.

NOW THEREFORE, without trial or admission of any issue of fact or law, and upon consent of the parties hereto, it is hereby ORDERED, ADJUDGED AND DECREED as follows:

I. JURISDICTION AND VENUE

1. The Court has both personal and subject matter jurisdiction over the parties. The Complaint states a claim upon which relief can be granted against Defendants under Chapter 6111 of the Ohio Revised Code ("R.C.") and the rules promulgated thereunder, and venue is proper in this Court.

II. PARTIES

2. The provisions of this Modified Consent Order shall apply to and be binding upon the parties to this action, their agents, officers, employees, assigns, successors in interest and others bound by Rule 65(D) of the Ohio Rules of Civil Procedure who are acting in concert and/or privity with Defendants. Defendants shall provide a copy of this Consent Order to each general contractor and/or consultant it employs to perform work itemized herein. Defendant shall, by contract, require each general contractor to provide a copy of this Modified Consent Order to each of its subcontractors for such work.

III. SATISFACTION OF LAWSUIT

3. Upon information and belief, Plaintiff alleges that Defendants have violated the February 23, 2010 Consent Order, which addresses the following Ohio facilities, currently owned and operated by Defendants:

- * Pilot #2, 2246 State Route 45, Austinburg, OH 44010 (Ashtabula County);
- * Pilot #3, 1150 North Canfield-Niles Road, Austintown, OH 44515 (Mahoning County);
- * Pilot #4, 39115 Colorado Road, Avon, OH 44011 (Lorain County);
- * Pilot #6, 61700 Southgate Road, Cambridge, OH 43725 (Guernsey County);
- * Pilot #8, 25600 US Highway 23 South, Circleville, OH 43113 (Pickaway County);
- * Pilot #9, 6830 Franklin-Lebanon Road, Franklin, OH 45005 (Warren County);
- * Pilot #11, 10920 Market Street, North Lima, OH 44452 (Mahoning County);
- * Pilot #12, 3430 Libbey Road, Perrysburg, OH 43551 (Wood County);
- * Pilot #13, 8924 Lake Road, Seville, OH 44273 (Medina County);
- * Pilot #14, 7680 East State Route 36, Sunbury, OH 43074 (Delaware County);
- * Pilot #15, 5820 Hagman Road, Toledo, OH 43612 (Lucas County);
- * Pilot #16, 5772 US 68 North Wilmington, OH 45177 (Clinton County);
- * Pilot #130, 5219 Brecksville Road, Richfield, OH 44286 (Summit County);
- * Pilot #213, 3600 Interchange Rd., Columbus, OH 43204 (Franklin County);

- * Pilot #239, 1600 East Wyandot Ave., Upper Sandusky, OH 43351 (Wyandot County);
- * Pilot #281, 2786 Salt Springs Road, Girard, OH 44420 (Trumbull County);
- * Pilot #285, 10258 Lancaster Road SW, Hebron, OH 43025 (Licking County);
- * Pilot #286, 6141 US 127 North, Eaton, OH 45320 (Preble County);
- * Pilot #287, 10048 Avon Lake Road, Burbank, OH 44214 (Wayne County);
- * Pilot #303, 905 American Road, Napoleon, OH 43545 (Henry County);
- * Pilot #309, 44133 Fairground Road, Caldwell, OH 43724 (Noble County);
- * Pilot #360, 11471 State Route 613, West Findlay, OH 45840 (Hancock County);
- * Pilot #454, 1365 S.R. 42 NE, London, OH 43140 (Madison County);
- * Pilot #455, 488 State Rt. 61, Marengo, OH 43334 (Morrow County); and
- * Pilot #457, 427 East Main St., Beaverdam, OH 45808 (Allen County)

("Defendant's 25 Ohio Sites"). A list of the violations that Plaintiff alleges have occurred is attached as Attachment A to this Modified Consent Order.

4. Defendants deny the allegations contained in Attachment A. Nevertheless, in full resolution of any of Plaintiff's claims, compliance with the terms of this Modified Consent Order shall constitute full satisfaction of (a) any civil liability by Defendants for all claims and violations alleged in Attachment A and Plaintiff's original Complaint in this matter, and (b) Defendants' obligations under the original Consent Order that was entered on February 23, 2010.

5. Nothing in this Modified Consent Order shall be construed to limit the authority of the State of Ohio to seek relief against Defendants or other appropriate persons for claims or conditions not alleged in Attachment A, including any violations that occur or continue after the entry of this Modified Consent Order. Further, nothing in this Modified Consent Order shall be construed to limit the authority of the State of Ohio to seek relief against any person(s), other than Defendants, for claims or conditions alleged in Attachment A. Similarly, nothing in this

Modified Consent Order shall be construed to limit the authority of the State of Ohio to undertake any action against any person, including Defendants, to eliminate or mitigate conditions that may present a threat to the public health, welfare or the environment.

IV. SUPPLEMENTAL ENVIRONMENTAL PROJECT

6. In lieu of paying civil penalties for the alleged violations, Defendants shall, within 60 days of the effective date of this Modified Consent Order, fund a supplemental environmental project by donating \$695,000 to the Ohio EPA's Surface Water Improvement Fund. Defendants shall fulfill this payment obligation by delivering by mail or otherwise, a certified check for the \$695,000 made payable to "Treasurer, State of Ohio," to the Attention of Scott Hainer, Paralegal, or his successor, at Ohio Attorney General's Office, Environmental Enforcement Section, 30 East Broad Street, 25th Floor, Columbus, Ohio 43215. Defendants shall write on the memo line of the check that the funds are a donation to the Surface Water Improvement Fund.

7. With the check, Defendants shall include a cover letter indicating that the money paid is a donation to Ohio EPA's Surface Water Improvement Fund.

