



Mike DeWine, Governor
Jon Husted, Lt. Governor
Laurie A. Stevenson, Director

January 14, 2020

Littlejohn & Co, LLC
8 Sound Shore Drive
Suite 303
Greenwich, Connecticut 06830

**Re: Apex Sanitary Landfill
Director's Final Findings and Orders (DFFO)
DFFO
Municipal Solid Waste Landfills
Jefferson County
MSWL018772**

**Re: Apex Sanitary Landfill
Director's Final Findings and Orders
DFFO
Municipal Solid Waste
Transfer Facilities
Belmont County
SWTF018372**

**Re: Apex Sanitary Landfill
Director's Final Findings and Orders
DFFO
Scrap Tires
Belmont County
ST018298**

Subject: Final Findings and Orders of the Director

Dear Sir or Madam:

Transmitted herewith are the Final Findings and Orders of the Director concerning the matter indicated for Littlejohn & Co, LLC.

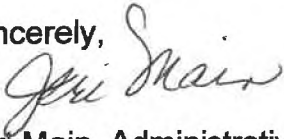
You are hereby notified that this action of the Director of Ohio EPA (Director) is final and may be appealed to the Environmental Review Appeals Commission pursuant to Section 3745.04 of the Ohio Revised Code. The appeal must be in writing and set forth the action complained of and the grounds upon which the appeal is based. The appeal must be filed with the Commission within thirty (30) days after notice of the Director's action. The appeal must be accompanied by a filing fee of \$70.00 made payable to "Treasurer, State of Ohio." The Commission, in its discretion, may reduce the fee if by affidavit it is demonstrated that payment of the full amount of the fee would cause extreme hardship. Notice of the filing of the appeal shall be filed with the Director within three (3) days of filing with the Commission. Ohio EPA requests that a copy of the appeal be served upon the Ohio Attorney General's Office, Environmental Enforcement Section. An appeal may be filed with the Environmental Review Appeals Commission at the following address:

**Environmental Review Appeals Commission
30 East Broad Street, 4th Floor
Columbus, Ohio 43215**

Central Office • 50 W. Town St. • Suite 700 • P.O. Box 1049 • Columbus, OH 43216-1049
www.epa.ohio.gov • (614) 644-3020 • (614) 644-3184(fax)

If you have any questions, please contact Teri Finfrock at (614) 644-3037.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jeri Main".

Jeri Main, Administrative Professional Unit
Division of Materials & Waste Management

Enclosure

cc: Teri Finfrock, Legal
Joe Goicochea, DMWM, SEDO
Kelly Jeter/Bruce McCoy/Carl Mussenden, DMWM, CO
Brian Dearth, DMWM, CO
Frank Reed, Freed@fbtlaw.com

**BEFORE THE
OHIO ENVIRONMENTAL PROTECTION AGENCY**

In the Matter of:

Littlejohn & Co, LLC	:	<u>Director's Final Findings</u>
8 Sound Shore Drive, Suite 303	:	<u>and Orders</u>
Greenwich, Connecticut 06830	:	

Respondent

PREAMBLE

It is hereby agreed by the parties hereto as follows:

I. JURISDICTION

Ohio EPA JAN 14 '20
Entered Director's Journal

These Director's Final Findings and Orders ("Orders") are hereby issued to Littlejohn & Co, LLC ("Respondent") pursuant to the authority vested in the Director of the Ohio Environmental Protection Agency ("Ohio EPA") under Ohio Revised Code ("ORC") Sections 3734.02(G) and 3734.13.

II. PARTIES

These Orders shall apply to and be binding upon Respondent, and its successors in interest liable under Ohio law. No changes in ownership relating to its Facility, as hereinafter defined, will in any way alter Respondent's obligations under these Orders.

III. DEFINITIONS

Unless otherwise stated, all terms used in these Orders shall have the same meaning as defined in ORC Chapter 3734, and the rules promulgated thereunder.

IV. FINDINGS OF FACT

The Director has determined the following findings:

1. By letter dated January, 7, 2020, the Respondent, through its counsel, indicates that it intends to own 38.5% of Apex Environmental LLC. This transaction includes the Apex Municipal Solid Waste Landfill, located at 11 County Road 78, Amsterdam, Jefferson County, Ohio, and the Apex Environmental Transfer & Tire Collection Facility, located at 53002 High Ridge Road, Bridgeport, Belmont County, Ohio 43912.

