

**Tronox Natural Resource Trustee Restoration Council  
Resolution No. 2021-01 (Resolution)**

**Implementation of the Mineola Nature Preserve Restoration and Enhancement and  
Neches River Bottomland Forest Acquisition Projects**

1. The Tronox Natural Resource Trustee Restoration Council (Trustee Council), comprised of the Texas Commission on Environmental Quality (TCEQ), Texas Parks and Wildlife Department (TPWD), Texas General Land Office (GLO) (collectively, the State Trustees), and the United States Fish and Wildlife Service (USFWS) on behalf of the United States Department of the Interior (DOI) authorized the use of \$500,000 for the Mineola Nature Preserve Restoration and Enhancement project (Mineola Project) and \$2,200,000 for the Neches River Bottomland Forest Acquisition project (Neches River Project) pursuant to the *Final Restoration Plan / Environmental Assessment for Former Kerr-McGee Chemical Corporation Wood-Treating Facility (Tronox LLC), Texarkana, Bowie County, Texas* (Final RP/EA) dated March 2019.
2. In accordance with the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), 42 U.S.C. §§ 9601 et seq.; the *In re Tronox Incorporated, et al., United States Bankruptcy Court, Southern District of New York, Case Number 09-10156 (ALG)*, the *In re Tronox Incorporated, Tronox Incorporated, et. al., v. Anadarko Petroleum Corporation, et. al., Case No. 1:14-cv-05495-KBF*, and pursuant to the *Consent Decree and Environmental Settlement Agreement* approved by the Bankruptcy Court on January 26, 2011 (Consent Decree), the Settlement Funds Management Agreement between TCEQ, TPWD, GLO, and DOI, executed December 22, 2016 (Federal SFMA), the Settlement Funds Management Agreement among the State Trustees, executed September 6, 2016 (State SFMA), and the Final RP/EA, the Trustee Council approves the commitment and disbursement of funds to the Implementing Trustees to implement the Mineola Project and the Neches River Project (collectively, Restoration Projects), selected pursuant to the Final RP/EA.
3. The Trustee Council has authority to carry out the implementation of the Restoration Projects, issue certifications, and approve tasks, plans, agreements, activities, documents, reports, and expenditures. Approvals by the Trustee Council may be communicated verbally during a Trustee Council meeting and memorialized with a memorandum to the administrative record, by email, or through other procedure agreed to by the Trustee Council that result in written record of the decision.
  - A. Upon completion of all Restoration Project reporting requirements, the Trustee Council shall provide the Implementing Trustees with a written Certification of Project Completion. The Trustee Council shall have discretion in determining completion of the Restoration Project and associated monitoring and reporting requirements and shall base certification on an evaluation of the Restoration Project budget, data, information, reports, permits, authorizations, agency consultation letters, supporting documents, and assessments from any Trustee Council site visits.

4. The Trustee Council will assign Implementing Trustees and Points of Contact (POCs) to serve as the representatives for oversight and coordination of project implementation and monitoring in accordance with the Final RP/EA and this Resolution. The POCs shall keep the Trustee Council timely apprised of the progress of its respective portion of the Restoration Projects and coordinate with the Trustee Council concerning all decisions or actions that require review or approval by the Trustee Council and any proposed material changes in project implementation, construction, performance, mitigation, monitoring, schedule, reporting, and budget. A representative of a Trustee assigned as an Implementing Trustee may change its POC by written notice to the Trustee Council which includes the name, address, telephone number, and email address of the new POC seven days prior to the change, or if such notice is infeasible, as soon as practicable. The Trustee Council designates the following Trustees as the Implementing Trustees and their corresponding POC for the Restoration Projects:
  - A. The TCEQ as the Lead State Trustee for the Restorations Projects. The Lead State Trustee will act as the central contact for the Implementing Trustees, maintain and manage records and documents, and provide the Trustee Council with any information required by this Resolution.
  - B. The State Trustees, as the Implementing Trustee of the Mineola Project, will restore and rehabilitate portions of the Mineola Nature Preserve, located adjacent to the Sabine River in Wood County.

The POC for the Mineola Project is:

For TCEQ, on behalf of the State Implementing Trustees:

Michael Cave  
Texas Commission on Environmental Quality  
Natural Resource Trustee Program, MC 136  
P.O. Box 13087  
Austin, Texas 78711-3087  
Phone: (512) 239-4772  
Email: [michael.cave@tceq.texas.gov](mailto:michael.cave@tceq.texas.gov)

- C. DOI and State Trustees, as the Implementing Trustees for the Neches River Project, will acquire and protect approximately 1,100 acres of land in Anderson and Cherokee Counties, including riparian bottomland hardwood forest along the Neches River using the funds authorized in the Resolution as well as remaining funds authorized for this use in the Arkema Trustee Council Resolution 2019-01.

