



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION 5  
77 WEST JACKSON BOULEVARD  
CHICAGO, IL 60604-3590

APR 18 2013

REPLY TO THE ATTENTION OF:

LU-9J

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Gary S. Rovner  
Foley & Lardner LLP  
321 N. Clark Street  
Suite 2800  
Chicago, IL 60654

Re: Executed RCRA Section 3008(h) Amended Administrative Order on Consent  
Dana Companies LLC, Former Warner Electric Facility, Highway 251 and McCurry  
Road, Roscoe, IL – ILD 006 114 169  
Docket Number RCRA-05-2013-0005

Dear Mr. Rovner:

I am enclosing a fully executed copy of the 3008(h) Amended Administrative Order on Consent (AOC), docket number RCRA-05-2013-0005 covering corrective action for past releases of hazardous contaminants at or from the subject facility. This amended AOC will provide the current remedies needed to complete the work expeditiously. We look forward to working cooperatively with you and your staff on this project.

If you have any questions, please contact Christopher Black of my staff at (312) 886-1451 or [black.christopher@epa.gov](mailto:black.christopher@epa.gov).

Sincerely yours,

A handwritten signature in black ink, appearing to read "Jose Cisneros".

Jose Cisneros, Chief  
Remediation and Reuse Branch  
Land and Chemicals Division

Enclosure

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION V

IN THE MATTER OF:

DANA COMPANIES, LLC

WARNER ELECTRIC  
BRAKE AND CLUTCH DIVISION  
HIGHWAY 251 AND McCURRY ROAD  
ROSCOE, ILLINOIS

EPA ID No.: ILD 006 114 169

) DOCKET NO. RCRA-05-2013-0005

)

) AMENDED ADMINISTRATIVE  
) ORDER ON CONSENT

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RECEIVED

APR 18 2013

REGIONAL HEARING CLERK  
U.S. ENVIRONMENTAL  
PROTECTION AGENCY

I. JURISDICTION

1. The Administrator of the United States Environmental Protection Agency (U.S. EPA) is issuing this Amended Administrative Order on Consent (“Amended AOC” or “Order”) to Dana Companies, LLC (“Dana” or “Respondent”), a Virginia Limited Liability Company and successor by merger with Dana Corporation, under Section 3008(h) of the Solid Waste Disposal Act, commonly referred to as the Resource Conservation and Recovery Act of 1976 (RCRA), as amended by the Hazardous and Solid Waste Amendments of 1984, 42 U.S.C. §6928(h). The Administrator has delegated the authority to issue orders under Section 3008(h) of RCRA to the Director, Land and Chemicals Division; U.S. EPA Region 5.

2. Dana owns the former Warner Electric Brake and Clutch Division facility located at Highway 251 and McCurry Road, Roscoe, Illinois (the “Facility”).

3. Dana agrees not to contest U.S. EPA's jurisdiction to issue this Order, to enforce its terms, or to impose sanctions for violations of the Order.

4. Dana waives any rights to request a hearing on this matter pursuant to Section 3008(b) of RCRA and 40 C.F.R. Part 24, and consents to the issuance of this Order without a hearing under Section 3008(b) of RCRA as a Consent Order issued pursuant to Section 3008(h) of RCRA. Other than as set forth below, Dana reserves all rights, privileges, and defenses to which it is entitled.

5. Other than as set forth below, the provisions of Administrative Order No. V-W-90-R-06 (recorded December 28, 1989), *In the Matter of: Dana Corporation, Warner Electric Division*, remain in effect (see **Attachment 1** to this Amended Order).

II. SUMMARY OF MODIFICATION

6. This section replaces in its entirety the section entitled, “III. Statement of Purpose” in Administrative Order No. V-W-90-R-06.

7. On December 28, 1989, U.S. EPA and Dana Corporation entered into Administrative Order No. V-W-90-R-06, *In the Matter of: Dana Corporation, Warner Electric Division* (recorded December 28, 1989), for corrective action. That AOC required Dana Corporation to implement interim measures (IMs) by performing the following activities: (1) provide an alternative water supply to area residents whose wells were impacted by groundwater contamination; (2) complete a corrective measure to reduce contaminant levels in the groundwater; and (3) meet groundwater standards at the plane of performance wells.

