

Doc # 2014017697, OR BK 16669 Page 1440,
Number Pages: 21
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Ronnie Fussell CLERK CIRCUIT COURT DUVAL
COUNTY
RECORDING \$180.00

This instrument prepared by:
{ _____ }

This **MEMORANDUM OF AGREEMENT for a RESTRICTIVE COVENANT ("MOARC")** is entered into on this 09 day of JANUARY, 2014, between the Parties, Jacksonville Port Authority ("**JAXPORT**"), a body politic and corporate created and existing under Chapter 2004-319, Laws of Florida, as amended, and the Florida Department of Environmental Protection ("**THE DEPARTMENT**"), a public agency of the State of Florida.

RECITALS:

- A. WHEREAS, JAXPORT plays a critical role in the State of Florida's economy by providing opportunities for job growth and additional revenue; and
- B. WHEREAS, the expansion of the Panama Canal in 2015 represents potential for significant new global opportunity and increased maritime business for the State of Florida because of its geographic location; and
- C. WHEREAS, THE DEPARTMENT aims to balance the interests of port expansion, the potential for growth of commerce, and the State of Florida's economy, while effectively managing present and future identified environmental contamination ("Contamination") within JAXPORT; and
- D. WHEREAS, JAXPORT is the fee simple owner of those certain real properties situated in the County of Duval, State of Florida, more particularly shown on **Exhibit "A"** attached hereto, made a part hereof, and known by the name "Talleyrand Marine Terminal" ("TMT"); and
- E. WHEREAS, Contamination of soils and groundwater Contamination as defined by Rule 62-780.200, Florida Administrative Code ("F.A.C."), currently exists at the TMT and is documented in reports found on file with THE DEPARTMENT's electronic document management system by their respective tracking numbers. The reports also document that groundwater Contamination does not extend beyond TMT's boundaries; and

F. WHEREAS, THE DEPARTMENT Facility Name(s) and Identification Number(s), or other similar Tracking Number(s), for each identified Contamination area within the TMT are more particularly described in **Exhibit "B"** attached hereto and made a part hereof; and

G. WHEREAS, it is the purpose of this MOARC to enable JAXPORT to expeditiously reduce or eliminate the risk of exposure to users and occupants of JAXPORT property and the environment to contaminants and to reduce or eliminate the threat of migration of the contaminants; and

H. WHEREAS, various assessments have been completed on the TMT for identified contamination pursuant to THE DEPARTMENT's appropriate Cleanup Rules and it has been determined by THE DEPARTMENT that Institutional Controls ("ICs") are appropriate on certain parcels of the TMT ; and

I. WHEREAS, for each future petroleum or chemical release resulting in Contamination on the TMT which, after assessment and meeting the requirements of Chapter 62-780, F.A.C., and the provisions of this MOARC, then this MOARC may be used to fulfill the IC requirements necessary to obtain a Conditional Site Rehabilitation Completion Order from THE DEPARTMENT pursuant to Rule 62-780.680, F.A.C. for that release; and

J. WHEREAS, JAXPORT and THE DEPARTMENT have agreed to a procedure, set forth herein, which will allow JAXPORT to use and apply ICs as part of the site rehabilitation process, and will allow THE DEPARTMENT to ensure the long-term integrity of the ICs and that the risk to human health and the environment from contamination is effectively managed, JAXPORT and THE DEPARTMENT hereby assume the following responsibilities.

In the remaining paragraphs, all references to "JAXPORT" and "THE DEPARTMENT" shall also mean and refer to their respective successors and assigns.

NOW THEREFORE, JAXPORT and THE DEPARTMENT, in consideration of the recitals above and other good and valuable consideration, agree as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.

2. JAXPORT hereby imposes the following covenants, conditions, and restrictions to apply to the TMT:

Groundwater

- a. Areas of identified groundwater Contamination at the TMT at concentrations greater than the default Groundwater Cleanup Target Levels ("GCTLs") pursuant to Chapter 62-777, F.A.C., Table 1, hereinafter referred to as the "TMT Groundwater Restriction Areas", are identified in **Exhibit "C"** or as **Exhibit "C"** is modified in the future by agreement of the Parties. Unless permitted by the St. Johns River Water Management District ("WMD") and pre-approved in writing by THE DEPARTMENT, there shall be no use of the groundwater in the TMT Groundwater Restriction Areas for human consumption, irrigation, or food preparation. Groundwater use permitted by existing WMD Permit No. 3-031-84561-1 may continue on the site pursuant to all of the terms of this MOARC and 62-780 F.A.C.

Soils

- b. Areas of identified soil Contamination at the TMT at concentrations greater than the default commercial/industrial direct exposure Soil Cleanup Target Levels (“CTLs”) or Leachability CTLs pursuant to Chapter 62-777, F.A.C., Table II, hereinafter referred to as the “TMT Soil Restriction Areas”, are identified in **Exhibit “D”** or as **Exhibit “D”** is modified in the future by agreement of the Parties. The TMT Soil Restriction Areas shall be permanently covered and maintained with an impermeable material that prevents human exposure and generally prevents water infiltration (hereinafter referred to as the “Engineering Control”). An Engineering Control Maintenance Plan (“ECMP”) shall be maintained that includes the frequency of inspections and the criteria for determining when the Engineering Control requires maintenance. Said ECMP is attached as **Exhibit “E”**.
- c. Excavation and construction below the Engineering Control is not prohibited in the TMT Soil Restriction Areas, provided any excavated soils are properly managed pursuant to Chapter 62-780, F.A.C., and any other applicable local, state, and federal requirements. Nothing herein shall limit any other legal requirements regarding construction methods and precautions that must be taken to minimize risk of exposure while conducting work in the TMT Soil Restriction Areas. Temporary storage or stockpiling of contaminated soils within said TMT Soil Contamination Areas shall be conducted in accordance with Rule 62-780.500(5)(a)(7), F.A.C., in the same general location where the excavated soils were removed. Return of contaminated soils to an excavation within the TMT Soil Restriction Areas shall be allowed by THE DEPARTMENT, provided that JAXPORT restores a minimum of two (2) feet of uncontaminated soil and impermeable cap over the contaminated soils.
- d. Nothing in this MOARC shall prevent, limit or restrict any excavation or construction at or below the ground surface outside the boundary of the TMT Soil Restriction Areas, subject to local, state, and federal requirements.

