RICHARD BLUMENTHAL
ATTORNEY GENERAL

55 Elm Street
P.O. Box 120
Hartford, CT 06141-0120

Office of The Attorney General
State of Connecticut

Tel. (860) 808-5250
Fax (860) 808-5386

October 5, 2010

The Honorable Robert Shapiro
Hartford Superior Court
95 Washington Street
Hartford, CT 06106

RE: Department of Environmental Protection v. Pilot Corporation
Docket No. X04 HHD-CV07-4027800S

Dear Judge Shapiro:

Today the parties are filing an Order for Judgment Adopting the Stipulation for Judgment of the Parties, the Stipulation for Judgment with Exhibits and a Request for Adjudication.

The parties are willing to have the Order entered on the papers. If the court deems it necessary to have a status conference or a short hearing the parties would be glad to do so.

The parties appreciate the court's patience in allowing time to come to a final resolution on the issues in this case. Thank you very much for your attention to this matter.

Very truly yours,

Matthew I. Levine
Assistant Attorney General

cc: Christopher Rooney, Esq.

REQUEST FOR ADJUDICATION
COMPLEX LITIGATION DOCKET (CLD)
JD-CL-77 Rev. 12-09

STATE OF CONNECTICUT
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REQADJ

INSTRUCTIONS

1. *Fill out a form for each motion or objection (or request) that you want decided.*
2. *File in the CLD location where the case is assigned.*
3. *In all cases that require e-filing, Requests For Adjudication shall be e-filed and the filer must select "Request for Adjudication Complex Litigation" when naming the form in efiling.*

The Court will **only** act on or schedule a motion or objection (or request) if a *Request for Adjudication* form is filed. A Request for Adjudication form should be filed **after** the time for filing a response to the motion or objection has passed (unless the matter needs immediate action or the parties agree, in which case it may be filed before the time for filing a response has passed).

Judicial District of	Name of case	Docket number
Hartford	**Comm'r of Environmental Protection v. Pilot Corporation, et al.**	**X04-HHD-CV-07-4027800-S**

Title of motion or objection that you want decided	Date of motion or objection	Motion or objection entry number
Order for Judgment Adopting Stipulation for Judgment of the Parties		**not yet assigned**

	Yes	No
1. May the motion or objection be granted or sustained by agreement or consent?	☒	☐
2. Has opposing counsel or self-represented party already filed a response to the motion or objection?	☐	☐
If yes, provide the date of the response: **n/a** *and entry number:*		
If no, indicate the agreed date, if any, when the response will be filed: **n/a**		
3. Is oral argument requested?	☐	☒
4. Is testimony required?	☐	☒
If yes, how much time will be needed: **The parties are open to a conference or hearing if necessary.**		
5. Does the matter need immediate action?	☐	☒
If yes, explain why it is necessary. A telephonic conference may be requested for matters that need immediate action.		
The attached Order and Stipulation would benefit from expedited action as this would resolve this matter.		
6. Are there any other motions or pleadings directly related to the Court's consideration of the motion or objection?	☐	☒
If yes, give the title, date and entry number of the motion(s) or pleading(s):		

Certification

I certify that a copy was mailed or delivered to all counsel and self-represented parties of record on:	Date	Signed *(individual attorney)*	Juris number	Phone number
	10/5/10	▶	414845	860.808.5250

Name of each party copy was mailed or delivered to*	Address at which copy was mailed or delivered*
Pilot Corporation, Pilot Travel Centers, LLC and HGC Limited Partnership	**Carmody & Torrance** **195 Church Street, P.O. Box 1950** **New Haven, Connecticut 06509-1950**

* *If necessary, attach additional sheet or sheets with the name of each party and the address at which the copy was mailed or delivered to.*

SUPERIOR COURT
OFFICE OF THE CLERK
HARTFORD, CT
2010 OCT -5 P 3:23
FILED

(For Court Use Only)

Response filed by *(date)*: _____ *Reply briefs filed by (date)*: _____ Filed date

Argument to be held on *(date)*: _____

For Office use:
Complete : _____ *Withdrawn on (date)*: _____

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DOCKET NO. X04 HHD-CV07-4027800S	:	SUPERIOR COURT
	:	
GINA MCCARTHY,	:	COMMISSIONER OF:
ENVIRONMENTAL PROTECTION	:	COMPLEX LITIGATION
Plaintiff	:	DOCKET
	:	
v.	:	AT HARTFORD
	:	
PILOT CORPORATION,	:	
PILOT TRAVEL CENTER, LLC	:	
HGC LIMITED PARTNERSHIP	:	
Defendants	:	OCTOBER 6, 2010

ORDER FOR JUDGMENT ADOPTING FOR STIPULATION FOR JUDGMENT OF THE PARTIES

This action was assigned to the Court sitting as finder of fact as part of the complex litigation program of the Superior Court. The Court entered a discovery schedule and set the matter down for a bench trial commencing June 1, 2010. Due to ongoing discussions of the parties regarding settlement, testimony was postponed until June 3, 2010 at which time the court commenced evidence on plaintiff's case in chief. On June 14, 2010, the Court was informed that there was a settlement which had been mediated by Judge Marshall Berger of the Superior Court. On June 15, 2010, the parties placed the agreement on the record before Judge Jane Scholl. The parties sought additional time to place their agreement in written form, which time was granted by the Court.

The Court now has before it a certain signed Stipulated for Judgment which embodies the agreement of the parties in this matter. The Court has thoroughly reviewed the Stipulation for Judgment and makes the following findings:

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1. the parties have entered into the Stipulation for Judgment freely and the decision to resolve the claims through this written agreement is a knowing and voluntary act;
2. the parties were represented by able counsel throughout. The Attorney General has represented the Department of Environmental Protection and the defendants have been represented by Carmody & Torrance LLP;
3. the court finds that the Attorney General has the legal authority to bind the Department of Environmental Protection to the Stipulation for Judgment and that the Department of Environmental Protection is bound by the terms of the Stipulation for Judgment by the signature of the Assistant Attorney General on the document.
4. The settlement is in the public interest both because it avoids further litigation and because it requires that certain remedial steps be undertaken which are for the benefit of the environment.