2. Apex Sanitary Landfill ("Landfill") and the Apex Transfer Station ("Transfer Station") are each a "Facility" as that term is defined under ORC Section 3734.01(N).
3. The Landfill is a "sanitary landfill facility" as defined under OAC Rule 3745-27-01(S)(4).
4. The Transfer Station is a "solid waste transfer facility" as defined under OAC Rule 3745-27-01(S)(28).
5. Both Facilities are regarded as "off-site facilities" as that term is defined in ORC Section 3734.41(G) and Ohio Administrative Code ("OAC") Rule 109:6-1-01(R).
6. ORC Section 3734.42(I)(1) provides, in pertinent part, that "[w]henver there is a change in ownership of any off-site solid waste facility, . . . the prospective owner shall file a disclosure statement with the attorney general and the director at least one hundred eighty days prior to the proposed change in ownership." Under ORC Section 3734.42(I)(1), the Director is authorized to disapprove the change in ownership if he determines that the disclosure statement or the investigative report contains information that would require a denial of a permit under ORC Section 3734.44.
7. By letter dated December 11, 2019, the Ohio Attorney General, Environmental Background Investigation Unit transmitted a change of ownership investigative report to Ohio EPA regarding Action Environmental Group, Inc. Action Environmental Group, Inc. is an entity holding a minor ownership interest in Apex Environmental, LLC.
8. In correspondence received in January 7, 2020, Respondent notified Ohio that Respondent intended to enter into a transaction where Littlejohn & Co, LLC will hold the main ownership interest of Apex Environmental, LLC while Prophet Equity, Summer Street Capital and Action Environmental will become minor ownership interests of Apex Environmental, LLC. In this correspondence, Respondent also requested an exemption pursuant to ORC Section 3734.02(G) from the 180-day pre-notification requirement specified in ORC Section 3734.42(I)(1).
9. Since Ohio EPA's receipt of Respondent's correspondence referenced in Finding No. 8 of these Findings and Orders, Respondent has contacted the Office of the Attorney General to begin the disclosure statement application process pursuant to ORC Section 3734.42(F).
10. ORC Section 3734.42(I)(3) defines the term "change in ownership" to include "any change in the names, other than those of officers, directors,

partners, or key employees, contained in the disclosure statement." The transaction will result in a change in ownership of the Facility.

11. ORC Section 3734.42(I)(2) provides that "[i]f the parties to a change in ownership decide to proceed with the change prior to the action of the director on the disclosure statement and investigative report, the parties shall include in all contracts or other documents reflecting the change in ownership language expressly making the change in ownership subject to the approval of the director and expressly negating the change if it is disapproved by the director pursuant to division (F)(1) of this section."
12. Pursuant to ORC Section 3734.02(G), the Director may, by order, exempt any person collecting, storing, or disposing of solid waste in such quantities or under such circumstances from any requirement of ORC Chapter 3734, if, in the determination of the Director, it is unlikely that the public health or safety or the environment will be adversely affected thereby. Any such exemption shall be consistent with and equivalent to rules promulgated under the Resource Conservation and Recovery Act of 1976, 90 Stat. 2806, 42 U.S.C. Section 6921, et seq., as amended.
13. Pursuant to ORC Section 3734.02(G), the Director has determined that exempting the Respondent from the requirement to submit an environmental background investigation disclosure statement at least 180 days prior to the proposed "change in ownership" described above is unlikely to adversely affect public health or safety or the environment.

V. ORDERS

The Director hereby issues the following Orders:

1. The Respondent is hereby exempted from the requirement to file a disclosure statement at least 180 days prior to the date of the proposed change in ownership of Apex Environmental LLC and both the Apex Municipal Solid Waste Landfill, located at 11 County Road 78, Amsterdam, Jefferson County, Ohio, and the Apex Transfer Station, located at 53002 High Ridge Road, Bridgeport, Belmont County, Ohio to Respondent, as required in ORC Section 3734.42(I)(1) and OAC Rule 109:6-1-02(A)(3).
2. Except as otherwise expressly provided herein, the Respondent shall comply with all other applicable requirements of ORC Chapter 3734 and the rules adopted thereunder, as well as OAC Chapter 109:6-1, in connection with the purchase of the Facilities.

VI. OTHER APPLICABLE LAWS

All actions required to be taken pursuant to these Orders shall be undertaken in accordance with the requirements of all applicable local, state and federal laws and regulations. These Orders do not waive or compromise the applicability and enforcement of any other statutes or regulations applicable to Respondent or the Facility. If the parties to a change in ownership decide to proceed with the change prior to the action of the director on the disclosure statement and investigative report, the parties shall include in all contracts or other documents reflecting the change in ownership language expressly making the change in ownership subject to the approval of the director and expressly negating the change if it is disapproved by the director pursuant to ORC Section 3734.42(l)(1).

VII. RESERVATION OF RIGHTS

Ohio EPA reserves all rights, privileges and causes of action. Nothing contained herein shall be construed to prevent Ohio EPA from exercising its lawful authority to require Respondent to perform additional activities pursuant to ORC Chapters 3734. or 3714. or any other applicable law in the future.

VIII. EFFECTIVE DATE

The effective date of these Orders is the date these Orders are entered into the Ohio EPA Director's journal.

IT IS SO ORDERED:

OHIO ENVIRONMENTAL PROTECTION AGENCY

A handwritten signature in cursive script, appearing to read "Laurie A. Stevenson", is written over a horizontal line.

Laurie A. Stevenson, Director
Ohio EPA