Dewatering Activities

- e. For any dewatering activities in the TMT Groundwater and/or the TMT Soil Restriction Areas (collectively called “Areas”), a plan pre-approved by THE DEPARTMENT must be in place to address and ensure the appropriate handling, treatment, and disposal of any extracted groundwater that may be contaminated.

Stormwater

- f. Attached as **Exhibit “F”**, and incorporated by reference herein, is a Sketch identifying the size and location of existing stormwater swales, stormwater detention or retention facilities, and ditches in the Areas. Such existing features shall not be altered, modified or expanded, and there shall be no construction of new stormwater swales, stormwater detention or retention facilities or ditches within the said Areas without prior written approval from THE DEPARTMENT in addition to any authorizations required by the WMD.

Land Use Restrictions

- g. TMT shall only be used for industrial Port and Port related uses. The loading, unloading, and packaging of meat, plants, or food products are considered industrial uses. Land uses other than industrial occurring on the TMT must consider the restrictions in this document and shall be disclosed to THE DEPARTMENT.
3. TMT shall meet the applicable surface water CTLs as specified in Chapter 62-777, F.A.C., Table I freshwater surface water criteria column or marine surface water criteria column. Where surface water is or may be exposed to contaminated groundwater, based on monitoring well data, the point of measuring compliance with the surface water standards shall be in the groundwater from the landward side immediately adjacent to the surface water body.
4. JAXPORT shall record this MOARC in the public records of Duval County. This MOARC is intended to apply to all parcels on the TMT. JAXPORT shall reference the MOARC and enumerate the MOARC restrictions in any future Master Plan or Master Plan updates that are prepared pursuant to Section 163.3245, F.S.
5. THE DEPARTMENT shall include the MOARC restrictions in THE DEPARTMENT'S Division of Waste Management online Institutional Controls Registry.
6. JAXPORT shall grant THE DEPARTMENT right of entry upon and access to the TMT at reasonable times and with reasonable notice to JAXPORT for the purpose of monitoring the requirements contained herein. All right of entry by THE DEPARTMENT must meet JAXPORT security requirements.
7. It is the intention of JAXPORT that this MOARC shall touch and concern the TMT, run with the land and with the title to the TMT, and shall apply and be binding upon and inure to the benefit of JAXPORT and THE DEPARTMENT, and to any and all parties hereafter having any right, title or interest in the TMT or any part thereof. THE DEPARTMENT may enforce the terms and conditions of this MOARC by injunctive relief and other appropriate available legal remedies. Any forbearance on behalf of THE DEPARTMENT to exercise its rights in the event of the failure of JAXPORT to comply with the provisions of this MOARC shall not be deemed or construed to be a waiver of THE DEPARTMENT's rights hereunder. This MOARC shall continue in perpetuity, unless otherwise modified in writing by JAXPORT and THE DEPARTMENT. This MOARC may also be enforced in a court of competent jurisdiction by any other person, firm, corporation, or governmental agency that is substantially benefited by these requirements. If JAXPORT does not or will not be able to comply with any or all of the provisions of this MOARC, then JAXPORT shall notify THE DEPARTMENT in writing within five (5) business days. Additionally, JAXPORT shall notify THE DEPARTMENT thirty (30) days prior to any conveyance or sale, granting or transferring of the TMT or portion thereof, to any heirs, successors, assigns, or grantees, including without limitation, the conveyance of any security interest in the TMT.
8. In order to ensure the perpetual nature of this MOARC, JAXPORT shall reference this MOARC in any deed of conveyance or lease, including the recording book and page of record of this MOARC. Furthermore, prior to the entry into a landlord-tenant relationship with respect to the TMT, JAXPORT agrees to notify in writing all proposed tenants of TMT of the existence and contents of this MOARC.

9. This MOARC is binding until a release is executed by THE DEPARTMENT and is recorded in the public records of Duval County. To receive prior approval from THE DEPARTMENT to remove any requirements herein on the Areas, applicable cleanup target levels established pursuant to Florida Statutes and THE DEPARTMENT rules must be achieved. This MOARC may be modified in writing only. Any subsequent amendment must be executed by both JAXPORT and THE DEPARTMENT and be recorded by JAXPORT as an amendment hereto.

10. If any provision of this MOARC is held to be invalid by any court of competent jurisdiction, the invalidity of that provision shall not affect the validity of any other provisions of the MOARC. All such other provisions shall continue unimpaired and in full force and effect.

11. JAXPORT covenants and represents that on the date of execution of this MOARC, JAXPORT is seized of the TMT in fee simple and has good right to create, establish, and impose this MOARC on the use of the TMT. JAXPORT also covenants and warrants that the TMT is free and clear of any and all liens, mortgages, or encumbrances that could impair JAXPORT's rights to impose these requirements described in this MOARC.