8. The interim measures implemented by Dana Corporation pursuant to the December 28, 1989, Administrative Order were successful in providing an alternative water supply to affected residents and in reducing groundwater contamination in the area; in many locations, the existing groundwater pump-and-treat system has consistently drawn groundwater with contaminant concentrations below U.S. EPA's established Maximum Contaminant Levels (MCLs). Groundwater contamination levels at the originally-designated plane of performance wells have been greatly reduced, but have not met MCLs.

9. In order to more effectively address the remaining soil and groundwater contamination at the facility, U.S. EPA, in May 2011, designated additional planes of performance for the Facility and selected new corrective measures that involve phasing out operation of the existing pump-and-treat system and focusing on addressing the source areas near the facility, as well as on monitoring the groundwater and groundwater/surface interface locations—known as seeps—downgradient of the facility. U.S. EPA's new corrective measures are embodied in the document, "RCRA Final Decision and Response to Comments for Remedy Selection for Soil and Groundwater Contamination for Dana Companies, LLC," May 2011 (hereinafter, "Final Decision and RTC")(see **Attachment 2** to this Amended Order).

10. The corrective measures delineated in U.S. EPA's Final Decision and RTC are reflected in, and will be implemented pursuant to, this Amended Order.

### III. WORK TO BE PERFORMED

11. This section replaces in its entirety the section entitled, "VI. Work to be Performed" in Administrative Order No. V-W-90-R-06.

12. Pursuant to Section 3008(h) of RCRA, Dana agrees to and is hereby ordered to perform the actions specified in this section, in the manner and by the dates specified herein or otherwise by the dates specified in writing by the U.S. EPA Project Coordinator. Dana represents that it has the technical and financial ability to carry out corrective action at the facility. Dana must perform the work undertaken pursuant to this Amended Order in compliance with RCRA and other applicable federal and state laws and their implementing regulations, and consistent with all relevant U.S. EPA guidance documents as appropriate to the facility.

13. SVE System. Dana shall install and operate a soil vapor extraction (SVE) system at the facility to reduce the mass of site-related chlorinated volatile organic compounds (CVOCs)

in the vadose zone beneath the facility. The goal of the SVE system is to clean up the remaining CVOCs to a level that presents neither an unacceptable risk of indoor air intrusion, nor an unacceptable source-loading to the groundwater flow system.

14. Dana shall install and operate the SVE system with the design parameters specified in Section 3.1 and Appendix C of the Revised Workplan (see Attachment 3).

15. Enhanced bioremediation. Dana shall implement an enhanced bioremediation system to reduce the CVOC residual mass in the saturated source area near the facility, and to increase the attenuation capacity of the groundwater flow system to a level where the remaining affected groundwater does not represent an unacceptable risk to the identified receptors. The enhanced bioremediation will assist meeting risk-based cleanup criteria for non-potable groundwater use.

16. Dana shall implement the enhanced bioremediation system with the design parameters and injection points specified in Section 3.2, Appendix D, and Figure 30 of the Revised Workplan (see Attachment 3).

17. Groundwater cleanup levels at the facility. The groundwater plane of performance at the facility is at the facility property boundary. Dana shall monitor the groundwater at the plane of performance using three monitoring wells installed southwest of the A – A’ transect that is southwest of the facility for the following contaminant:

Groundwater Contaminant	Facility Intermediate Groundwater Cleanup Level (ppb)	Long Term Groundwater Cleanup Level (ppb)
TCE	100	5

18. Groundwater-to-surface-water cleanup levels at the Rock River. The plane of performance for the groundwater/surface water interface (i.e., the location where groundwater results meet water quality standards) is located at the existing monitoring wells along Edgemere Terrace, downgradient of the pumping well and upgradient of the Rock River. Dana shall monitor the groundwater/surface water interface for the following contaminants:

Groundwater Contaminant	Highest Groundwater Result in Seeps	Intermediate Surface Water Cleanup Level (ppb)	Long Term Surface Water Cleanup Level (ppb)
TCE	2.7	25	5
1,1,1-TCA	ND	76	200
Vinyl Chloride	ND	120	2
Methylene chloride	ND	340	10
Tetrachloroethylene	ND	45	5
cis 1,2 -DCE	ND	620	70
Dichloro difluoromethane	ND	1960	7000

Trans 1,2 DCE	ND	970	100
1,1 DCA	ND	47	200
1,4 Dichlorobenzene	ND	9.4	75
Toluene	ND	253	2,000
Chromium	Not Analyzed	42	50

ND = Non Detect

19. Modified seep sampling plan. Dana shall implement a modified seep sampling plan delineating at least eight seep locations along the Rock River to ensure applicable surface water quality criteria are met and ecological receptors and human health are protected.

20. In accordance with the approved schedule submitted pursuant to Paragraph 24 of this Amended Order, Dana shall sample seeps along the Rock River annually for a period of two years; seep sampling will take place when Rock River levels are low enough to allow flow from seeps.

21. Monitored Natural Attenuation (MNA). At the Effective Date of this Amended Order, the groundwater pump-and-treat system implemented pursuant to Administrative Order No. V-W-90-R-06, *In the Matter of: Dana Corporation, Warner Electric Division* (Dec. 28, 1989) need no longer be continuously operated, so long as the intermediate surface water cleanup levels delineated in Paragraph 18 of this Amended Order are not exceeded.

22. If a monitoring event indicates that intermediate surface water cleanup levels have been exceeded, Dana shall immediately restart the groundwater pump-and-treat system implemented pursuant to Administrative Order No. V-W-90-R-06, and U.S. EPA will assess further corrective measures to address contamination issues at that time.

23. It is anticipated that the operation of the SVE system and the implementation of enhanced bioremediation—as described in Paragraphs 13-16 of this Amended Order—will ensure the success of the monitored natural attenuation remedy selected by U.S. EPA in its Final Decision and RTC, and will, ultimately, restore groundwater quality at the facility to MCLs.

24. Reporting and other requirements. Within forty-five (45) days of the Effective Date of this Amended Order, Dana shall submit a detailed schedule to construct and implement the corrective measures contained in this Amended Order, and to submit a Final Remedy Construction Completion Report. Dana must complete all final corrective measures as expeditiously as possible to ensure protection of human health and the environment.

25. Upon U.S. EPA's approval of the schedule submitted by Dana, Dana shall implement the corrective measures contained in this Amended Order according to the schedule contained therein.

26. Dana shall update and maintain the publicly accessible repository for information regarding site activities at the North Suburban Library District, Roscoe Branch, 5562 Clayton Circle, Roscoe, IL and conduct public outreach and involvement activities consistent with the

RCRA Public Participation Manual (U.S EPA, 1996).

27. Dana shall provide quarterly progress reports to U.S. EPA by the fifteenth day of the month after the end of each quarter. The report must list work performed to date, data collected, problems encountered, project schedule, and percent project completed.

28. The parties will communicate as appropriate and in good faith to assure successful completion of the requirements of this Amended Order.

29. Dana shall provide a Final Remedy Construction Completion Report documenting all work that it has performed pursuant to the schedule approved pursuant to Paragraph 25 of this Amended Order.

30. All sampling and analysis conducted under this Amended Order must be performed in accordance with the Region 5 RCRA Quality Assurance Project Plan Policy (April 1998) as appropriate for the facility, and be sufficient to identify and characterize the nature and extent of all releases as required by this Amended Order. U.S. EPA may audit laboratories that Dana selects or require Dana to purchase and have analyzed any performance evaluation samples selected by U.S. EPA that are compounds of concern. Dana shall notify U.S. EPA in writing at least fourteen (14) calendar days before beginning each separate phase of field work performed under this Amended Order. At the request of U.S. EPA, Dana will provide or allow U.S. EPA or its authorized representative to take split or duplicate samples of all samples Dana collects under this Amended Order.