V. TERMINATION OF 2010 CONSENT ORDER

8. This Modified Consent Order terminates and replaces the February 23, 2010 Consent Order.

VI. TERMINATION OF MODIFIED CONSENT ORDER

9. This Modified Consent Order shall terminate upon Plaintiff's receipt of Defendants' donation into the Surface Water Improvement Fund pursuant to paragraph 6 above.

VII. RETENTION OF JURISDICTION

10. The Court will retain jurisdiction of this action for the purpose of enforcing the Parties' compliance with this Modified Consent Order until such time as this Modified Consent Order is terminated pursuant to Section VI above.

VIII. AUTHORITY TO ENTER INTO THE CONSENT ORDER

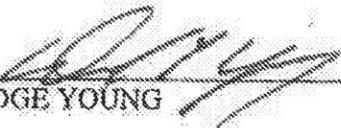
11. Each signatory for Defendants represents and warrants that he/she has been duly authorized to sign this document and to so bind Defendants to all terms and conditions thereof.

IX. ENTRY OF CONSENT ORDER AND FINAL JUDGMENT BY CLERK

12. The Parties agree and acknowledge that final approval by the Plaintiff and Defendants, and entry of this Modified Consent Order is subject to the requirement of 40 Code of Federal Regulations Section 123.27(d)(2)(iii), which provides for notice of the lodging of this Modified Consent Order, opportunity for public comment, and the consideration of any public comment. The Plaintiff and Defendants reserve the right to withdraw consent to this Modified Consent Order based on comments received during the public comment period. Defendants shall pay the cost of publishing the public notice within 30 days of receipt of a bill or notice from the Director.

13. Upon the signing of this Modified Consent Order by the Court, the Clerk is hereby directed to enter it upon the journal. Within three days of entering the judgment upon the journal, the Clerk is hereby directed to serve notice of the judgment upon all parties, and its date of entry upon the journal in the manner prescribed by Rule 5(B) of the Ohio Rules of Civil Procedure and note the service in the appearance docket, which date shall be the effective date as defined and used herein.

IT IS SO ORDERED:



JUDGE YOUNG

May 4, 2016

Date

APPROVED:
MICHAEL DEWINE
OHIO ATTORNEY GENERAL



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L. SCOTT HELKOWSKI (0068622)
Assistant Attorneys General
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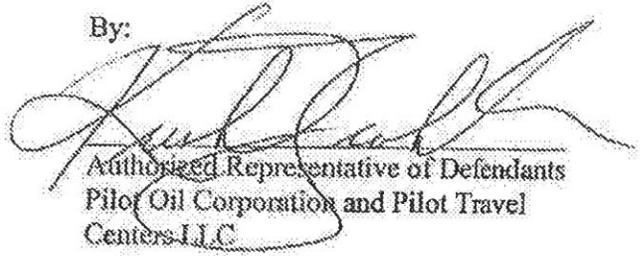
Counsel for Plaintiff



SHANE A. FAROLINO (0040310)
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Counsel for Defendants

By:



Authorized Representative of Defendants
Pilot Oil Corporation and Pilot Travel
Centers LLC

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ATTACHMENT A

1. Orders IV.7 and IV.8
-- alleged violations of effluent limits and effluent monitoring requirements at Pilots: #11, 12, 13, 16, 285, 286, and 457 between March, 2010 and the present
2. Orders V.9, V.10 and V.11
-- alleged violations related to reporting discharges that exceed effluent limits at Pilots: #13, 285, 286 and 469 between March, 2010 and the present
3. Order V.12
-- alleged power washing violations at various Pilot facilities between February, 2010 and the present
4. Order V.13
-- alleged violations related to updating employee training manuals between December, 2010 and the present
5. Orders V.16 and V.28
-- alleged violations related to the absence of and failure to maintain environmental control ponds and turn down 90 valves at Pilots: #13, 14, 285, 303 and 457 between August, 2010 and the present
6. Orders V.25 and V.26
-- alleged violations related to reporting the existence of pollution control equipment between May, 2010 and the present
7. Order V.27
-- alleged violations related to the submittal of PTI applications for sites alleged to be missing pollution control equipment between August, 2010 and the present
8. Order V.29
-- alleged violations related to a failure to submit "as built" drawings between September, 2010 and the present
9. Order V.30
-- alleged violations related to a failure to lock oil water separators at Pilots: #6, 130, 213, 287, 309, 455, and 457 between December, 2010 and the present

10. Order V.31
-- alleged SPCC violations at various Pilot facilities between February, 2010 and the present
11. Orders V.35 – V.40
-- alleged violations related to the failure to create and fund an escrow account as part of a Beneficial Environmental Project between February, 2010 and the present
12. Orders V. 41 – 44
-- alleged violations related to a failure to pay stipulated penalties between February, 2010 and the present

Court Disposition

Case Number: 06CV014376

Case Style: OHIO STATE ATTORNEY GENERAL JIM PETRO -VS-
PILOT OIL CORPORATION

Motion Tie Off Information:

1. Motion CMS Document Id: 06CV0143762016-04-2199970000
Document Title: 04-21-2016-MOTION - PLAINTIFF: OHIO STATE
ATTORNEY GENERAL JIM PETRO - JOINT MOTION TO ENTER
FIRST MODIFIED CON
Disposition: MOTION GRANTED
2. Motion CMS Document Id: 06CV0143762010-02-1899980000
Document Title: 02-18-2010-MOTION - PLAINTIFF: OHIO STATE
ATTORNEY GENERAL JIM PETRO - TO ENTER THE LODGED
CONSENT ORDER
Disposition: MOTION RELEASED TO CLEAR DOCKET