

adjudication of any issues of law or fact herein, and Respondent agrees to comply with the terms of this Consent Agreement and Final Order.

B. JURISDICTION

6. This Consent Agreement is entered into under Section 113(d) of the Act, as amended, 42 U.S.C. §7413(d), and the Consolidated Rules, 40 C.F.R. Part 22.
7. EPA and the United States Department of Justice jointly determined that although this matter involves alleged violations that occurred more than one year before the initiation of this proceeding, it is appropriate for an administrative penalty assessment. 42 U.S.C. §7413(d).
8. In satisfaction of the notice requirements of Section 113(a), 42 U.S.C. §7413(a), on September 27, 2010, the EPA issued a "Finding of Violations/Notice of Violation" (hereinafter the "2010 NOV") to the Respondent and provided a copy of the 2010 NOV to the Commonwealth of Virginia (on behalf of the Virginia Department of Environmental Quality), providing notice to both that the EPA found that Respondent committed the alleged violations described in Section E of this Consent Agreement and providing Respondent an opportunity to confer with the EPA. On or about January 31, 2011, representatives of Respondent and the EPA held a conference at EPA's Region III office to discuss the 2010 NOV.
9. The Regional Judicial Officer for EPA Region III is authorized to ratify this Consent Agreement which memorializes a settlement between Complainant and Respondent. 40 C.F.R. § 22.4(b) and 22.18(b).
10. The issuance of this Consent Agreement and attached Final Order simultaneously commences and concludes this proceeding. 40 C.F.R. §22.13(b).

C. GOVERNING LAW

11. Section 112 of the Act, 42 U.S.C. § 7412, establishes a list of hazardous air pollutants (“HAPs”) and directs EPA to define the categories of sources that are required to control emissions of HAPs. Section 112(d) of the Act, 42 U.S.C. § 7412(d), directs EPA to establish national emissions standards for hazardous air pollutants (“NESHAPs”) for sources in each category. NESHAPs established under the Act must require the maximum degree of reduction in emissions of the HAPs, more commonly referred to as maximum achievable control technology (“MACT”).
12. Pursuant to Section 112(f)(4) of the Act, 42 U.S.C. § 7412(f)(4), no hazardous air pollutant may be emitted from any stationary source in violation of the standard established under Section 112(d) of the Act, that applies to that source.
13. In 1998, EPA promulgated a NESHAP for the Pulp and Paper Industry (“Subpart S” or “Pulp and Paper MACT”), found at 40 C.F.R. Part 63, Subpart S. 63 Fed. Reg. 18504 (April 15, 1998). The Pulp and Paper MACT establishes limitations, operating limits and work practice standards for organic HAPs emitted from the production of pulp, paper or paper board at facilities which are major sources of HAP emissions. Subpart S applies to owners or operators of processes producing pulp, paper, or paperboard that are located at a plant that is a major source, as defined in 40 C.F.R. § 63.2, and using the following processes and materials: (1) kraft, soda, sulfite or semi-chemical pulping processes using wood, or (2) mechanical pulping processes using wood; or (3) any process using secondary or non-wood fibers. *See* 40 C.F.R. § 63.440(a)(1) – (3).

14. 40 C.F.R. § 63.440(d)(1) requires that “[e]ach kraft pulping system shall achieve compliance with the pulping system provisions of § 63.443 for the equipment listed in §63.443(a)(1)(ii) through (a)(1)(v) as expeditiously as practicable, but in no event later than April 17, 2006, and the owners and operators shall establish dates, update dates, and report the dates for the milestones specified in §63.455(b).”
15. Title V of the Act, 42 U.S.C. § 7661, established an operating permit program for major sources of air pollution. Section 502(d) of the Act, 42 U.S.C. § 7661a(d), provides that each state must submit to the Administrator a permit program meeting the requirements of Title V.
16. Pursuant to Section 502(b) of the Act, 42 U.S.C. § 7661a(b), the Administrator promulgated regulations providing for the establishment of Title V permitting programs at 40 C.F.R. Part 70.
17. Section 502(a) of the Act, 42 U.S.C. § 7661a(a), and 40 C.F.R. § 70.7(b) provides that, after the effective date of any permit program approved or promulgated under Title V of the Act, no source subject to Title V may operate except in compliance with a Title V permit.
18. EPA granted full approval to the Virginia Title V operating permit program on December 4, 2001 (66 Fed. Reg. 62,961), and the program became effective on November 30, 2001. *See also* 40 C.F.R. Part 70, Appendix A.