ACCORDINGLY, the Court adopts the agreement of the parties embodied in the signed the attached Stipulation for Judgment as an order of the Court.

By the Court

R. Shapiro, J.
Judge ~~Clerk~~

ROBERT B. SHAPIRO
10/6/2010

DOCKET NO. X04 HHD-CV07-4027800S	:	SUPERIOR COURT
	:	
GINA MCCARTHY, COMMISSIONER OF ENVIRONMENTAL PROTECTION	:	COMPLEX LITIGATION
Plaintiff	:	DOCKET
	:	
v.	:	AT HARTFORD
	:	
PILOT CORPORATION,	:	
PILOT TRAVEL CENTER, LLC	:	
HGC LIMITED PARTNERSHIP	:	
Defendants	:	OCTOBER 5, 2010

STIPULATION FOR JUDGMENT

The parties to this action hereby stipulate and agree that judgment may enter as follows:

WHEREAS, the plaintiff is the Commissioner of Environmental Protection ("Commissioner") of the State of Connecticut and, as such, is charged with the supervision and enforcement of the statutes of the State of Connecticut respecting the environment, including Connecticut General Statutes ("Conn. Gen. Stat.") Chapter 446k governing water pollution, and is generally empowered by virtue of Conn. Gen. Stat. § 22a-6(a)(3) to institute all legal proceedings necessary to enforce statutes, regulations or orders administered, adopted or issued by the Commissioner; and,

WHEREAS, the defendant Pilot Corporation is a Tennessee corporation registered to do business in the State of Connecticut and was the owner and/or operator of an underground storage tank facility located on approximately 14.3 acres of land known as 433 Old Gate Lane and/or 465 Old Gate Lane which property includes or is also known as 429 to 465 Old Gate Lane, 243 Woodmont Road and/or 20 Eastern Steel Road, Milford, Connecticut (the Site);

WHEREAS, the defendant Pilot Travel Centers LLC is a Delaware limited liability company registered to do business in the State of Connecticut and is presently the owner and/or operator of the underground storage tank facility located on the Site;

WHEREAS, the defendant HGC Limited Partnership is a Tennessee limited partnership registered to do business in the State of Connecticut and was the owner of the real estate in which the underground storage tank facility was located at the Site;

WHEREAS, the defendant Pilot Corporation and defendant Pilot Travel Centers LLC are hereinafter referred to collectively as defendant "Pilot" and HGC Limited Partnership as "HGCLP;"

WHEREAS, the Site is the former location of a business known as Mayflower Kenworth, Inc. and the present location of the business known as Pilot Travel Center;

WHEREAS, the defendant Pilot owns and operates a "UST system" and "connected piping" which contains or dispenses "motor fuel" as those terms are defined by Regulation of Connecticut State Agencies ("RCSA") §22a-449(d)-101(d);

WHEREAS, the underground storage tank system which dispenses diesel fuel to trucks consists of two 20,000 gallon capacity diesel underground storage tanks with associated connected piping and ancillary equipment (the "UST System") and the UST System supplies fuel to eight diesel dispensers and satellite dispensers for truck refueling;

WHEREAS, the UST System was installed and became operational in 2000 and was partially upgraded in 2006;

WHEREAS, the Complaint filed by the Commissioner against the defendant Pilot alleges that the defendant Pilot failed to comply with Chapter 446k of the Connecticut General Statutes

governing water pollution control, including polluting the waters of the state without a permit and various provisions of the Regulations of Connecticut State Agencies related to the water pollution control and the management of underground storage tanks;

WHEREAS, Pilot and HGCLP enter this agreement to resolve a claim, which they dispute, after trial had commenced and based upon mediation of a judge of the Superior Court;

WHEREAS, trial commenced in this action before the Honorable Robert Shapiro, Judge of the Superior Court on June 3, 2010;

WHEREAS, the parties agree that it is in the public interest to resolve the matters alleged in the Complaint without further litigation;

NOW, THEREFORE, the Commissioner and the defendant Pilot stipulate that Judgment shall and may enter as follows:

1. Jurisdiction. The Court has subject matter jurisdiction over this action.

2. The Sites. Approximately 14.3 acres of land known as 433 Old Gate Lane and/or 465 Old Gate Lane which property includes or is also known as 429 to 465 Old Gate Lane (hereinafter the "Site") together with 243 Woodmont Road and/or 20 Eastern Steel Road, Milford, Connecticut (hereinafter the "243 Woodmont Site");

3. Injunction. The parties hereto stipulate and agree that the Court may enter a permanent injunction for a period of three years except that Pilot shall complete the investigation and remediation of the site outlined in this Section 3.c should that go beyond three years from approval of this Stipulation. The permanent injunction shall be as follows:

a. The defendant Pilot shall be prohibited from initiating, creating, originating or maintaining a discharge of water, substance or material into the waters of the state which commences after the date of this Stipulation without a permit from the Commissioner;

b. Defendant Pilot shall continuously retain a qualified Licensed Environmental Professional licensed by the State of Connecticut so long as further remediation is required at the Site, to prepare the documents and oversee the actions required by this Judgment. The state acknowledges that the current Licensed Environmental Professional is, and shall continue to be, Sheri Hardman. Should Pilot choose to retain a different Licensed Environmental Professional it shall within ten (10) days of that individual assuming overall responsibility for the Site, notify the Commissioner in writing of the identity of such other Licensed Environmental Professional and, should the Commissioner request such information, shall submit to the Commissioner a description of the Licensed Environmental Professional's education, experience and training which is relevant to the work required by this Judgment, within ten (10) days after a request by the Commissioner for such information

c. Pilot shall complete, under the direction of the qualified consultant retained pursuant to Paragraph 3.b, the investigation of the extent and degree of contamination by diesel or petroleum and other pollutants which are on, emanating from or which have emanated from the Site and to carry

out all remedial activities necessary to abate all pollution in accordance with the Remedial Standard Regulations, RCSA §22a-133k *et seq.*, as approved by the Commissioner. Pilot shall specifically undertake the following activities:

i. Scope of Work: Within ninety (90) days of entry of judgment by the Court Pilot will submit a scope of work (hereinafter the "Scope of Work") for the Commissioner's review and approval identifying actions necessary to complete the investigation of the Site Areas of Concern described in Ex. A hereto (the "Areas of Concern"). The parties stipulate that the Areas of Concern are the only areas which require further investigation and possible remediation based on the investigation to date. The Scope of Work shall address the Areas of Concern and shall include, but not be limited to, the following:

   1. Summary of Investigations and Remediation to Date: The Scope of Work shall contain a summary of the known contamination on Site identified in testing to date and an assessment of the existing extent and degree of soil, ground water and surface water pollution on and emanating from the site.

   2. Proposed Activities to Remedy Areas of Concern: The Scope of Work shall contain a summary of future proposed activities as to the Areas of Concern, including but not

limited to, identification of the locations and depths of any proposed new ground water monitoring wells and soil and surface water sampling necessary to complete the investigation of the Areas of Concern; a proposed sampling and analytical program, including at least the parameters to be tested, sampling and analytical methods, and quality assurance and quality control procedures; a schedule for conducting the investigation required by this Paragraph of the Judgment and a schedule for submitting a report presenting the results of that investigation, including recommendations for additional actions as appropriate.

ii. Performance of Scope of Work: On or before sixty (60) days after written approval by the DEP of the Scope of Work, Pilot shall commence the investigation and other actions specified in the approved Scope of Work in accordance with the approved Scope of Work and the approved schedule and shall complete the Scope of Work consistent with the time schedule set forth in the approved Scope of Work. Pilot or its Licensed Environmental Professional shall notify the Remediation Division of the DEP by e-mail or facsimile of the date and time of installation of monitoring wells and of each soil and water sampling event at least six (6) business days prior to such installation or sampling.

iii. Investigation Report: On or before sixty (60) days after completion of the investigation and other activities performed in accordance with the approved Scope of Work, Pilot shall submit a comprehensive report of the work undertaken in performance of the approved Scope of Work, (hereinafter the Investigation Report) which shall describe the investigation(s) performed pursuant to the approved Scope of Work, and which shall define the existing and potential extent and degree of soil, surface water and ground water pollution which is on, is emanating from, or has emanated from the Site.

iv. Remedial Action Plan: Concurrent with the submittal of the Investigation Report, Pilot shall submit, for the Commissioner's review and approval, a Remedial Action Plan (the "RAP") which evaluates remedial actions to abate such pollution identified in the Investigation Report in accordance with the standards adopted pursuant to RCSA § 22a-133k-1, *et seq*. This evaluation shall include, but not be limited to, any remedial actions to abate the pollution and shall state the schedule for performing each remedial action; shall list all permits and approvals required for each remedial action, including, but not limited to, any permits required under Conn. Gen. Stat. §§ 22a-32, 22a-42a, 22a-342, 22a-361, 22a-368, or 22a-430; shall propose a preferred remedial action with

supporting justification thereof; and shall propose a plan and schedule to perform the preferred remedial actions. The schedule required by this Paragraph shall also include a schedule for applying for and obtaining all permits and approvals required for such remedial actions.

v. Performance of Remedial Action Plan: Defendants shall perform the approved remedial actions in accordance with the Remedial Action Plan and schedule once it is approved in writing by the Commissioner. Implementation of the RAP shall commence not later than sixty (60) days after Pilot receives the written approval of the RAP from the DEP. On or before fifteen (15) days of completing such remedial actions, Defendants shall give notice to the Remediation Division of the DEP that the actions described in the RAP have been completed as approved.

vi. Quarterly Reports: Beginning on January 1, 2011, Pilot shall submit to the Remediation Division of the Department of Environmental Protection quarterly written reports documenting new actions performed at the site for the preceding quarter pursuant to paragraph 3c.

d. Pilot shall submit to the Commissioner a schematic "as built" diagram for the truck diesel underground storage tank system as presently installed at the site within ninety (90) days of the entry of judgment by the Court. If

such plans cannot be completed within that time frame despite a good faith effort to do so, the defendant shall be entitled to a thirty (30) day extension by writing a letter to the Commissioner stating the reason for the delay and the date on which the as-built plans shall be completed.

e. Pilot shall provide the Commissioner with a certification regarding the UST System that:

i. the double wall pipes in the UST System which lead from dispenser pans to the sumps on top of the two 20,000 gallon tanks slope towards the tank top sumps;

ii. the mechanical line leak detectors (MLLD) are capable as installed of detecting a leak of three (3) gallons per hour at ten (10) pounds per square inch line pressure, and that if a leak of that magnitude occurs the MLLD's will restrict or shut-off flow in the leaking pipe;

iii. as to each satellite line which runs from a master pump to a satellite pump (the "Satellite Line"), any release of fuel from the Satellite Line or the flex coupling attaching the Satellite Line to the dispenser will be contained within the interstitial space of the double wall pipe or the dispenser pan and that any release therein equal to a rate of three (3) gallons per hour would trigger the Beaudreau sensors located in the dispenser pans, which would in turn shut down the flow in the leaking Satellite Line; and

iv. all boots and penetration fittings are in place where pipes penetrate the dispenser pans and tank top sumps.

f. For a period of three (3) years from the date of the entry of Judgment by the Court, Pilot shall perform semi-annual testing of the following components of the UST System: the Mechanical Line Leak Detectors (MLLDs); UST tank top sensors; and the sensors in the dispenser pans to assure that they are functioning properly. Pilot shall submit testing results from the tests to the Emergency Response and Spill Prevention Division of the DEP within thirty (30) days of the test results.