IN WITNESS WHEREOF, the lawful representations of the parties have caused this MOARC to be signed as follows:

Form Approved By:

Jody Brooks
Office of General Counsel

JAXPORT

By: [Signature]

BRIAN W. TAYLOR
Chief Executive Officer
Jacksonville Port Authority
2831 Talleyrand Ave.
Jacksonville, FL 32206

Signed, sealed, and delivered in
in the presence of:

[Signature]
Witness Signature

SCOTT SKINNER
Printed Name

12/17/2013
Date

[Signature]
Witness Signature

Rebecca Dicks
Printed Name

12.17.13
Date

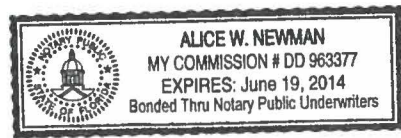
STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 20th day of December, 2013, by Brian W. Taylor.

Who is personally known to me

Who produced identification

Type of Identification



Notary Public, State of Florida at Large
Alice W. Newman

FLORIDA DEPARTMENT OF ENVIRONMENTAL PROTECTION
By:

Approved as to form by:

Toni Sturtevant
Toni Sturtevant, Asst. General Counsel
Office of General Counsel

Jorge Caspary
JORGE CASPARY, P.G.
Director

Dept. of Environmental Protection
Division of Waste Management
2600 Blairstone Road
Tallahassee, FL 32399-2400

Signed, sealed, and delivered in
in the presence of:

Daniel S. Shores
Witness Signature

Wayne S. Kiger
Witness Signature

Daniel S. Shores
Printed Name

WAYNE S. KIGER
Printed Name

01/09/2014
Date

1/9/14
Date

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 09 day of JANUARY,
2014, by Jorge Caspary.

Who is personally known to me

Who produced identification

Type of Identification

Judith Pennington
Notary Public, State of Florida at Large



JUDITH PENNINGTON
MY COMMISSION # EE 022582
EXPIRES: September 10, 2014
Bonded Thru Budget Notary Service

Exhibit List:

- Exhibit A:** JAXPORT PROPERTY – Talleyrand Marine Terminal
- Exhibit B:** List of FDEP Facility Names and Identification Numbers for Documented TMT Soil and Groundwater Contamination Areas
- Exhibit C:** Sketch of TMT Groundwater Restriction Areas
- Exhibit D:** Sketch of TMT Soil Restriction Areas
- Exhibit E:** Engineering Control Maintenance Plan for TMT Soil and/or Groundwater Restriction Areas
- Exhibit F:** Sketch of Stormwater Management Facilities in TMT Groundwater and Soil Restriction Areas



TMT BOUNDARY

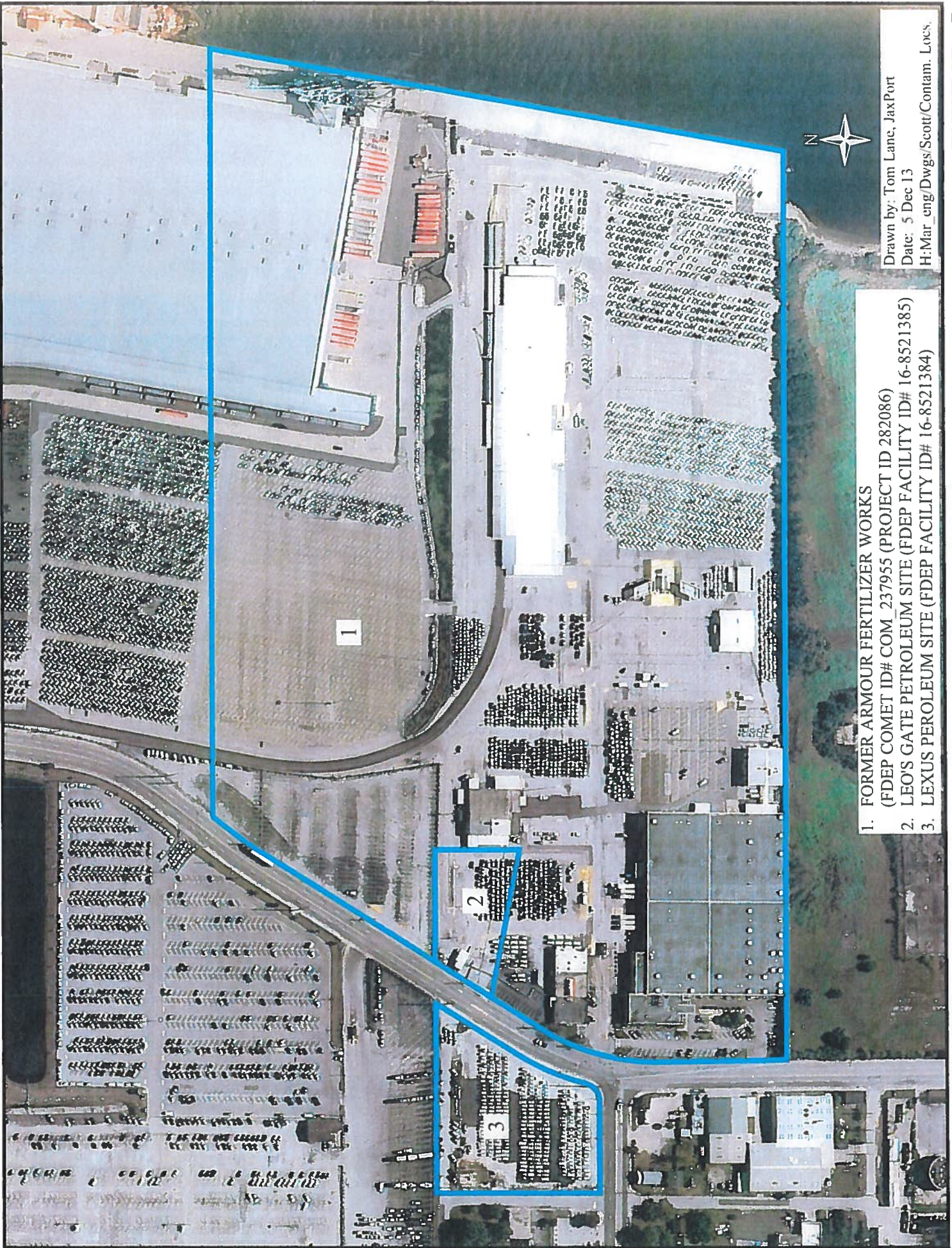
- 1. FORMER ARMOUR FERTILIZER WORKS
(FDEP COMET ID# COM_237955 (PROJECT ID 282086)
- 2. LEO'S GATE PETROLEUM SITE (FDEP FACILITY ID# 16-8521385)
- 3. LEXUS PEROLEUM SITE (FDEP FACILITY ID# 16-8521384)