31. Project Managers can agree in writing to extend, for 90 days or less, any deadline in this Section. However, extensions of greater than 90 days require approval from the Chief, Remediation and Reuse Branch, Land and Chemicals Division.

#### IV. ENVIRONMENTAL COVENANT

32. In accordance with the Final Decision and RTC, Dana has recorded in the Winnebago County Recorder's Office an environmental covenant (EC) on the facility property that restricts on-site groundwater use, limits site use to industrial/commercial activities, and imposes controls on excavation procedures for construction workers and redevelopment workers in areas posing an unacceptable risk. A copy of the recorded EC is appended as **Attachment 4** to this Amended Order.

#### V. FINANCIAL ASSURANCE

33. As its initial financial assurance mechanism, Dana has selected, and U.S. EPA has approved, an irrevocable letter of credit in the form attached hereto as **Attachment 5**. Within ten days after the effective date of this Consent Order, Dana shall execute or otherwise finalize all instruments or other documents required in order to make the selected financial assurance legally binding in a form substantially identical to the documents attached hereto as **Attachment 5**, and

such financial assurance shall be fully effective. Dana shall submit all executed and/or otherwise finalized instruments or other documents to EPA within thirty days after the effective date of this Consent Order.

34. Dana shall establish and maintain financial assurance in the amount of \$ 312,000 in the form of an irrevocable letter of credit, issued by a financial institution that has the authority to issue letters of credit, and whose letter-of-credit operations are regulated and examined by a federal or state agency. The letter of credit shall be payable at the direction of the Director of the Land and Chemicals Division, U.S. EPA, Region 5, into a standby trust fund that is administered by a trustee who has the authority to act as a trustee under federal or state law and whose trust operations are regulated and examined by a federal or state agency, and that is acceptable in all respects to the EPA. The standby trust agreement shall provide that the trustee shall make payments from the fund as the Director of the Land and Chemicals Division, U.S. EPA, Region 5, shall direct in writing (1) to reimburse Dana from the trust fund for expenditures made by Respondent for Work performed in accordance with this Consent Order, or (2) to pay any other person whom the Director of the Land and Chemicals Division, U.S. EPA, Region 5, determines has performed or will perform the Work in accordance with this Amended Order.

35. Dana shall annually adjust the estimated cost of the Work for inflation within thirty days after the close of Dana's fiscal year until the Work required by this Amended Order is completed. In addition, Dana shall adjust the estimated cost of the Work if U.S. EPA determines that any additional work is required, or if any other condition increases the cost of the Work to be performed under this Amended Order.

36. Dana shall submit each estimated cost of the Work to U.S. EPA for review. U.S. EPA will review each cost estimate and notify Dana in writing of U.S. EPA's approval, disapproval, or modification of the cost estimate.

37. Dana shall submit all financial assurance instruments and related required documents by certified mail to the U.S. EPA's Resource Management Division at the following address:

Regional Comptroller  
Immediate Office, Comptroller Branch  
Resource Management Division (MF-10J)  
U.S. Environmental Protection Agency, Region 5  
77 W. Jackson Blvd.  
Chicago, IL 60604-3590

38. If, at any time, U.S. EPA determines that a financial assurance instrument provided pursuant to this Section is inadequate or no longer satisfies the requirements set forth or incorporated by reference in this Section—whether due to an increase in the estimated cost of completing the Work or for any other reason—U.S. EPA shall so notify Dana in writing. If, at any time, Dana becomes aware of information indicating that any financial assurance instrument provided pursuant to this Section is inadequate or no longer satisfies the requirements set forth or incorporated by reference in this Section—whether due to an increase in the estimated cost of

completing the Work or for any other reason—then Respondent shall notify U.S. EPA in writing of such information within ten days. Within thirty days of receipt of notice of U.S. EPA's determination, or within thirty days of Dana's becoming aware of such information, Dana shall obtain and present to U.S. EPA for approval a proposal for a revised or alternative form of financial assurance delineated at 40 C.F.R. § 264.143 that satisfies all requirements set forth or incorporated by reference in this Section. In seeking approval for a revised or alternative form of financial assurance, Dana shall follow the procedures set forth in Paragraph 44, below.