D. STIPULATED FACTS

19. On August 19, 2015, RockTenn CP, LLC (formerly Smurfit-Stone Container Corporation) filed a Certificate of Amendment with the Secretary of State of the State of Delaware, formally changing its name from “RockTenn CP, LLC” to “WestRock CP, LLC”.
20. Respondent operates a Kraft pulp and paper mill located at 910 Industrial Street, Hopewell, Virginia 23860 (“Facility”).
21. The Facility produces pulp that is used to manufacture liner board using wood chips and the Kraft pulping process. Crude sulfate turpentine and tall oil are also co-produced at this Facility. No bleaching is conducted by the Facility.
22. The Facility is a major source of HAPs, as defined at 40 C.F.R. § 63.2, because it emits, or has the potential to emit, 10 tons or more a year of one or more HAPs listed at Section 112(b) of the Act and therefore subject to 40 C.F.R. § 63.440(a)(1). The Facility is also a “major source” as defined by Section 501(2) of the Act, 42 U.S.C. § 7661(2) as it is a major source for Section 112 of the Act, 42 U.S.C. § 7412.
23. At all times relevant to the Alleged Violations of Law set forth in Section E of this Agreement, Respondent’s corporate predecessor, “Smurfit-Stone Container Enterprises, Inc.”, was listed as the “Permittee” under a Title V Operating permit (No. PRO50370) issued to the Facility under the authority of Title 10.1, Chapter 13, §10.1-1322 of the Air Pollution Control Law of the Commonwealth of Virginia (the “Permit”).

24. Condition VI.A.20 of the Permit requires that condensate from the following equipment shall be hard piped to a discharge point below the liquid surface of a biological treatment system that shall reduce or destroy the total HAPs by at least 92% by weight:
- (a) Segregated foul condensate from the multiple effect evaporator system and crystallizer concentrator; (b) Low volume, high concentration non-condensable gas system drain; (c) Turpentine decanter and turpentine storage tank underflow; (d) Blow heat accumulator secondary condenser condensate; and (e) Blow heat accumulator primary condenser condensate.
25. Condition VI.A.20 of the Permit provides that “The Hopewell Wastewater Treatment Facility, which is the existing industrial treatment plant for the Permittee, is required to meet the 92% by weight reduction standard as specified in 40 CFR 63.1583(a).”
26. In accordance with Condition VI.A.20 of the Permit, the Act and its implementing regulations, a portion of the wastewaters generated from the Kraft pulping process at Respondent’s Facility, are hard piped into the Hopewell Regional Wastewater Treatment Facility (“HRWTF”) UNOX biological treatment unit for treatment.
27. Respondent elected to follow the Clean Condensate Alternative set forth in 40 C.F.R §63.447, in lieu of the requirements in § 63.443(a)(1)(ii) through (a)(1)(v). Facilities using the Clean Condensate Alternative must demonstrate that the total HAP emissions reductions achieved by the Clean Condensate Alternative technology are equal to or greater than the total HAP emission reductions that would have been achieved by compliance with § 63.443(a)(1)(ii) through (a)(1)(v).
28. Condition VI.A.20 of the Facility Title V Permit states that condensate from the following equipment shall be hard piped to a discharge point below the liquid surface of a biological treatment system that shall reduce or destroy the total Hazardous Air Pollutants

by at least 92% by weight. The HRWTF is required to meet the 92% by weight reduction standard as specified in 40 C.F.R. §1583(a):

- (a) Segregated foul condensate from the multiple effect evaporator system and crystallizer concentrator;
- (b) Low volume, high concentration non-condensable gas system drain;
- (c) Turpentine decanter and turpentine storage tank underflow;
- (d) Blow heat accumulator secondary condenser condensate; and
- (e) Blow heat accumulator primary condenser condensate.

29. For purposes of § 63.447 only, the “clean condensate alternative affected source” is defined as the “total of all HAP emission points in the pulping, bleaching, causticizing and papermaking systems . . .” 40 C.F.R. § 63.447(a)(1).
30. 40 C.F.R. § 63.446, Subpart S, defines the standards for treating and handling Kraft pulping process condensates. Respondent elected to comply with § 63.446(e)(2), which requires discharging the pulping process condensates below the liquid surface of a biological treatment system and treating the pulp to one of the three levels of treatment specified in § 63.446(e)(3) through (5).
31. Respondent elected to meet the treatment standard set forth in § 63.446(e)(3), which requires that Respondent achieve at least 92% destruction by weight of total HAP in its pulping process condensate stream.
32. Respondent has made certain improvements and changes to the Facility’s turpentine recovery system, and the handling of its pulping process condensate streams. These improvements are intended to reduce the amount of turpentine in the Facility’s regulated Kraft pulping condensates and improve control over wastewater hard piped directly to the HRWTF UNOX biological treatment system.