g. For a period of three years from the date of entry of Judgment by the Court, Pilot shall conduct monthly inspections of the UST System according to the checklist attached as Ex. B hereto. In particular, the monthly inspection shall ensure that all leak sensor equipment in the tank top sumps and under-dispenser-containment sumps are installed and properly placed in accordance with manufacturer's specifications so that each is capable of detecting a leak of fuel in the event that the fuel levels reach the level of the sensors. Where a manufacturer's specification exists for such sensors, Pilot shall provide the DEP with the manufacturer specifications. If no manufacturer's specification exists, Pilot may utilize PEI "Recommended Practices for the Inspection and Maintenance of UST RP900-08 §8.5.3.6. Pilot shall promptly replace or repair any sensor that is determined to be "defective" or "damaged" as those terms are used in

RCSA § 22a -449(d) – 103(d). The inspection shall be conducted according to, and submitted to the Commissioner on the form attached as Ex. B hereto.

h. Pilot shall annually perform an evaluation of the UST System pursuant to the form A-3 referred to in the PEI RP900 standard, as modified by the parties. The form is attached hereto as Ex. C.

i. Within thirty (30) days of the entry of judgment, Pilot shall develop a protocol for monitoring, recording, reporting, and responding to interstitial monitoring alarms at the site. The protocol shall include but not be limited to employee training at regular intervals, a standardization of the description and method of monitoring and description of the required responses to various alarms. Within forty-five (45) days of the date of the stipulated judgment, Pilot shall submit the protocol to the Commissioner for her review and approval; however, the failure of the Commissioner to approve the protocol shall not constitute a breach of this agreement. Pilot shall follow the approved protocol unless otherwise required by law.

j. Pilot stipulates that it will comply with the requirements of the Underground Storage Tank Regulations, RCSA § 22a-449(d)-101 *et seq.*

4. Additional Remediation if Necessary. Nothing in this Judgment shall limit the Commissioner's ability to require additional investigation and remediation of contamination that is discovered on the Site in the future or which is determined by the Licensed Environmental Professional to have been emanating from the site

but which may or may not be known or may not have occurred at the time of the approval of this Stipulation for Judgment or at the time of the submission of the Investigation Report and/or Remedial Action Plan.

5. Commissioner's Powers. The parties enter this Stipulated Judgment as a judgment on the claims and issues that were raised in the Complaint or Amended Complaint in this action. It is the agreement of the parties that the Judgment entered by the Court shall have both *res judicata* and collateral estoppel effect, that all claims raised in the Complaint and Amended Complaint are merged into this judgment and bar the parties from further litigation thereof. Except for any conduct or violation arising out of the facts which were described in the Complaint or Amended Complaint in this case, nothing in this Judgment shall affect the Commissioner's authority to institute any proceeding to prevent or abate future violations of law, prevent or abate pollution, recover costs and natural resource damages, or to seek or impose penalties for violations of law including but not limited to violations of any permit issued by the Commissioner. Nothing in this paragraph shall prevent the Commissioner from filing any motion or action in court to enforce the terms of this Judgment. The Commissioner expressly agrees that this Judgment resolves all claims for all acts described in the Complaint or Amended Complaint in exchange for Pilot signing this Stipulated Judgment.

6. Defendant's Obligations Under Law. Nothing in this Judgment shall relieve the defendant Pilot of any obligations under applicable federal, state and local law, apart from those acts, issues and claims described in the Complaint and Amended Complaint.

7. Notice of transfer; liability of Defendants and others. Until the Defendants have fully complied with this Stipulation for Judgment, the Defendants shall notify the Commissioner in writing no later than fifteen (15) days after transferring all or any portion of the Site or obtaining a new mailing or location address for its headquarters in Knoxville, Tennessee. The Defendants' obligations under this Judgment shall not be affected by the passage of title to any property to any other person, entity or municipality.

8. Notice to Commissioner of Changes. In the event that Pilot discovers that any report or submittal which Pilot is required to make to the Commissioner under Section 3 of this Stipulation is determined to have a material error, it shall submit a written correction to the Commissioner within fifteen (15) days of discovering the error.

9. No Assurance by Commissioner. No provision of this Judgment and no action or inaction by the Commissioner shall be construed to constitute an assurance by the Commissioner that the actions taken by the defendant Pilot pursuant to this Judgment will result in compliance or prevent or abate pollution.

10. Submission of documents. Any documents required to be submitted to the Commissioner by the Defendants under this Judgment shall, unless otherwise specified in writing by the Commissioner, be directed to:

Peter Zack
Department of Environmental Protection
Emergency Response and Spill Prevention Division
79 Elm Street
Hartford, Connecticut 06106

and

Jeffrey Wilcox
Department of Environmental Protection
Bureau of Water Protection and Land Reuse
Remediation Division
79 Elm Street
Hartford, Connecticut 06106

11. Civil Penalty. The parties to this action agree that a penalty shall be assessed as follows:

Pilot shall pay $75,000 to a Supplemental Environmental Project (SEP) account at the Department of Environmental Protection pursuant to C.G.S. §22a-16a to be used for the purchase of emergency hazardous material equipment for the City of Milford. Payment shall be made by cashier or certified check made payable to the "Treasurer of the State of Connecticut" and delivered to the undersigned Assistant Attorney General. The check shall state in the memo section that it is for "Statewide SEP account." Pilot shall also withdraw all

pending claims of approximately $320,000 before the Underground Storage Tank Petroleum Clean-up Review Board ("UST Board");

Pilot in addition agrees that it shall not submit any further claims to the UST Board for any costs related to any spills up to the date of this Stipulation for Judgment. Pilot represents and asserts that it believes that it has approximately $450,000 in claims that have not yet been submitted to the UST Board.