39. Dana's inability or failure to establish or maintain financial assurance for completion of the Work shall in no way excuse performance of any other requirements of this Amended Order, including, without limitation, Dana's obligation to complete the Work in strict accordance with the terms of this Amended Order.

40. In the event U.S. EPA determines that Dana (i) has ceased implementation of any portion of the Work, (ii) is significantly or repeatedly deficient or late in its performance of the Work, or (iii) is implementing the Work in a manner that may cause an endangerment to human health or the environment, U.S. EPA may issue a written notice (Performance Failure Notice) to both Dana and the financial assurance provider, describing Dana's failure to perform. The notice issued by U.S. EPA will specify the grounds upon which such a notice was issued and will provide Dana with a period of ten days within which to remedy the circumstances giving rise to the issuance of such notice.

41. Failure by Dana to remedy the relevant Performance Failure to U.S. EPA's satisfaction before the expiration of the ten-day notice period specified in Paragraph 38 shall trigger U.S. EPA's right to have immediate access to and benefit of the financial assurance provided, pursuant to Paragraph 34. U.S. EPA may at any time thereafter direct the financial assurance provider to immediately (i) deposit into the standby trust fund, or a newly created trust fund approved by U.S. EPA, the remaining funds obligated under the financial assurance instrument (ii) or arrange for performance of the Work in accordance with this Amended Order.

42. If Dana believes that the estimated cost to complete the remaining Work has substantially diminished below the amount covered by the existing financial assurance provided under this Amended Order, Dana may, at the same time that Dana submits the annual cost adjustment, pursuant to Paragraph 35, or at any other time agreed to by U.S. EPA, submit a written proposal to U.S. EPA to reduce the amount of the financial assurance provided under this section so that the amount of the financial assurance is equal to the estimated cost of the remaining Work to be performed. The written proposal shall specify, at a minimum, the cost of the remaining Work to be performed and the basis upon which such cost was calculated. In seeking approval of a revised financial assurance amount, Dana shall follow the procedures set forth in Paragraph 44. If U.S. EPA decides to accept such a proposal, U.S. EPA shall notify Dana of its decision in writing. After receiving U.S. EPA's written decision, Dana may reduce the amount of the financial assurance only in accordance with, and to the extent permitted by, such written decision.

43. If Dana desires to change the form or terms of financial assurance, Dana may, at the same time that Dana submits the annual cost adjustment, or at any other time agreed to by



U.S. EPA, submit a written proposal to U.S. EPA to change the form of financial assurance. The submission of such proposed revised or alternative form of financial assurance shall be as provided in Paragraph 44, below. The decision whether to approve a proposal submitted under this paragraph shall be made in U.S. EPA's sole and unreviewable discretion, and such decision shall not be subject to challenge by Dana pursuant to the dispute resolution provisions of Section XV of Administrative Order No. V-W-90-R-06 or in any other forum.

44. A written proposal for a revised or alternative form of financial assurance shall specify, at a minimum, the cost of the remaining Work to be performed, the basis upon which such cost was calculated, and the proposed revised form of financial assurance, including all proposed instruments or other documents required in order to make the proposed financial assurance legally binding. The proposed revised or alternative form of financial assurance shall satisfy all requirements set forth or incorporated by reference in this Section. U.S. EPA shall notify Dana in writing of its decision to accept or reject a revised or alternative form of financial assurance submitted pursuant to this paragraph. Within ten days after receiving a written decision approving the proposed revised or alternative financial assurance, Dana shall execute and/or otherwise finalize all instruments or other documents required in order to make the selected financial assurance legally binding in a form substantially identical to the documents submitted to U.S. EPA as part of the proposal, and such financial assurance shall be fully effective. Dana shall submit all executed and/or otherwise finalized instruments or other documents required in order to make the selected financial assurance legally binding to the U.S. EPA's Resource Management Division (Attn: Michael Bednarz, Lead Accountant) within thirty days of receiving a written decision approving the proposed revised or alternative financial assurance, with a copy to the U.S. EPA's Land and Chemicals Division, Remediation and Reuse Branch. U.S. EPA shall release, cancel or terminate the prior existing financial assurance instruments only after Dana has submitted all executed and/or otherwise finalized new financial assurance instruments or other required documents to U.S. EPA.