E. ALLEGED VIOLATIONS OF LAW

33. By accepting Respondent's regulated pulping process condensate streams for treatment in its UNOX biological system as part of compliance with the Pulp and Paper MACT, Condition VI.A.20 of the Permit, the Act and its implementing regulations, HRWTF became Respondent's agent of treatment and control under 40 C.F.R. § 63.1582(a). Respondent remained obligated, however, to meet the 92% HAP destruction requirement for its pulping process condensate streams, as well as its obligation to meet and maintain the 92% HAP destruction requirement. *See* 40 C.F.R. § 63.1582(c).
34. The HRWTF is subject to the NESHAP at 40 C.F.R. Part 63, Subpart VVV – National Emission Standards for Hazardous Air Pollutants from Publically Owned Treatment Works (the "POTW MACT" or "Subpart VVV"). As the agent for treatment and control of the Respondent's pulping process condensate streams regulated under 40 C.F.R. Part 63 Subpart S, HRWTF is similarly subject to 40 C.F.R. § 63.446(e)(3). (*See*, Section VII.A.5 of Respondent's Permit, dated July 1, 2009 and Section V.A.2 of HRWTF's Title V Permit, dated January 2007). This requires HRWTF to operate the UNOX system to reduce or destroy, by weight, at least 92 percent of the HAPs in the Respondent's pulping process condensate streams.
35. Respondent violated 40 C.F.R. §§ 63.446 and 63.447, its Permit, and the Act in that it failed to meet the required 92% destruction by weight of HAPs treatment standard for its pulping process condensate streams that Respondent hard piped to the HRWTF for treatment, from January 5, 2010 to February 3, 2010, and from February 23, 2010 to February 24, 2010, because Respondent's agent for treatment and control failed to

continually operate its UNOX biological treatment unit because of an upset at the HRWTF, and failed to demonstrate compliance with the 92% HAP reduction by weight standard, as required by 40 C.F.R. § 63.446(e)(3) in the Pulp and Paper MACT, and Condition VI.A.20 of the Permit.

36. HRWTF's July 16, 2010 Title V Semi-Annual Monitoring Report covering the period January 1 through June 30, 2010, reported thirty-two (32) days of excess emissions from a claimed UNOX malfunction for the period January 5 to February 3, 2010; and another claimed UNOX malfunction from February 23 through 24, 2010. These malfunctions resulted in HAP mass removal in the UNOX unit below the required 92% HAP reduction standard in 40 C.F.R. § 63.446(e)(3).
37. Respondent failed to achieve the required 92% HAP standard in 40 C.F.R. § 63.446(e)(3), and failed to demonstrate that its pulping process condensate streams were achieving a greater HAP reduction than required by § 63.446 for the days of claimed malfunction in Paragraph 36, because the HRWTF failed to meet the required 92% HAP reduction rate during the claimed malfunctions referred to in Paragraph 36 above. This is also a violation of Condition VI.A.20 of the Permit.
38. On September 27, 2010, EPA issued the 2010 NOV to Respondent for failure to meet the required 92% HAP reduction for thirty-two (32) days in January and February 2010, because of an upset at the HRWTF UNOX biological treatment system. The 2010 NOV also alleged a failure to submit a Startup, Shutdown and Malfunction report for the 32 days of upset referred to in Paragraph 36 above at the HRWTF UNOX biological treatment system, in accordance with 40 C.F.R. § 63.10(d)(5). 40 C.F.R. § 63.10(d)(5) requires the owner or operator of an affected source subject to a NESHAP like the Pulp and Paper MACT to submit a Startup, Shutdown, and Malfunction report by the 30th day

following the end of each calendar half (or other calendar reporting period, as appropriate) in which such an event occurred with the report containing the information identified in § 63.10(d)(5).

39. EPA alleges that Respondent's failure to meet the required 92% HAP reduction for thirty-two (32) days in January and February 2010 because of an upset at the HRWTF UNOX biological treatment system, and failure to submit a Startup, Shutdown and Malfunction report as required, are violations of 40 C.F.R. §§ 63.446(e)(3) and 63.10(d)(5), the Permit, and the Act for which Respondent is now liable.