Drawn by: Tom Lane, JaxPort
Date: 5 Dec 13
H:Mar_eng/Dwgs/Scott/Contam. Locs.

**EXHIBIT A
JAXPORT PROPERTY - TALLEYRAND MARINE TERMINAL**

City of Jacksonville Real Estate Parcel Nos.	Street Number	Name	Type
1153270000	2813	TALLEYRAND	AV
1153270500	0	TALLEYRAND	AV
1153270510	0	TALLEYRAND	AV
1153271000	1851	TALLEYRAND	AV
1153272000	0	TALLEYRAND	AV
1153273000	0	TALLEYRAND	AV
1153273100	2085	TALLEYRAND	AV
1153273200	0	TALLEYRAND	AV
1153273300	0	TALLEYRAND	AV
1153273400	2701	TALLEYRAND	AV
1153273500	2085	TALLEYRAND	AV
1153274000	2831	TALLEYRAND	AV
1153275000	3001	TALLEYRAND	AV
1156590000	1945	THELMA	ST

Total (14 Parcels)



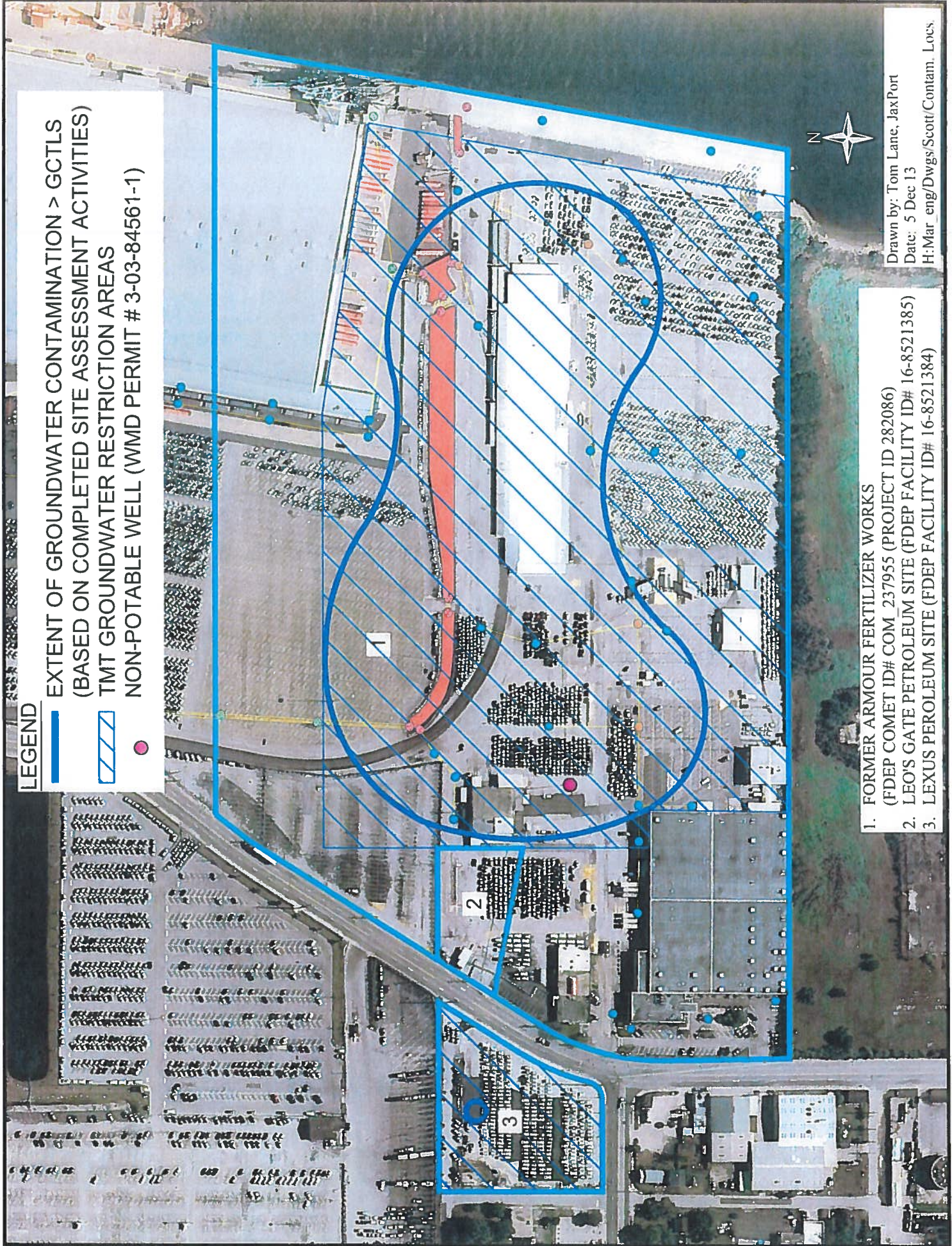
Drawn by: Tom Lane, JaxPort
Date: 5 Dec 13
H:\Mar_eng\Dwgs\Scott\Contam. Locs.