12. The Parties agree that Pilot and HGCLP do not admit any liability for the claims alleged in the Complaint or Amended Complaint and nothing herein shall be construed to be an admission of liability. This Stipulation for Judgment resolves all allegations contained in the Complaint and Amended Complaint captioned *Gina McCarthy., Commissioner of Environmental Protection v. Pilot Corporation, Pilot Travel Centers, LLC, HGC Limited Partnership*, Docket No. CV X04 HHD-CV07-4027800S.

13. This Stipulated Agreement constitutes the entirety of the agreement of the parties and supersedes any prior discussions, agreement or written embodiment of their discussions. It is the intention of the parties that this be an integrated agreement that should be interpreted based upon the four corners of the document. No party shall be able to modify the agreement except in a written document signed by the parties.

14. This agreement shall be effective from the date on which a judge of the Superior Court enters this Stipulated Judgment as a Judgment of the Superior Court (the "Effective Date") pursuant to the Motion submitted by the parties.

This Stipulated Judgment shall be dated as of the last day on which any of the following parties signs this agreement.

PLAINTIFF
COMMISSIONER OF
DEPARTMENT OF ENVIRONMENTAL
PROTECTION

RICHARD BLUMENTHAL
ATTORNEY GENERAL

10/5/10
Date

BY: _____
Matthew Levine,
Assistant Attorney General and
Attorney for the Commissioner
Juris No. 414845
55 Elm Street
P.O. Box 120
Hartford, CT 06141-0120
Tel. (860) 808-5250
Fax. (860) 808-5386

DEFENDANTS
PILOT CORPORATION,
PILOT TRAVEL CENTER, LLC,
HGC LIMITED PARTNERSHIP

10/5/10
Date

By: _____
J. Christopher Rooney
Their Attorney
Juris No. 012592
Carmody & Torrance LLP
195 Church Street
P.O. Box 1950
New Haven, CT 06509-1950

EXHIBIT A

AREAS OF CONCERN

1. Pilot shall investigate an area referred to as Parcel 3—Truck Wash area consistent with a certain Scope of Work Prepared by Sovereign Consulting Inc. dated September 23, 2010. The parties agree that the September 23, 2010 Scope of Work satisfies the requirements of Paragraph 3.c.i.1 and 3.c.i.2 of the Stipulation for Judgment with the exception of the schedule for conducting the investigation and the schedule for submitting a report presenting the results of that investigation, including recommendations for additional actions, as appropriate.

2. Pilot shall investigate an area known as 20 Eastern Steel Point Rd. located in the Southeast corner of the property.

3. Pilot will continue to remediate the release of non-aqueous phase liquid (NAPL) in and around the vicinity of the two 20,000 gallon diesel underground storage tanks (USTs). Groundwater from selected wells (number and location to be determined in the scope of work) will continue to be collected and analyzed for extractable total hydrocarbons (ETPH). The information generated will assist in defining the degree and extent of the petroleum plume on and possibly emanating from the site as well as evaluating the attenuation of the petroleum plume. When the concentrations of EPA Method 8260 and 8270 constituents in groundwater demonstrate compliance with the numeric criteria of the Remedial Standard Regulations, RCSA §22a-134k-1 *et seq.* (RSRs), or an alternative approved by the Commissioner, and the ETPH petroleum plume is attenuating, as demonstrated by diminishing concentrations of ETPH in groundwater, monitoring for ETPH in the groundwater shall be discontinued. Prior to the time other constituents demonstrate compliance with the RSRs, Pilot may submit a request to discontinue ETPH monitoring and the Department will approve or deny such a request. Groundwater monitoring may be discontinued in accordance with the requirements of the RSRs.

4. Pilot shall investigate the source of benzene and MTBE in monitoring well MW-407 under the Transfer Act, CGS §22a-134 *et seq.*, with a scope of work to be developed by Pilot to include:

   a. Drilling one groundwater monitoring well at a location approximately 1/3 of the way from the concrete dispenser pad for the Current Auto Fueling UST and Dispenser Area (also referred to as AOC-7) to the curb of Woodmont Road, with quarterly monitoring to follow in accordance with the RSR monitoring requirements;

   b. Drilling of three soil borings on the north side of the dispenser pad (i.e. on the side closest to Woodmont Road) in the Current Auto Fueling UST and Dispenser Area. Two of these borings will be used to collect one-time ground water

samples and will then be abandoned. The choice of which two of these three borings will be used for this purpose shall be made by the Commissioner;

c. Drilling of two soil borings on the south side of the dispenser pad of the Current Auto Fueling UST and Dispenser Area (i.e. the side closest to the store);

d. Drilling of one soil boring downgradient and midway between the Auto Fueling USTs and the Auto Fueling Dispensers; and

e. Each of the above borings shall be placed at locations proposed by Pilot's Consultant and approved, in the field, by the DEP, which locations are to be far enough away from the underground piping, wiring, utilities and other subsurface structures to assure that there will be no risk of property damage or personal injury, but as close to the Dispenser Area as possible taking into account safety concerns. For purposes of this section 4.e. only, it is understood and agreed that, for reasons of safety and to protect the structural integrity of the USTs and related improvements, Pilot will not be required to drill into backfill material directly under the concrete dispenser islands and the tanks and piping associated with the UST system placed on the property in connection with the installation of the UST systems and ancillary equipment.

The purpose of this investigation is to determine whether a release has occurred from AOC-7, the Current Auto Fueling UST and Dispenser Area, with the degree of certainty necessary to meet applicable data quality objectives, as set forth in the DEP's 2007 Site Characterization Guidance Document and the RSRs and, in particular, whether AOC-7 has contributed to the concentrations of benzene and MTBE in the groundwater in MW-407.

Pilot's consultant will submit its findings and recommendations to the Commissioner for her review and approval, consistent with DEP's 2007 Site Characterization Guidance Documents and the RSRs.