F. TERMS OF CONSENT AGREEMENT

40. For the purpose of this proceeding, as required by 40 C.F.R. § 22.18(b)(2), Respondent:
- (a) Admits that the EPA has jurisdiction over the subject matter alleged in this Consent Agreement;
 - (b) Admits the facts stipulated in Section D, and neither admits nor denies the facts alleged in Section E;
 - (c) Consents to the assessment of a civil penalty as stated below;
 - (d) Consents to the issuance of the Final Order;
 - (e) Consents to the conditions specified in Paragraphs 44 and 45 of this Consent Agreement;
 - (f) Waives any right to contest the alleged violations of law set forth in Section E of this Consent Agreement; and
 - (g) Waives its rights to appeal the Final Order accompanying this Consent Agreement.

41. For the purpose of this proceeding, Respondent:

- (a) Agrees that this Consent Agreement states a claim upon which relief may be granted against Respondent;
- (b) Acknowledges that this Consent Agreement shall for a period of two (2) years from the Effective Date of this CAFO constitute an enforcement action for purposes of considering Respondent's compliance history in any subsequent enforcement actions;
- (c) Waives any and all remedies, claims for relief and otherwise available rights to judicial or administrative review that Respondent may have with respect to any issue of fact or law set forth in this Order, including any right of judicial review under Section 307(b)(1) of the Act, 42 U.S.C. § 7607(b)(1);
- (d) Consents to personal jurisdiction in any action to enforce this Consent Agreement or Order, or both, in the United States District Court for the Eastern District of Virginia; and
- (e) Waives any rights it may possess at law or in equity to challenge the authority of the EPA to bring a civil action in a United States District Court to compel compliance with the Consent Agreement or Order, or both, and to seek an additional penalty for such noncompliance, and agrees that federal law shall govern in any such civil action.

42. Penalty Payment. Respondent agrees to:

- (a) Pay the civil penalty of Ninety-Five Thousand Dollars (\$95,000) ("EPA Penalty") within 30 calendar days of the Effective Date of this Consent Agreement.

(b) Pay the EPA Penalty using any method, or combination of methods, provided on the website <http://www2.epa.gov/financial/additional-instructions-making-payments-epa>, and identifying each and every payment with “Docket No. CAA-03-2016-0031. Within 24 hours of payment of the EPA Penalty, send proof of payment to Kristen Hall, Environmental Scientist, at U.S. Environmental Protection Agency, Region 3, Air Protection Division (3AP20), 1650 Arch Street, Philadelphia, PA 19103-2029; and to hall.kristen@epa.gov. “Proof of payment” means, as applicable, a copy of the check, confirmation of credit card or debit card payment, confirmation of wire or automated clearinghouse transfer, and any other information required to demonstrate that payment has been made according to the EPA requirements, in the amount due, and identified with “Docket No. CAA-03-2016-0031”.

43. If Respondent fails to timely pay any portion of the EPA Penalty assessed under this Consent Agreement, the EPA may:

- (a) request the Attorney General to bring a civil action in an appropriate district court to recover: the amount assessed; interest at rates established pursuant to 26 U.S.C. § 6621(a)(2); the United States’ enforcement expenses; and a 10 percent quarterly nonpayment penalty, 42 U.S.C. § 7413(d)(5);
- (b) refer the debt to a credit reporting agency or collection agency, 42 U.S.C. § 7413(d)(5); 40 C.F.R. §§ 13.13, 13.14, and 13.33;
- (c) collect the debt by administrative offset (i.e., the withholding of money payable by the United States to, or held by the United States for, a person to satisfy the debt the person owes the Government), which includes, but is not

limited to, referral to the Internal Revenue Service for offset against income tax refunds, 40 C.F.R. Part 13, Subparts C and H; and

- (d) suspend or revoke Respondent's licenses or other privileges, or (ii) suspend or disqualify Respondent from doing business with the EPA or engaging in programs the EPA sponsors or funds, 40 C.F.R. § 13.17.

44. Conditions. As a condition of settlement, Respondent agrees to the following compliance requirements for a period of two (2) years from the Effective Date of this CAFO:

- (a) Operating Requirements of the Facility's Turpentine Collection and Recovery System. Upon the Effective Date of this Consent Agreement and attached Final Order, Respondent shall institute the following work practices, and operate and maintain the Facility Turpentine Collection and Recovery System, which is more particularly described in the attached process flow diagram/schematic (Attachment A -- "Turpentine Recovery System Process Flow Diagram") to this CAFO, such that: (i) all Kraft pulping process condensates subject to regulation under 40 C.F.R. §63.446 and §63.447 (collectively referred to as the "CCA Wastewater") directly flows to the UNOX feed tank prior to flowing via hard pipe to the HRWTF UNOX biological treatment system, and (ii) turpentine from the UNOX feed tank is skimmed to the standpipe and pumped from the standpipe to the turpentine surge tank.
- (b) Monitoring Requirements of the Facility's Turpentine Collection and Recovery System. Upon the Effective Date of this CAFO, Respondent shall institute the following work practices and:

1. Monitor the following operations of the Facility's Turpentine Collection and Recovery System and maintain the following data: (a) liquid level of the UNOX feed tank; (b) UNOX decanter standpipe liquid level; (c) UNOX feed tank control valve status (% open); (d) UNOX feed tank alarms (low, low-low and blocked); and (e) flow of condensate from the UNOX feed tank to the HRWTF basin.
2. (a) monitor and maintain all data for the top temperature of the Blow Heat Accumulator ("BHA"); (b) program the low temperature top of the BHA alarm (the "BHA Alarm") to be triggered anytime the BHA top temperature drops below 180 degrees Fahrenheit for more than 30 minutes when the BHA is in operation; and (c) maintain a record of BHA temperatures and all events when the BHA Alarm is triggered.
3. Develop and submit to EPA a Standard Operating Procedure ("SOP") for operator responses to the BHA Alarm and train operators on the SOP response procedure within thirty (30) days of the Effective Date of this CAFO.
4. Sample the CCA Wastewater from the Facility's Turpentine Decanter Underflow ("TDU") and the BHA two (2) times per week and analyze such samples for turpentine according to EPA Method 8015 C to measure the potential for turpentine carryover into the CCA Wastewater discharged to the HRWTF. If the combined results of the turpentine sampling of the CCA Wastewater from the TDU and BHA yields a total mass loading (TDU + BHA) of greater than 1,114 kilograms per day ("kg/day"), Respondent will identify possible alternatives for reducing turpentine to

the UNOX feed tank. In the event that turpentine discharges from the UNOX feed tank to the HRWTF are greater than 1,114 kg/day, Respondent shall initiate a Root Cause Analysis (as described in Paragraph 44(c) below) and report all turpentine discharges to the HRWTF of greater than 1,114 kg/day to EPA and the Virginia Department of Environmental Quality (“VADEQ”) yearly, in accordance with the Reporting Requirements set forth in Paragraph’s 45 through 47 below.

(c) Root Cause Analysis Requirements. Respondent shall conduct a Root Cause Analysis when required by Paragraph 44(b)(4) above (the “Triggering Event”). The Root Cause Analysis shall: (i) set forth all contributing causes of the Triggering Event; (ii) evaluate the applicable SOPs followed by the Facility and/or any “malfunction” of a Facility component and provide a determination on whether such instances were contributing factors to the Triggering Event; and (iii) provide an analysis of the remedial measures available to reduce the likelihood of a reoccurrence, including but not limited to design, operation, and maintenance changes. If more than one remedial measure exists to address the Triggering Event, the Root Cause Analysis shall discuss alternative measures, including their probable effectiveness and estimated cost. The Root Cause Analysis shall include a recommendation of the measure(s) to be implemented, a schedule for their implementation, and an explanation of any recommended measures that were identified but not implemented. Any Root Cause Analysis conducted by Respondent must be completed, with written submittal of the Root Cause Analysis submitted to EPA in accordance with the Reporting Requirements set forth in Paragraph’s

46 through 49 below, within 60 calendar days of the Root Cause Analysis Triggering Event.

- (d) Third Party Audit. When HRWTF fails to meet Pulp and Paper MACT condensate treatment standards in 40 C.F.R. §§63.446 and 63.447 and Respondent exceeds the turpentine limit in its pre-treatment permit, Respondent must conduct a third party audit of the Facility in accordance with the procedures provided for in Appendix A to this CAFO.
- (e) Communication and Notification Plan. Upon the Effective Date of this CAFO, Respondent shall implement and maintain the “WestRock Hopewell Mill and HRWTF Communication and Notification Plan”, dated September 10, 2015, Revision 4 (hereinafter “Joint Communication and Notification Plan” or “Plan”) attached as Appendix B. The Joint Communication and Notification Plan requires Respondent to notify the HRWTF of “unusual and upset conditions,” as provided for in Section C to the Joint Communication and Notification Plan. The Joint Communication and Notification Plan should be updated, as needed, but at a minimum, on an annual basis, to reflect personnel, process, and any other pertinent changes at the Facility and/or the HRWTF.