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(FDEP COMET ID# COM 237955 (PROJECT ID 282086)
- 2. LEO'S GATE PETROLEUM SITE (FDEP FACILITY ID# 16-8521385)
- 3. LEXUS PEROLEUM SITE (FDEP FACILITY ID# 16-8521384)

EXHIBIT - B

EXHIBIT B
LIST OF FDEP FACILITY NAMES AND IDENTIFICATION NUMBERS FOR DOCUMENTED
TMT SOIL AND GROUDWATER CONTAMINATION AREAS

Facility Name	FDEP Facility ID
Former Armour Fertilizer Facility	COMET Site ID # COM_237955 / Project ID # 282086
Leo's Gate Petroleum Site	16-8521385
Lexus Petroleum Site	16-8521384

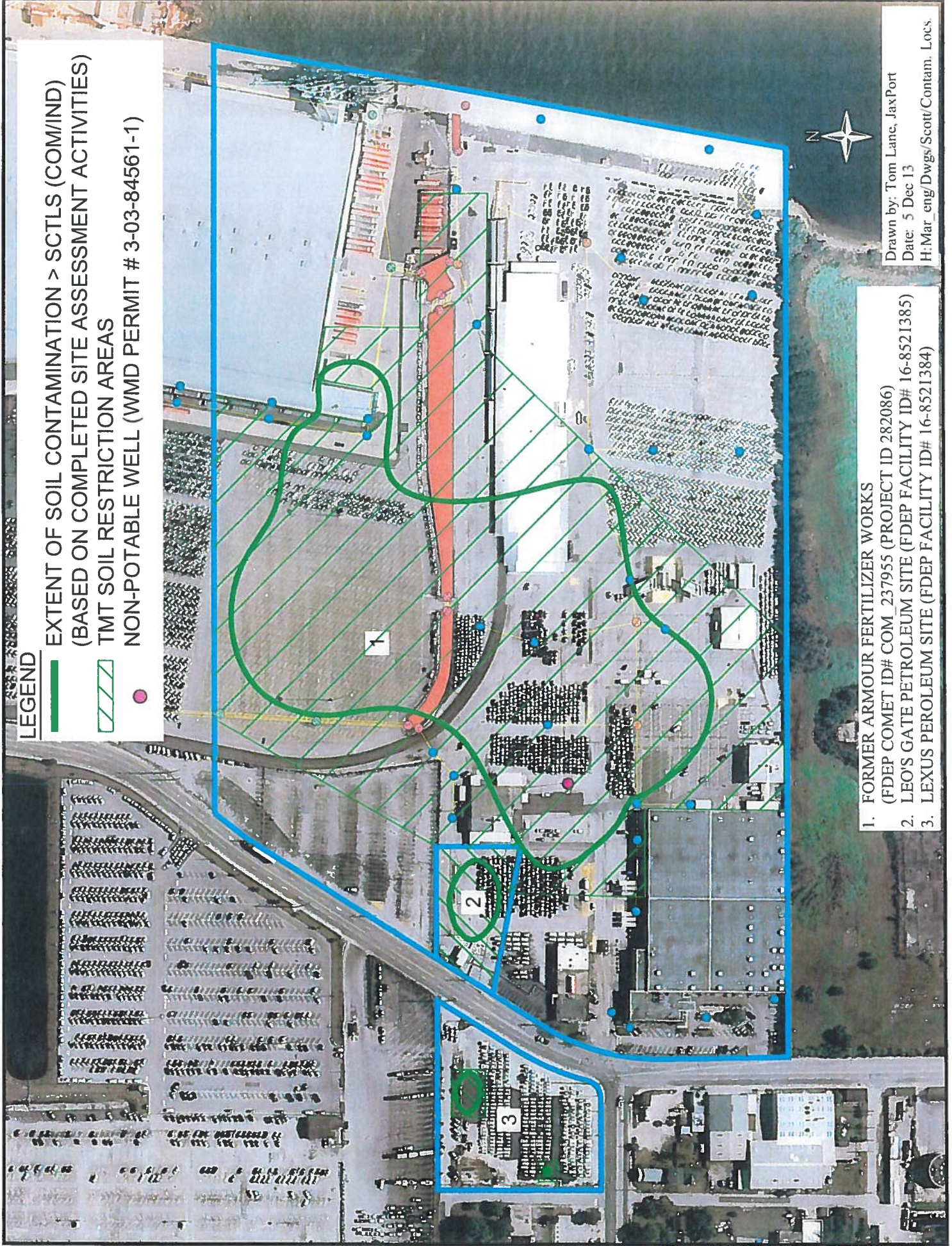


LEGEND

- EXTENT OF GROUNDWATER CONTAMINATION > GCTLs (BASED ON COMPLETED SITE ASSESSMENT ACTIVITIES)
- TMT GROUNDWATER RESTRICTION AREAS
- NON-POTABLE WELL (WMD PERMIT # 3-03-84561-1)