The POCs for the Neches River Project are:

1. For DOI, as the Federal Implementing Trustee:

Chip Wood  
Office of Restoration and Damage Assessment  
US Department of the Interior  
P.O. Box 25007 (D-110)  
Denver, Colorado 80225  
Phone: (303) 445-3889  
Cell: (720) 413-9833  
Email: [charles\\_wood@ios.doi.gov](mailto:charles_wood@ios.doi.gov)

2. For TCEQ, on behalf of the State Implementing Trustees:

Michael Cave  
Texas Commission on Environmental Quality  
Natural Resource Trustee Program, MC 136  
P.O. Box 13087  
Austin, Texas 78711-3087  
Phone: (512) 239-4772  
Email: [michael.cave@tceq.texas.gov](mailto:michael.cave@tceq.texas.gov)

5. Funds transferred from the DOI Natural Resource Damage Assessment and Restoration Fund (DOI Restoration Fund) to the Implementing Trustees as authorized by this Resolution may be used only to implement the Restoration Projects and for the tasks and activities authorized by this Resolution. Any other use of funds disbursed pursuant to this Resolution is prohibited. Any unauthorized use of disbursed funds must be reported to the Trustee Council immediately upon discovery of unauthorized use.
  - A. All funds disbursed to the Implementing Trustees are to be used in strict accordance with the terms and conditions of this Resolution, the State SFMA, and the Federal SFMA.
  - B. The State Trustees shall immediately deposit and hold all Restoration Project funds received from the DOI Restoration Fund in a segregated account in the Texas Treasury Safekeeping Trust Company (TTSTC account) until the Implementing Trustees use the funds to implement the Restoration Projects.
  - C. Unless otherwise instructed by the Trustee Council, the Implementing Trustees agree to return, refund, or repay to the DOI Restoration Fund any amount the Trustee Council determines represents an overpayment or represents funds not used in compliance with the terms of this Resolution. Within 90 days after the Trustee Council requests in writing

the return of an identified amount, the Implementing Trustee shall return, refund, or repay the identified amount.

- D. Unless otherwise instructed by the Trustee Council, within 90 days of the final certification of Restoration Projects completion by the Trustee Council, the Implementing Trustee shall return to the DOI Restoration Fund any portion of the funds not expended or obligated, together with any interest earned since the date of receipt of the funds, in the form requested by the Trustee Council.
  - E. The Trustee Council may elect to retain any overpayment, unexpended, or unobligated funds disbursed from the DOI Restoration Fund in the TTSTC account in order to supplement or fund a project consistent with the Final RP/EA.
6. This Resolution authorizes commitment and disbursement of funds from the Project 00490 – Tronox Wood Treating Facility TX account (DOI Restoration Fund Account) in the DOI Restoration Fund in an amount not to exceed \$500,000 for the Mineola Project and \$2,200,000 for the Neches River Project. Funds will be disbursed as follows:
- A. This Resolution authorizes TCEQ on behalf of the Implementing Trustees to request DOI to disburse funds from the DOI Restoration Fund Account to the TTSTC account.
  - B. Disbursements from the DOI Restoration Fund Account may be done in one or more requests.
  - C. Funds disbursed from the DOI Restoration Fund will be deposited to the TTSTC account for the Implementing Trustees use as follows:  
  
BANK NAME: Texas Treasury Safekeeping Trust Company  
ADDRESS: 208 East 10th Street, 4th Floor, Austin, Texas 78701  
OBI or BBI notation space: “for further credit to fund 3042 Tronox Restoration.”
7. The Trustee Council agrees to notify each other of any public information request related to the Restoration Projects as soon as practicable after receipt of the request.
8. The Implementing Trustees agree to comply with the following terms and conditions when implementing and monitoring the Restoration Projects:
- A. The Implementing Trustees shall implement and monitor the Restoration Projects according to the Final RP/EA, this Resolution, and, as applicable, take corrective action as instructed by the Trustee Council.