45. Additional Conditions (Reporting Requirements). As a condition of settlement, Respondent agrees to the following reporting requirements, for a period of two (2) years from the Effective Date of this CAFO:

Respondent shall submit the following reports:

- a. Within sixty (60) calendar days after the end of each calendar year after the Effective Date of this CAFO, Respondent shall submit a report for the preceding

year that shall include: (1) a discussion of Respondent's progress in satisfying its obligations in connection with the compliance requirements provided for in Paragraph 44 of this Consent Agreement; (2) any problems encountered or anticipated for complying with the compliance requirements contained in this Consent Agreement, together with implemented or proposed solutions; (3) a summary of any communications made under the Joint Notification and Communication Plan; (4) the status of any permit applications or renewals involving the Turpentine Collection and Recovery System or any component parts of the same, including a description of any issues arising in the permitting process itself since the last quarterly report; and (5) any incidents related to Respondent's CCA Wastewater stream which trigger or should have triggered a Root Cause Analysis or Third Party Audit.

- b. If Respondent violates, or becomes aware of information or data (including information or data provided to the Respondent in the Final Report prepared by the Audit Firm retained by Respondent in accordance with Appendix A of this CAFO) indicating that it may violate any condition or requirement of this Consent Agreement, Respondent shall notify the Complainant of such violation by electronic mail within 24 hours of the discovery of the violation or likely violation, and shall submit a written notice to the Complainant within 7 business days of the day Respondent first becomes aware of the violation. The written notice shall include an explanation of the violation's likely cause and of the remedial steps taken, and/or to be taken, to prevent or minimize such violation, in addition to an estimate of the likely duration of the violation. If the cause of a violation cannot be fully explained at the time the report is due, Respondent shall

include a statement to that effect in the report. Respondent shall investigate to determine the cause of the violation and then shall submit an amendment to the report, including a full explanation of the cause of the violation, within 30 days of the day Respondent becomes aware of the cause of the violation or determines that it cannot identify the cause of the violation.

46. All written reports shall be submitted to Kristen Hall, Environmental Scientist, at U.S. Environmental Protection Agency, Region 3, Air Protection Division (3AP20), 1650 Arch Street, Philadelphia, PA 19103-2029 and to hall.kristen@epa.gov.
47. Each report submitted by Respondent under this Section shall be signed by an official of the submitting party and include the following certification:

I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

This certification requirement does not apply to emergency, oral notifications, or similar notifications where compliance would be impractical.

G. EFFECT OF CONSENT AGREEMENT AND ATTACHED FINAL ORDER

48. In accordance with 40 C.F.R § 22.18(c), the Consent Agreement and Final Order resolves only Respondent's liability for federal civil penalties for the violations and facts alleged in Section E of this Consent Agreement.
49. The reporting requirements of this Consent Agreement do not relieve Respondent of any reporting obligations required by the Clean Air Act or implementing regulations, or by any other federal, state or local law, regulation, permit, or other requirement.

50. Any information provided pursuant to this Consent Agreement may be used by the Complainant in any proceeding to enforce the provisions of this Consent Agreement and as otherwise permitted by law.
51. Respondent agrees that the time period from the Effective Date of this Consent Agreement until all of the conditions specified in Paragraphs 44 and 45 are completed (the "Tolling Period") shall not be included in computing the running of any statute of limitations potentially applicable to any action brought by Complainant on any claims (the "Tolled Claims") set forth in Section E of this Consent Agreement. Respondent shall not assert, plead, or raise in any fashion, whether by answer, motion or otherwise, any defense of laches, estoppel, or waiver, or other similar equitable defense based on the running of any statute of limitations or the passage of time during the Tolling Period in any action brought on the Tolled Claims.
52. The provisions of this Consent Agreement shall apply to and be binding upon Respondent and its officers, directors, employees, agents, trustees, servants, authorized representatives, successors, and assigns. From the Effective Date of this Consent Agreement and attached Final Order until the end of the Tolling Period, as set out in Paragraph 51, Respondent must give written notice and a copy of this Consent Agreement to any successors in interest prior to any transfer of ownership or control of any portion of or interest in the Facility. Simultaneously with such notice, Respondent shall provide written notice of such transfer, assignment, or delegation to the EPA. In the event of any such transfer, assignment, or delegation, Respondent shall not be released from the obligations or liabilities of this Consent Agreement unless the EPA has provided written approval of the release of said obligations or liabilities.