45. Dana may submit a written request to U.S. EPA to release Dana from the requirement to maintain financial assurance under this Section at such time as U.S. EPA and Dana have both executed an Acknowledgment of Termination and Agreement to Record Preservation and Reservation of Right pursuant to Section XXVII (Termination and Satisfaction) of the Consent Order. U.S. EPA shall notify both Dana and the provider(s) of the financial assurance that Dana is released from all financial assurance obligations under this Amended Order. Dana shall not release, cancel, or terminate any financial assurance provided pursuant to this section except as provided in this paragraph or Paragraph 44. In the event of a dispute, Dana may release, cancel, or terminate the financial assurance required hereunder only in accordance with a final decision resolving such dispute, pursuant to the dispute resolution provisions of Section XV of Administrative Order No. V-W-90-R-06.

## VI. SEVERABILITY

46. If any judicial or administrative authority holds any provision of this Amended Order to be invalid, the remaining provisions will remain in force and will not be affected.

## VII. TERMINATION AND SATISFACTION

47. Dana may request U.S. EPA to issue a determination that Dana has met the requirements of this Amended Order for all or a portion of the facility, or to approve of any discrete element of the Work to be Performed, delineated in Section III of this Amended Order. Dana may also request that U.S. EPA issue a “corrective action complete” or “corrective action complete with controls” determination for all or a portion of the facility, as described in U.S. EPA’s “Final Guidance on Completion of Corrective Action Activities at RCRA Facilities,” published at 68 Fed. Reg. 8757 (February 25, 2003).

48. The provisions of this Amended Order will be satisfied upon Respondent’s and U.S. EPA’s execution of an “Acknowledgment of Termination and Agreement on Record Preservation and Reservation of Rights,” consistent with U.S. EPA’s Model Scope of Work and Section IX of U.S. EPA’s Final Decision and RTC.

49. Dana’s execution of the Acknowledgment will affirm its continuing obligation to preserve all records as required by Section XI of Administrative Order No. V-W-90-R-06, to maintain any necessary institutional controls or other long-term measures, and to recognize U.S. EPA’s reservation of rights as required by Section XVII of Administrative Order No. V-W-90-R-06.

## VIII. EFFECTIVE DATE

50. This Amended Order is effective on the date that U.S. EPA signs the Amended Order.

IN THE MATTER OF:

DANA COMPANIES, LLC      RCRA-05-2013-0005

WARNER ELECTRIC  
BRAKE AND CLUTCH DIVISION  
ROSCOE, ILLINOIS  
EPA ID No.: ILD 006 114 169  
Amended Administrative Order on Consent


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APR 18 2013

REGIONAL HEARING CLERK  
U.S. ENVIRONMENTAL  
PROTECTION AGENCY


IT IS SO AGREED:

DANA COMPANIES, LLC

BY:   
[Name] MICHAEL L. DEBACCA  
[Position] PRESIDENT  
Dana Companies, LLC

DATE: SEP. 21, 2012

U.S. ENVIRONMENTAL PROTECTION AGENCY

BY:   
Margaret M. Guerriero, Director  
Land and Chemicals Division  
U.S. Environmental Protection Agency  
Region 5

DATE: April 17, 2013

**RCRA-05-2013-0005**

**INDEX OF ATTACHMENTS**

1. Administrative Order No. V-W-90-R-06, *In the Matter of: Dana Corporation, Warner Electric Division*, recorded December 28, 1989
2. RCRA Final Decision and Response to Comments, May 2011
3. Revised Workplan to Administrative Order on Consent, April 2009
4. Environmental Covenant, recorded February 28, 2013
5. Irrevocable Letter of Credit for Financial Assurance (with associated Trust Agreement)