1. FORMER ARMOUR FERTILIZER WORKS (FDEP COMET ID# COM 237955 (PROJECT ID 282086))
2. LEO'S GATE PETROLEUM SITE (FDEP FACILITY ID# 16-8521385)
3. LEXUS PEROLEUM SITE (FDEP FACILITY ID# 16-8521384)

Drawn by: Tom Lane, JaxPort
 Date: 5 Dec 13
 H:Mar eng/Dwgs/Scott/Contam. Locs



LEGEND

- EXTENT OF SOIL CONTAMINATION > SCTLs (COM/IND)
(BASED ON COMPLETED SITE ASSESSMENT ACTIVITIES)
- TMT SOIL RESTRICTION AREAS
- NON-POTABLE WELL (WMD PERMIT # 3-03-84561-1)

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Drawn by: Tom Lane, JaxPort
 Date: 5 Dec 13
 H:Mar_eng/Dwgs/Scott/Contam. Locs.

Exhibit E

**ENGINEERING CONTROL MAINTENANCE PLAN
JACKSONVILLE PORT AUTHORITY – TALLEYRAND MARINE TERMINAL
MEMORANDUM OF AGREEMENT FOR A RESTRICTIVE COVENANT (“MOARC”)
(1) FORMER ARMOUR FERTILIZER FACILITY (FDEP COMET FACILITY ID
COM_237955/PROJECT ID 282086)
(2) LEO’S GATE FACILITY (FDEP FACILITY ID 16-8521385)
(3) LEXUS FACILITY (FDEP FACILITY ID 16-8521384)**

1.0 Purpose

The purpose of this Engineering Control Maintenance Plan (the “Plan”) is to provide details of the inspection and maintenance requirements for the existing engineering control (the “Cap”) at the Jacksonville Port Authority (“Jaxport”) for the following Talleyrand Marine Terminal (“TMT”) Soil and Groundwater Restriction Areas, collectively known as the “Sites”) covered under the MOARC:

Facility Name	FDEP Facility ID
1) Former Armour Fertilizer Facility	COMET Site ID # COM_237955 / Project ID # 282086
2) Leo’s Gate Petroleum Site	16-8521385
3) Lexus Petroleum Site	16-8521384

The Cap covers petroleum and arsenic-impacted soils and groundwater at the Sites and serves as a barrier to prevent direct human contact. The Cap also acts as an infiltration barrier to minimize potential soil-to-groundwater impacts.

2.0 Description of the Existing Cap

The Cap-covered Sites is located in the southern portion of the TMT and are illustrated in the attached sketch (see **Appendix A**). The Cap generally consists of both asphaltic and concrete surface layers and a limestone rock base installed over existing Site soils.

3.0 Cap Annual Inspections

Inspections of the Cap will be performed annually by JAXPORT’s Port Engineer, Project Engineer, or contracted engineering consultant representative. The inspections will be performed to observe the integrity of the Cap system, and to evaluate damage due to settling, exposure to the weather, wear from traffic, and effects of increasing age that may cause infiltration into or exposure to underlying soils. The inspections will also document any changes in Site activities or uses that may adversely impact the integrity or function of the Cap.

During each inspection, areas of Cap damage resulting in water infiltration will be documented. Each inspection report will include recommendations for necessary repairs of these areas. Once repairs are completed, they will be documented on a follow-up inspection and maintenance report. A blank inspection and maintenance report is shown in **Appendix B**.

JAXPORT will maintain a log of all completed inspections and follow-up repair actions. JAXPORT will make its inspection log and inspection reports available for review, as necessary, by Florida Department of Environmental Protection (“FDEP”) representatives upon their request.

Exhibit E

4.0 Maintenance Activities

If problems are noted during the annual Cap inspections or at any other time during the year, repairs will be scheduled as soon as practicable. Repairs can include patching and filling or resurfacing. In the event that necessary maintenance activities expose the underlying soils, maintenance workers who will come into direct contact with the soils beneath the limerock base must be appropriately trained and wear appropriate personal protection equipment.

Return of excavated, contaminated soils to an excavation within the Sites is permitted by FDEP provided that Jaxport restores a minimum of two feet of uncontaminated soil and impermeable Cap over the contaminated soils.

In the event the Cap is removed or replaced, the replacement barrier must be equally impervious. Any replacement barrier will be subject to the same inspection and maintenance guidelines as outlined in this Plan.

5.0 Professional Certification

In accordance with the provisions of Florida Statutes, Chapter 471 ("Engineering"), this Plan was prepared under the direct supervision of a Professional Engineer licensed in the State of Florida. The undersigned certifies that he is familiar with the Sites and the requirements of Chapter 62-780.680 ("No Further Action and No Further Action with Controls"), Florida Administrative Code. The undersigned further certifies that the inspection and maintenance protocols described in this Plan are sufficient to ensure adequate long-term performance of the Cap, including serving as a barrier to prevent direct human contact with underlying soils and to minimize infiltration of precipitation.