53. By signing this Consent Agreement, Respondent acknowledges that this CAFO will be available to the public and agrees that this Consent Agreement does not contain any confidential business information or personally identifiable information.
54. By signing this Consent Agreement, the undersigned representative of Complainant and the undersigned representative of Respondent each certify that he or she is fully authorized to execute and enter into the terms and conditions of this Consent Agreement and has the legal capacity to bind the party he or she represents to this Consent Agreement.
55. By signing this Consent Agreement, both parties agree that each party's obligations under this Consent Agreement and attached Final Order constitute sufficient consideration for the other party's obligations. Additionally, both parties agree that Complainant's covenant not to sue Respondent during the time period between the issuance of the attached Final Order and the deadline for Respondent to complete the non-penalty conditions of the Consent Agreement constitutes sufficient consideration for Respondent's obligation to completely perform the non-penalty conditions of this Consent Agreement as stated in Paragraphs 44 and 45, regardless of whether the covenant not to sue subsequently terminates.
56. By signing this Consent Agreement, Respondent certifies that the information it has supplied concerning this matter was at the time of submission true, accurate, and complete for each such submission, response, and statement. Respondent acknowledges that there are significant penalties for submitting false or misleading information, including the possibility of fines and imprisonment for knowing submission of such information, under 18 U.S.C. § 1001.

57. Except as qualified by Paragraph 43, each party shall bear its own attorney's fees, costs, and disbursements incurred in this proceeding.
58. Complainant covenants not to sue Respondent for injunctive or other equitable relief for the violations and facts alleged in this matter, but such covenant automatically terminates if and when Respondent fails to timely and satisfactorily complete every condition stated in Paragraphs 44 and 45. If and when such covenant terminates, the Complainant at its election may seek to compel performance of the conditions stated in Paragraphs 44 and 45 in a civil judicial action under the CAA or as a matter of contract. The covenant not to sue becomes permanent upon satisfactory performance of the conditions stated in Paragraphs 44 and 45.
59. Penalties paid pursuant to this Consent Agreement shall not be deductible for purposes of federal taxes.
60. This Consent Agreement constitutes the entire agreement and understanding of the parties and supersedes any prior agreements or understandings, whether written or oral, among the parties with respect to the subject matter hereof.
61. The terms, conditions, and additional conditions of this Consent Agreement may not be modified or amended except upon the written agreement of Respondent and the Regional Administrator of EPA Region III.
62. Any violation of this Consent Agreement may result in a civil judicial action for an injunction or civil penalties of up to \$37,500 per day per violation, or both, as provided in Section 113(b)(2) of the Act, 42 U.S.C. § 7413(b)(2), as well as criminal sanctions as provided in Section 113(c) of the Act, 42 U.S.C. § 7413(c). The EPA may use any information submitted under this Order in an administrative, civil judicial, or criminal action.

63. Nothing in this Consent Agreement shall relieve Respondent of the duty to comply with all applicable provisions of the Act and other federal, state, or local laws or statutes, nor shall it restrict the EPA's authority to seek compliance with any applicable laws or regulations, nor shall it be construed to be a ruling on, or determination of, any issue related to any federal, state, or local permit.

64. Nothing herein shall be construed to limit the power of the EPA to undertake any action against Respondent or any person in response to conditions that may present an imminent and substantial endangerment to the public health, welfare, or the environment.

EFFECTIVE DATE

65. Respondent and Complainant agree to issuance of the attached Final Order. Upon filing, the EPA will transmit a copy of the filed Consent Agreement to the Respondent. This Consent Agreement and attached Final Order shall become effective after execution of the Final Order by the Regional Judicial Officer, on the date of filing with the Regional Hearing Clerk.

The foregoing Consent Agreement In the Matter of WESTROCK CP, LLC, Docket No. CAA-03-2016-0031, is Hereby Stipulated, Agreed, and Approved for Entry.

FOR RESPONDENT:
WESTROCK CP, LLC

Robert B. McIntosh

Robert B. McIntosh

11/24/15

Date

Printed Name: Robert B. McIntosh

Title: Executive Vice President & General Counsel

Address: 504 Thrasher St., Norcross, GA 30071

Respondent's Federal Tax Identification Number: 36-2041256

The foregoing Consent Agreement In the Matter of WESTROCK CP, LLC, Docket No. CAA-03-2016-0031, is Hereby Stipulated, Agreed, and Approved for Entry.

FOR COMPLAINANT:

DATE

Dennis M. Abraham
Senior Assistant Regional Counsel
U.S. EPA, Region III

DATE

Mary Coe
Regional Counsel
U.S. EPA, Region III

Accordingly, the Air Protection Division, United States Environmental Protection Agency, Region III, recommends that the Regional Administrator of EPA Region III or his designee, the Regional Judicial Officer, ratify this Consent Agreement and issue the accompanying Final Order (CAA-02-2016-0031). The amount of the recommended civil penalty assessment is \$95,000.00

DATE

David Arnold, Acting Division Director
EPA Region III Air Protection Division
1650 Arch Street, Philadelphia, PA 19103

The foregoing Consent Agreement In the Matter of WESTROCK CP, LLC, Docket No. CAA-03-2016-0031, is Hereby Stipulated, Agreed, and Approved for Entry.