- B. All reports, news releases, other publicity, and other materials prepared for publication pursuant to or related to the Restoration Projects must acknowledge the funding support from the Trustee agencies, as well as the support and participation of each Trustee agency in the implementation of the Restoration Projects. Any public or intergovernmental reports, documents, videos, or other materials must contain the logos of the TPWD, TCEQ, GLO, DOI and USFWS on the front cover or title page of such documents and other materials. Public reports or other publications, news releases, and other publicity issued by the Implementing Trustee must be submitted to the Trustee Council for review and approval prior to release. Approval shall not be unreasonably withheld by the Trustee Council.
- C. The Implementing Trustees shall allow the Trustee Council to observe or inspect the implementation of the Restoration Projects to the greatest extent practicable based on the design of the Restoration Projects, site conditions, and any legal limitations on access controlled by third parties.
- D. All data collected as a result of these Restoration Projects is jointly owned by the Trustee Council, their individual member agencies, and the project proponents. All data and documents produced as a result of these Restoration Projects are subject to any applicable federal and state laws governing access to and availability of public records.
- E. The Implementing Trustees may expend funds authorized in this Resolution and will perform any tasks necessary to effectuate the successful completion of the Restoration Projects, as approved by the Trustee Council.
- F. The Implementing Trustees shall develop Agreements as needed to facilitate the implementation of the Restoration Projects and seek Trustee Council approval before the execution of any Agreement. The designated representatives of the Implementing Trustees shall have the authority to enter into an agreement with third parties or execute an Agreement approved by the Trustee Council in order to implement the Restoration Projects.
  - 1. Nothing in this Resolution or subsequent Agreements approved by the Trustee Council or Implementing Trustees creates for the benefit of any grantee, contractor, subcontractor, or volunteer any contractual relationship between the Trustees or its member agencies (other than the Implementing Trustees entering the contract) and the grantee, contractor, subcontractor, or volunteer, nor shall it create any obligation on the part of the Trustees or its

- member agencies (other than the Implementing Trustees entering the contract) to pay or to see to the payment of any money due to any grantee, contractor, subcontractor, or volunteer. The Implementing Trustees shall not allow any contracts or subcontracts to be cost plus a percentage of cost or other percentage- of-cost type contracts.
2. The Implementing Trustees shall be responsible for scheduling and coordinating the work of grantees, contractors, subcontractors, and volunteers performing or furnishing any portion of the Restoration Project under a direct or indirect agreement with the relevant Implementing Trustee. The Implementing Trustees shall require all grantees, contractors, subcontractors, and volunteers performing or furnishing any portion of the Restoration Project who desire to communicate with the Trustee Council to communicate through the relevant POC.
- a. All work performed for the Implementing Trustees by a grantee, contractor, or subcontractor must be pursuant to an appropriate written agreement between the relevant Implementing Trustee and the grantee, contractor, or subcontractor that is consistent with terms and conditions of this Resolution.
- b. Any Agreement developed by an Implementing Trustee will provide that the project proponent will ensure that grantees, contractors, and subcontractors of the project proponent shall be prohibited from asserting any rights at common law or in equity or otherwise seeking to establish any claim to copyright in any data, material, or information developed for the Restoration Projects. Any Agreement with a project proponent shall notify grantees, contractors, and subcontractors used for the Restoration Projects of state and federal public information requirements and the prohibition on asserting rights to data and other materials described in this Resolution.
- G. The Implementing Trustees will notify the Trustee Council of material changes before taking further action on the Restoration Projects. The Trustee Council will review the proposed change, and if the Trustee Council determines changes are appropriate, the Trustee Council will provide approval of the proposed changes to the Implementing Trustees in writing. If necessary, the Trustee Council will revise the Final RP/EA, and the Implementing Trustees will, as directed, implement or modify any applicable environmental compliance requirements and agreements with third parties.

- H. The Implementing Trustees shall notify the Trustee Council of any potential or actual organizational or personal conflict of interest involving an employee, grantee, contractor, or subcontractor, and shall keep the Trustee Council informed regarding any actions taken or decisions made related to the conflict of interest. Based on a conflict of interest, the Trustee Council may request that an Implementing Trustee cease using an employee, grantee, contractor, or subcontractor for the Restoration Project and terminate the grant, contract, or subcontract used for the Restoration Project.
  - I. The Implementing Trustees shall track the expenditures for, progress of, and report on the Restoration Projects implementation and monitoring to the Trustee Council. In addition, the Implementing Trustees shall provide the Trustee Council with all reports, documents, cost accounting and supporting information pursuant to the implementation and monitoring of the Restoration Projects that the Trustee Council deem necessary to release the funds described in Provision 6 of this Resolution.
9. The Implementing Trustees for the Neches River Project will acquire tract(s) to be managed as part of the Neches River National Wildlife Refuge (NWR). The Implementing Trustees will work with USFWS to acquire and protect approximately 1,100 acres of land in Anderson and Cherokee Counties, including riparian bottomland hardwood forest along the Neches River.
- A. DOI shall:
    - 1. Complete and obtain approval of due diligence, including review of appraisal(s), environmental assessment(s), survey(s) and title search to ensure the purchase costs are consistent with market values, the property is not contaminated, property boundaries are certain and clear, and the tracts' title is free and clear of objectionable encumbrances, and provide the opportunity for the Trustee Council to review;
    - 2. Acquire and record fee simple title;
    - 3. Manage acquired tracts in accordance with the Comprehensive Conservation Plan (CCP) for the Neches NWR. USFWS completed a CCP for the Neches NWR in 2010. The purposes of the Neches NWR as defined in the CCP are to: (1) use as an inviolate sanctuary, or for any other management purpose, for migratory birds; (2) wildlife conservation purposes if the real property has particular value in carrying out the national migratory bird management program; (3) the development, advancement, management, conservation and protection of fish and wildlife resources; and (4)