Lynn Westbrook, P.E.
Florida Registration No. 53508

12/9/13

Date

APPENDIX A
SITE SKETCH

STORMWATER LEGEND

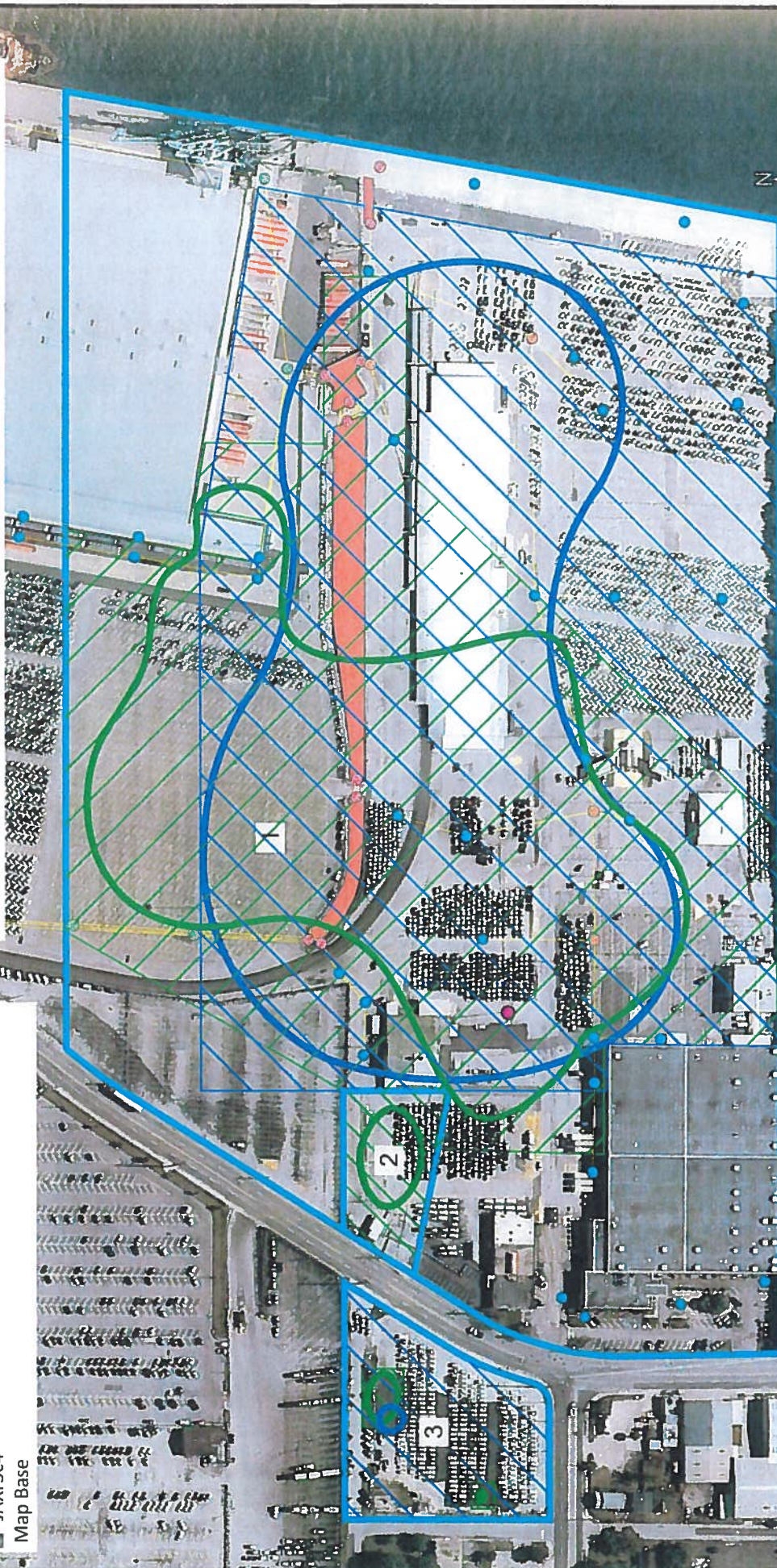
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- JAXPORT_STORMWATER_JUNCTION_BOX
- JAXPORT_STORMWATER_INLET
- JAXPORT_STORMWATER_ENDWALL
- JAXPORT_STORMWATER_CONTROL_STRUCTURE
- JAXPORT_STORMWATER_CONCRETE-LINED_DITCH
- JAXPORT_STORMWATER_PIPE

JAXr3c4

Map Base

LEGEND

- EXTENT OF SOIL CONTAMINATION > SCTLs (COM/IND)
(BASED ON COMPLETED SITE ASSESSMENT ACTIVITIES)
- TMT SOIL RESTRICTION AREAS
- EXTENT OF GROUNDWATER CONTAMINATION > GCTLs
- TMT GROUNDWATER RESTRICTION AREAS
- NON-POTABLE WELL (WMD PERMIT # 3-03-84561-1)



Drawn by: Tom Lane, JaxPort
 Date: 5 Dec 13
 H:Mar_eng/Dwgs/Scott/Contam. Locs.