FOR RESPONDENT:
WESTROCK CP, LLC

Robert B. McIntosh

Date

Printed Name: _____

Title: Executive Vice President & General Counsel

Address: _____

Respondent's Federal Tax Identification Number: 36-2041256

The foregoing Consent Agreement In the Matter of WESTROCK CP, LLC, Docket No. CAA-03-2016-0031, is Hereby Stipulated, Agreed, and Approved for Entry.

FOR COMPLAINANT:

11/24/15
DATE

Dennis M. Abraham
Dennis M. Abraham
Senior Assistant Regional Counsel
U.S. EPA, Region III

11/24/15
DATE

Mary Coe
Mary Coe
Regional Counsel
U.S. EPA, Region III

Accordingly, the Air Protection Division, United States Environmental Protection Agency, Region III, recommends that the Regional Administrator of EPA Region III or his designee, the Regional Judicial Officer, ratify this Consent Agreement and issue the accompanying Final Order (CAA-02-2016-0031). The amount of the recommended civil penalty assessment is \$95,000.00

11/24/15
DATE

David Arnold
David Arnold, Acting Division Director
EPA Region III Air Protection Division
1650 Arch Street, Philadelphia, PA 19103

RECEIVED

BEFORE THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION III

REGIONAL HEARING CLERK
EPA REGION III, PHILA. PA

IN THE MATTER OF: :

WESTROCK CP, LLC : **Docket No. CAA-03-2016-0031**

Respondent. : **Proceeding under CAA Section 113(d)**

FINAL ORDER

Complainant, the Acting Division Director of the Air Protection Division, U.S. Environmental Protection Agency, Region III, and Respondent WestRock CP, LLC, have executed a document entitled "Consent Agreement," which I hereby ratify as a Consent Agreement in accordance with the Consolidated Rules of Practice Governing the Administrative Assessment of Civil Penalties and the Revocation/Termination or Suspension of Permits ("Consolidated Rules of Practice"), 40 C.F.R. Part 22 (with specific reference to Sections 22.1(a)(2), 22.13(b) and 22.18(b)(2) and (3)). The terms of the forgoing Consent Agreement are accepted by the undersigned and incorporated into this Final Order as if fully set forth at length herein.

Based on the representations of the parties in the attached Consent Agreement, the penalty agreed to therein is based upon consideration of, *inter alia*, EPA's Clean Air Act Stationary Source Civil Penalty Policy (dated October 25, 1991), and the statutory factors set forth in Section 113(e) of the CAA, 42 U.S.C. §7413(e).

NOW, THEREFORE, PURSUANT TO Section 113(d) of the CAA, 42 U.S.C. §7413(e), and the Consolidated Rules of Practice, **IT IS HEREBY ORDERED** that Respondent pay a civil penalty of **NINETY-FIVE THOUSAND DOLLARS (\$95,000)**, plus any applicable interest, as specified in the Consent Agreement, and comply with the terms and conditions of the Consent Agreement.

The effective date of the foregoing Consent Agreement and this Final Order, signed by the Regional Administrator of the U.S. EPA Region III or the Deputy Regional Administrator, is the date on which this Final Order is filed with the Regional Hearing Clerk.

Date: 11/30/2015

Shawn Garvin
 Shawn Garvin *SG*
 Regional Administrator
 U.S. EPA, Region III

RECEIVED

2015 NOV 30 PM 3:01

REGIONAL HEARING CLERK
EPA REGION III, PHILA. PA

CERTIFICATE OF SERVICE

I certify that the foregoing "Consent Agreement" and "Final Order," in the Matter of WESTROCK CP, LLC, Docket No. CAA-03-2016-0031, were filed and copies of the same were mailed to the parties as indicated below.

VIA FIRST CLASS MAIL:

Nina Butler
Chief Sustainability Officer
WestRock
3950 Shackleford Rd.
Duluth, GA 30096
(Counsel for WestRock CP, LLC)

11/30/2015
DATE

Dennis M. Abraham for
Dennis M. Abraham
Senior Assistant Regional Counsel
U.S. EPA, Region III
1650 Arch Street (3RC10)
Philadelphia, PA 19103