Pilot Travel Centers Monthly Inspection Checklist

	PEI RP 900 Description	PEI RP 900 Section	Condition	Comments
			If condition is "bad", note the condition that should be serviced or repaired	
Fuel Drop Area				
Check drop caps & gaskets	Fill cover present, not broken or damaged	6.5.1.1	( ) Good ( ) Bad ( ) N/A	
	Fill cap in good condition, seals tightly	6.5.3.1	( ) Good ( ) Bad ( ) N/A	
	No obstruction inside the fill pipe	6.5.3.2	( ) Good ( ) Bad ( ) N/A	
Check condition of manholes & sump lids	Manway cover at grade in good condition, does not touch sump cover, all bolts present (if necessary), handles and lift mechanism in good condition (as applicable)	8.5.3.8	( ) Good ( ) Bad ( ) N/A	
	Penetration fittings intact and secured	8.5.3.3	( ) Good ( ) Bad ( ) N/A	
	Piping interstitial space open to the sump (open piping system only)	8.5.3.4.1	( ) Good ( ) Bad ( ) N/A	
Check the submersible turbine pump to confirm that lights are solid on display panel			( ) Good ( ) Bad ( ) N/A	
Check all sump lids to make sure they are in proper condition	Sump lid, gasket, and seals present and in good condition	8.5.3.7	( ) Good ( ) Bad ( ) N/A	
Check sumps to make sure they are clean and dry	Any water or product removed and disposed of properly	8.5.3.1	( ) Good ( ) Bad ( ) N/A	
Check spill buckets lids for appropriate grade color.	Fill covers are identified by color and located on the correct tank	6.5.1.2	( ) Good ( ) Bad ( ) N/A	
Check the condition of the trench drain grates			( ) Good ( ) Bad ( ) N/A	
Check Observation Wells for fuel (Use plastic bailer)			( ) Good ( ) Bad ( ) N/A	
Check manifold lines for leaks			( ) Good ( ) Bad ( ) N/A	
Inspect Structural Integrity of all SUMPS and CONCRETE PADS. If any problems are detected, attach at detailed explanation of the faults suspected and attach photos.	Sump is free of obvious cracks, holes, bulges, or other obvious defects	8.5.3.2	( ) Good ( ) Bad ( ) N/A	
Verify that all Sump Sensors are securely mounted	Sump sensor properly mounted at the bottom of the sump	8.5.3.5	( ) Good ( ) Bad ( ) N/A	

	PEI RP 900 Description	PEI RP 900 Section	Condition	Comments
			If condition is "bad", note the condition that should be serviced or repaired	
Verify that all Sump Sensors perform shutdown of system		8.5.3.6	( ) Good ( ) Bad ( ) N/A	
Mechanical line-leak detectors properly vented, vent tube not kinked or twisted	Verify that the copper vent tube is connected at both ends to appropriate locations and that the vent tube is not kinked or twisted	8.5.1.2	( ) Good ( ) Bad ( ) N/A	
Flexible connector not twisted, kinked, or bent beyond manufacturer's specifications	Visible flexible connectors are not twisted, kinked or bent beyond the manufacturer's specifications	8.5.1.5	( ) Good ( ) Bad ( ) N/A	
Submersible pump and visible piping and fittings show no signs of leaking	Submersible pump and visible piping and fittings show no signs of leaking	8.5.1.6	( ) Good ( ) Bad ( ) N/A	
Piping in good condition	Visually inspect piping for kinking, sponginess, elongation, cracking, discoloration, corrosion, or any other signs of deterioration.	8.5.1.7	( ) Good ( ) Bad ( ) N/A	
Penetration fittings intact and secured	Visually inspect sump-penetration fittings for tears, cracks or other signs of deterioration	8.5.3.3	( ) Good ( ) Bad ( ) N/A	
Diesel Dispensers				
Inspect diesel pulsar for covers			( ) Good ( ) Bad ( ) N/A	
Check dispenser pans to make sure they are clean and dry and sensors are properly positioned			( ) Good ( ) Bad ( ) N/A	
Check all handle linkages			( ) Good ( ) Bad ( ) N/A	
Check all lighting in dispenser heads			( ) Good ( ) Bad ( ) N/A	
check all dispenser and STP relays for operation			( ) Good ( ) Bad ( ) N/A	
Dispenser parts on hand - should have three gas and diesel nozzles, three hoses, and three breakaways			( ) Good ( ) Bad ( ) N/A	
Junction boxes sealed, not corroded; seal-offs present; intrinsically safe wiring in good condition	Check all electrical junction boxes and conduit for proper seals and excessive corrosion	8.15.1.1	( ) Good ( ) Bad ( ) N/A	
Flexible connector not twisted, kinked, or bent beyond manufacturer's specifications	Check the visible portion of each flexible connector and verify that it is not twisted, kinked, or bent beyond manufacturer's specifications	8.15.1.2	( ) Good ( ) Bad ( ) N/A	

	PEI RP 900 Description	PEI RP 900 Section	Condition	Comments
			If condition is "bad", note the condition that should be serviced or repaired	
Piping in good condition	Visually inspect piping for kinking, sponginess, elongation, cracking, discoloration, corrosion, or any other signs of deterioration.	8.15.1.3	( ) Good ( ) Bad ( ) N/A	
Oil Water Separator on Site				
Compare site to TN General Photo			( ) Good ( ) Bad ( ) N/A	
Stick OWS & log on TN General website (Use plastic bailer and submit readings on-line to TN General)			( ) Good ( ) Bad ( ) N/A	
Storm drain separator			( ) Good ( ) Bad ( ) N/A	
Trench drain clear of debris			( ) Good ( ) Bad ( ) N/A	
Check discharge pump operations, if equipped. There should be no fuel in the discharge chamber.			( ) Good ( ) Bad ( ) N/A	
ATG Console				
ATG Console has no active warnings or alarms	There are no warning or alarm lights blinking or lit	6.4.1.2	( ) Good ( ) Bad ( ) N/A	