the benefit of the USFWS, in performing its activities and services. Any changes to the purposes of the Neches NWR would be subject to public and congressional review. Management of the Neches River Project must be consistent with the CCP for the Neches NWR. In accordance with 16 U.S.C. § 668dd(e)(1), USFWS shall manage the refuge in a manner consistent with the CCP and shall revise the CCP at any time if it determines that conditions that affect the refuge have changed significantly. The USFWS shall revise the CCP not less frequently than every 15 years. USFWS is required to ensure an opportunity for active public involvement in the preparation and revision of the CCP as required in 16 U.S.C. § 668dd(e)(4), including notice and an opportunity for public comment on the draft proposed plan; publication of comments, including the State's, owners of adjacent or potentially affected land, local governments, and other affected persons; and a statement of the disposition of concerns raised in comments. USFWS will coordinate and provide opportunity for Trustee Council's input into management changes that may affect the conservation values of the Neches River Project. This Resolution does not provide any additional standing beyond those defined in 16 U.S.C. § 668dd for Neches NWR properties outside the Neches River Project;

4. Notify the Trustee Council in the event of any sale, conveyance, or condemnation of any acquired property; and
  5. Track the expenditures for, progress of, and report on the Neches River Project implementation and monitoring. DOI shall provide any reports, documents, cost accounting and supporting information requested by the Trustee Council.
- B. The State Implementing Trustees will enter into an agreement with The Conservation Fund to acquire and transfer the property to the Neches NWR.
- C. The acquisition of additional or substitute property, to be managed as part of the Neches NWR, if funding and applicable laws allows, after the acquisition of the tract or acquisition of the tract becomes infeasible, are to be consistent with the Final RP/EA, this Resolution, and as directed and approved by the Trustee Council.
- D. Land included in the Refuge System shall continue to be a part of the Refuge System until otherwise specified by an Act of Congress, with certain specified exceptions. 16 U.S.C. § 668dd(a)(6). In the unanticipated event that the USFWS, with the approval of the Migratory Bird Conservation Commission, or the United States Congress determines that



these lands are no longer needed for the purpose for which the Refuge System was established, the USFWS will notify the Trustee Council of this determination. The USFWS is required to receive for the transfer or disposal of these lands the greater of the acquisition costs of the lands or the fair market value of the lands. 16 U.S.C. § 668dd(a)(5). The monies received from the transfer or disposal of these lands are required to be deposited into the migratory bird conservation fund. 16 U.S.C. § 668dd(a)(5). To the extent allowable under the law, the USFWS will consult with the Trustee Council regarding the replacement property to compensate the public for damage to natural services associated with releases of hazardous substances at or from the former Kerr-McGee Chemical Corporation wood-treating facility in Texarkana, Bowie County, Texas.

- E. Monitoring for the acquisitions will include the completion of closing documents, surveys (including an electronic shapefile of the boundary) and documentation of the habitat present.
  - 1. DOI will provide the closing documents, which include documentation of the transfer of the property from current owner(s) to USFWS, including the boundary survey.
  - 2. Acreage would be determined during the required boundary survey as reflected in the closing documents.
  - 3. The data product would include electronic scans of the closing documents and a shapefile.
  - 4. In addition, habitat on the property will be evaluated by using any of the following techniques or combination of techniques or similar methods listed below and DOI will provide a shapefile with the data:
    - a. Texas Ecosystem Analytical Mapper
    - b. Soil survey
    - c. National Wetlands Inventory
    - d. Aerial photography
    - e. Ground truth field surveys
- F. Progress and completion reports
  - 1. DOI, upon completion of the acquisition of all tracts and monitoring for the Neches River Project, will provide the Trustee Council with a Final Report. The Final Report must include a description of the acquired properties, a list of financial expenditures, document(s) demonstrating acceptance