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(FDEP COMET ID# COM 237955 (PROJECT ID 282086))
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3. LEXUS PEROLEUM SITE (FDEP FACILITY ID# 16-8521384)

APPENDIX B

ENGINEERING CAP INSPECTION AND MAINTENANCE REPORT

**ENGINEERING CAP INSPECTION AND MAINTENANCE REPORT
JACKSONVILLE PORT AUTHORITY**

- (1) Former Armour Fertilizer Facility
(COMET Site ID # COM_237955 / Project ID # 282086)
(2) Leo's Gate Petroleum Site (Facility ID 16-8521385)
(3) Lexus Petroleum Site (Facility ID 16-8521384)

Inspector:	Date of Inspection:
Agency/Company:	Reason for Inspection (Check as Appropriate):
Phone:	Annual Inspection:
E-Mail:	Maintenance Inspection:

Purpose of Inspection:

The engineered cap will be inspected for evidence of deterioration, cracks and other potential problems that can cause infiltration into or exposure to underlying soils. The inspections will be performed to observe the integrity of the cap system, and to evaluate damage due to settling, exposure to the weather, wear from traffic, and effects of increasing age. The inspections will also document changes in site activities or uses that may negatively impact the integrity or function of the cap. This report will document any areas of cap damage resulting in water infiltration and recommendations for the repair of these areas. Once repairs are completed, the area will be re-inspected and repairs documented in a follow-up inspection report.

Items Noted During Inspection:

	Yes	No	Identify Location of Any "Yes" here and on attached site plan
Cracking			
Erosion Damage			
Settlement			
Ruts/Potholes			
Seepage			
Ponded Water			
Other (Describe)			

General Inspection Comments:

Recommendations:

Signature of Inspector: _____

Date: _____

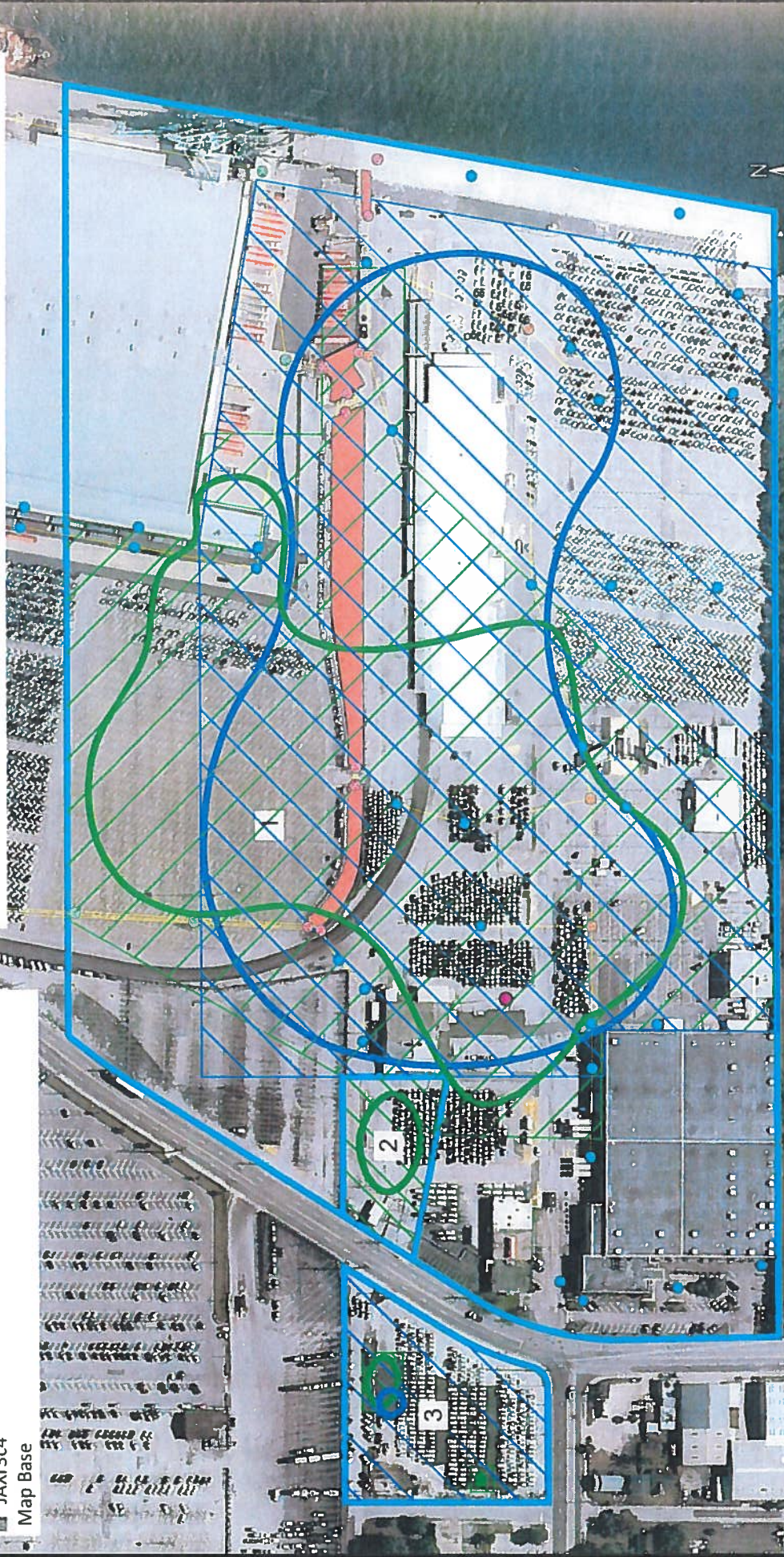
STORMWATER LEGEND

- JAXPORT_STORMWATER_MANHOLE
- JAXPORT_STORMWATER_JUNCTION_BOX
- JAXPORT_STORMWATER_INLET
- JAXPORT_STORMWATER_ENDWALL
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JAXr3c4
Map Base

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- EXTENT OF SOIL CONTAMINATION > SCTLs (COM/IND)
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