Appendix A-3: SAMPLE FORM FOR ANNUAL UNDERGROUND STORAGE SYSTEM INSPECTION CHECKLIST – PAGE 1

Go to *www.pei.org/RP900* for an electronic version of this form

ANNUAL UNDERGROUND STORAGE SYSTEM INSPECTION CHECKLIST			
Facility ID#	Facility Name/Address	Qualified Technician Signature	Date
Pilot #255	465 Old Gate Lane, Milford, CT		
If any problem is found, contact: Joey Cupp		Contact information: 865.300.6150, joey.cupp@pilottravelcenters.com	

Category	Description	PEI/RP900	N/A	Tank 1	Tank 2	Tank 3	Tank 4
Submersible Turbine Pump (STP)		8.5					
All STP	Junction box(es) sealed, not corroded; seal-offs present; intrinsically safe wiring in good condition	8.5.1.1					
	Mechanical line-leak detector properly vented, vent tube not kinked or twisted	8.5.1.2					
	Mechanical line-leak detector passes 3.0 gph test	8.5.1.3					
	Electronic line-leak detector passes 3.0 gph test	8.5.1.4					
	Flexible connector not twisted, kinked, or bent beyond manufacturer's specifications	8.5.1.5					
	Submersible pump and visible piping and fittings show no signs of leaking	8.5.1.6					
	Piping in good condition	8.5.1.7					
No STP Sump	Submersible pump head, flex connector(s) and other metallic product piping are not in contact with soil or water or are cathodically protected	8.5.2.1	NA				
STP in Sump	Any water or product removed and disposed of properly	8.5.3.1					
	Sump is free of cracks, holes, bulges, or other defects	8.5.3.2					
	Penetration fittings intact and secured	8.5.3.3					
	Piping interstitial space open to the sump (open piping system only)	8.5.3.4.1					
	Alarm sounds when pressure or vacuum is released (closed piping system only)	8.5.3.4.2	NA				
	Entire interstitial space under pressure or vacuum (closed piping system only)	8.5.3.4.3	NA				
	Sump sensor properly mounted at the bottom of the sump	8.5.3.5					
	Sensor tested and functional	8.5.3.6					

Appendix A-3: SAMPLE FORM FOR ANNUAL UNDERGROUND STORAGE SYSTEM INSPECTION CHECKLIST – PAGE 2

Go to *www.pei.org/RP900* for an electronic version of this form

Category	Description	PEI/RP900	N/A	Tank 1	Tank 2	Tank 3	Tank 4
	Sump lid, gasket, and seals present and in good condition	8.5.3.7					
	Manway cover at grade in good condition, does not touch sump cover, all bolts present, handles and lift mechanism in good condition (as applicable)	8.5.3.8					
Other Tank-Top Sump		8.6					
Other Tank-Top Sump (Same Procedure as STP Sump)	Any water or product removed and disposed of properly	8.5.3.1					
	Sump is free of cracks, holes, bulges, or other defects	8.5.3.2					
	Penetration fittings intact and secured	8.5.3.3					
	Piping interstitial space open to the sump (open piping system only)	8.5.3.4.1					
	Alarm sounds when pressure or vacuum is released (closed piping system only)	8.5.3.4.2	NA				
	Entire interstitial space under pressure or vacuum (closed piping system only)	8.5.3.4.3	NA				
	Sump sensor properly mounted at the bottom of the sump	8.5.3.5					
	Sensor tested and functional	8.5.3.6					
	Sump lid, gasket, and seals present and in good condition	8.5.3.7					
	Manway cover at grade in good condition, does not touch sump cover, all bolts present, handles and lift mechanism in good condition (as applicable)	8.5.3.8					
Other Sumps		8.7					
All Other Sumps (Same Procedure as STP Sump)	Any water or product removed and disposed of properly	8.5.3.1					
	Sump is free of cracks, holes, bulges, or other defects	8.5.3.2					
	Penetration fittings intact and secured	8.5.3.3					
	Piping interstitial space open to the sump (open piping system only)	8.5.3.4.1					
	Alarm sounds when pressure or vacuum released (closed piping system only)	8.5.3.4.2					
	Entire interstitial space under pressure or vacuum (closed piping system only)	8.5.3.4.3					
	Sump sensor properly mounted at the bottom of the sump	8.5.3.5					
	Sensor tested and functional	8.5.3.6					
	Sump lid, gasket, and seals present and in good condition	8.5.3.7					
	Manway cover at grade in good condition, does not touch sump cover, all bolts present, handles and lift mechanism in good condition (as applicable)	8.5.3.8					
ATG Manhole		8.8					
ATG Manhole	Cap in good condition, seals tightly, hole sealed where probe wire goes through	8.8.1					

Appendix A-3: SAMPLE FORM FOR ANNUAL UNDERGROUND STORAGE SYSTEM INSPECTION CHECKLIST – PAGE 3

Go to *www.pei.org/RP900* for an electronic version of this form

Category	Description	PEI/RP900	N/A	Tank 1	Tank 2	Tank 3	Tank 4
	Wire splices sealed and wire in good condition	8.8.2					
	Junction box and conduit sealed, in good condition	8.8.3					
	Probe and floats in good condition, both floats present and move freely (mag probe)	8.8.4					
	Verify operation of water- and product-level warnings and alarms (mag probe)	8.8.5					
	Manhole cover in good condition, adequate clearance between the ATG probe cap and manhole cover	8.8.6					
Fill Area		8.9					
Drop Tube	Drop tube extends to within 6 inches of the tank bottom (if no flow diffuser present)	8.9.1					
Vapor-Recovery Adaptor	Poppet of vapor-recovery adaptor (also known as a "dry break") moves freely, seals tightly	8.9.2	NA				
Overfill Prevention		8.10					
Drop Tube Shutoff (Flapper Valve)	Valve moves freely and operates according to manufacturer's specifications	8.10.1.1					
	Valve installed at proper height	8.10.1.2					
Ball-Float Valve	Ball float can be removed and inspected	8.10.2.1					
	Cage intact, ball in good condition, moves freely, seats firmly; breather hole open	8.10.2.2					
	Installed at proper height	8.10.2.3					
Overfill Alarm	Alarm mounted near fills, clearly labeled	8.10.3.1					
	Alarm is functional	8.10.3.2					
	Alarm sounds at the proper product level	8.10.3.3					
Leak Detection		8.11					
ATG Console	Console has no active warnings or alarms	8.11.1.1	NA				
	Alarm history shows no recurring leak alarms	8.11.1.2	NA				
	Verify in-tank leak-detection tests are being completed (if used for leak detection)	8.11.1.3	NA				
	Verify correct set-up parameters for the in-tank test	8.11.1.4	NA				
	Verify correct set-up parameters for electronic line-leak detector (if present)	8.11.1.5	NA				
	Verify piping leak-detection tests are being completed (if used for leak detection)	8.11.1.6	NA				
Continuous Interstitial Monitoring	Tank interstitial access is present	8.11.2.1					
	"Dry" tank sensor tested and functional, reinstalled at bottom of tank	8.11.2.2	NA				