- of the acquired property into the Neches NWR, a summary of the results of any monitoring, any recommendations on adaptive management for the Neches River Project, and the management plan for the Neches NWR. Upon request, DOI shall provide the Trustee Council with additional information and supporting documents to complete the Final Report.
2. At any time, the Trustee Council may request that the Implementing Trustees provide a status update on its respective portion of the implementation and monitoring of the Neches River Project. Upon request and justification by an Implementing Trustee, the Trustee Council may grant flexibility in meeting the reporting requirements.
10. The Implementing Trustees for the Mineola Project will enter into an agreement with the City of Mineola to restore and rehabilitate bottomland hardwood and riparian habitat in the Mineola Nature Preserve.
    - A. The Implementing Trustees shall implement the Mineola Project, to include:
      1. Planting hardwood trees and preventing the establishment of invasive species;
      2. Performing hydrological work to improve drainage so that the natural flow of water is not restricted; and
      3. Mechanically clearing land (i.e. mulching/grinding activities) to remove large woody debris piles in the southeast portion of the Mineola Nature Preserve to improve hydrology in bottomland hardwood and riparian habitats.
    - B. Progress and completion reports
      1. The Implementing Trustee, upon completion of the restoration, rehabilitation, and monitoring for the Mineola Project, shall provide the Trustee Council with a Final Report. The Final Report must include the tasks completed to restore and rehabilitate the Mineola Nature Preserve, a summary of the results of any monitoring, any recommendations on adaptive management for the Mineola Project, and the management plan for the Mineola Project. Upon request, the Implementing Trustee shall provide the Trustee Council with additional information and supporting documents to complete the Final Report.
      2. At any time, the Trustee Council may request that the

Implementing Trustees provide a status update on its respective portion of the implementation and monitoring of the Mineola Project. Upon request and justification by an Implementing Trustee, the Trustee Council may grant flexibility in meeting the reporting requirements.

11. It is resolved the Authorized Officials for the Trustee Council authorizes the commitment and release of funds under this Resolution. It is further resolved that this Resolution is an enforceable agreement the Trustee Council agencies will abide by in the performance of the Restoration Projects. This Resolution may be authorized in counterparts. The effective date of this Resolution is the date of the last signature below.

By their signatures below, the undersigned certify that this Resolution was adopted in compliance with the decision-making procedures agreed to by the Trustee Council, and that allocations of funds specified in the identified manner are consistent with the terms of the Consent Decree, Final RP/EA, State SFMA, Federal SFMA, and applicable law.

Resolution No. 2021-01  
Former Kerr-McGee Chemical Corporation Wood-Treating Facility (Tronox LLC) Bowie County, Texas  
Implementation of the Mineola Nature Preserve Restoration and Enhancement and  
Neches River Bottomland Forest Acquisition Projects



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Toby Baker  
Executive Director  
Texas Commission on Environmental Quality

2/10/21

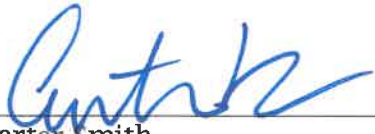
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Date

Resolution No. 2021-01

Former Kerr-McGee Chemical Corporation Wood-Treating Facility (Tronox LLC) Bowie County, Texas

**Implementation of the Mineola Nature Preserve Restoration and Enhancement and  
Neches River Bottomland Forest Acquisition Projects**



Carter Smith

Executive Director

Texas Parks and Wildlife Department

19 January 2021  
Date

Resolution No. 2021-01

Former Kerr-McGee Chemical Corporation Wood-Treating Facility (Tronox LLC) Bowie County, Texas  
**Implementation of the Mineola Nature Preserve Restoration and Enhancement and  
Neches River Bottomland Forest Acquisition Projects**

DocuSigned by:



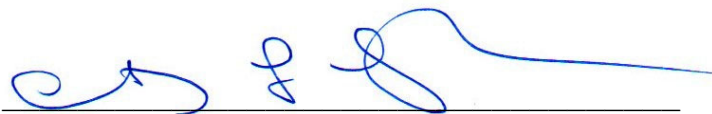
Mark A. Havens

Chief Clerk/Deputy Land Commissioner  
Texas General Land Office

1/30/2021

Date

Resolution No. 2021-01  
Former Kerr-McGee Chemical Corporation Wood-Treating Facility (Tronox LLC) Bowie County, Texas  
Implementation of the Mineola Nature Preserve Restoration and Enhancement and  
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Amy Lueders  
Regional Director  
U.S. Fish and Wildlife Service  
Department of the Interior

January 29, 2021  
Date