Appendix A-3: SAMPLE FORM FOR ANNUAL UNDERGROUND STORAGE SYSTEM INSPECTION CHECKLIST – PAGE 4

Go to *www.pei.org/RP900* for an electronic version of this form

Category	Description	PEI/RP900	N/A	Tank 1	Tank 2	Tank 3	Tank 4
	"Wet" tank sensor functional, reinstalled in proper position	8.11.2.3					
	"Wet" tank leak-detection liquid depth within range specified by manufacturer	8.11.2.4					
Electronic Leak-Detection Monitor	Leak-monitoring console is operational and has no active warnings or alarms	8.11.3.1	NA				
Line Tightness Testing	If pressurized piping has been tested in the last year, review the results and verify that the test passed	8.11.4.1					
	If suction piping has been tested within the last three years, review the results and verify that the test passed.	8.11.4.2	NA				
Under Pump Check Valve (Suction Pump)	Below grade piping operates at less than atmospheric pressure	8.11.5.1	NA				
	Below grade piping slopes continuously back to the tank	8.11.5.2	NA				
	There is only one check valve, and it is located as close as practicable to the suction pump	8.11.5.3	NA				
Tank Tightness Testing	If a tank test has been conducted within the last five years, review the results and verify that the test passed	8.11.6.1	NA				
Continuous Soil-Vapor Monitoring	Sensing device calibrated and tested	8.11.7.1	NA				
Continuous Groundwater Monitoring	Sensing device tested	8.11.8.1	NA				
Corrosion Protection		8.12					
Galvanic CP	Verify that CP testing of all metallic components in contact with soil or water has been conducted within the past three years and test passed	8.12.1.1	NA				
Impressed Current CP	Verify that CP testing has been conducted within the past three years and test passed	8.12.2.1	NA				
	No exposed wires	8.12.2.2	NA				
Tank Lining	Lining inspected as required and in good condition	8.12.3.1	NA				
Miscellaneous		8.13					
Tank Pad & Pavement	Concrete or asphalt over or near tanks is level, no significant cracks	8.13.1.1					
Stage II Liquid-Collection Points	Cap in good condition, fits tightly, little or no liquid in bottom	8.13.2.1	NA				
Stage II Testing	Verify that Stage II testing has been conducted and test results are passing	8.13.3.1	NA				
Site Diagram	Site diagram accurately reflects the site conditions	8.13.4.1					
Initial Fuel Dispenser Inspection		8.14					
Initial Dispenser Inspection	All dispenser components are clean and dry	8.14.1.1					
	If fuel-dispenser sump is present, sump is dry	8.14.1.2					

Appendix A-3: SAMPLE FORM FOR ANNUAL UNDERGROUND STORAGE SYSTEM INSPECTION CHECKLIST – PAGE 5

Go to *www.pei.org/RP900* for an electronic version of this form

Category	Description	PEI/RP900	N/A	Tank 1	Tank 2	Tank 3	Tank 4
Fuel Dispenser Inspection		8.15					
All Dispensers	Junction boxes sealed, not corroded; seal-offs present; intrinsically safe wiring in good condition	8.15.1.1					
	Flexible connector not twisted, kinked, or bent beyond manufacturer's specifications	8.15.1.2					
	Piping in good condition	8.15.1 3					
	Stage II piping functional or else capped and sealed at elevation lower than the fuel dispenser island	8.15.1.4	NA				
Dispensers Without Sumps	Flex connectors and other metallic product piping are not in contact with soil or water or are cathodically protected	8.15.2.1	NA				
Dispensers With Sumps	Any water removed and disposed of properly	8.15.3.1					
	Sump free of trash, debris, and used filters	8.15.3.2					
	Sump is free of cracks, holes, bulges, or other defects	8.15.3.3					
	Penetration fittings intact and secured	8.15.3.4					
Piping Interstitial Space	Piping interstitial space open to the sump	8.15.4.1					
	Piping interstitial space closed to the sump	8.15.4.2					
	Sensor present in the fuel-dispenser sump with closed double-walled piping system	8.15.4.3					
Dispenser Sump Sensors	Sump sensor properly mounted at the bottom of the sump	8.15.5.1					
	Electronic sensor tested and functional	8.15.5.2					
	Mechanical float sensor free to move and properly adjusted	8.15.5.3					

DESCRIBE ANY DEFICIENCIES HERE:

Instructions: Mark each tank where no problem is observed with a checkmark: √
If certain equipment is not required and / or not present, mark checklist in the N/A column.
If a defect is found, mark the checklist with an "X," describe the problem in the "DEFICIENCIES" section, and notify the appropriate person.
Refer to the section in the PEI Recommended Practices on UST system equipment inspection listed in the 'PEI/RP900' column for additional information. Refer to PEI RP500, *Recommended Practices for Inspection and Maintenance of Motor Fuel Dispensing Equipment*, for inspection procedures that apply to fuel dispensing equipment.