

**IN THE CIRCUIT COURT FOR THE THIRD JUDICIAL CIRCUIT  
MADISON COUNTY, STATE OF ILLINOIS**

PEOPLE OF THE STATE OF ILLINOIS, )  
*ex rel.* KWAME RAOUL, Attorney General )  
of the State of Illinois, ) 2021CH000108  
)  
Plaintiff, )  
)  
v. ) No. 21-CH-  
)  
PHILLIPS 66 COMPANY, a Delaware )  
corporation, )  
)  
Defendant. )

**VERIFIED COMPLAINT FOR INJUNCTIVE RELIEF AND CIVIL PENALTIES**

Plaintiff, PEOPLE OF THE STATE OF ILLINOIS, *ex rel.* KWAME RAOUL, Attorney General of the State of Illinois, on his own motion and at the request of the ILLINOIS ENVIRONMENTAL PROTECTION AGENCY (“Illinois EPA”), complains of Defendant, PHILLIPS 66 COMPANY, a Delaware corporation, as follows:

**COUNT I**  
**SUBSTANTIAL ENDANGERMENT TO THE ENVIRONMENT**  
**AND TO PUBLIC HEALTH AND WELFARE**

1. This Count is brought on behalf of the People of the State of Illinois, *ex rel.* Kwame Raoul, Attorney General of the State of Illinois, on his own motion and at the request of the Illinois EPA, pursuant to Section 43(a) of the Illinois Environmental Protection Act (“Act”), 415 ILCS 5/43(a) (2018), and is an action to restrain a substantial danger to public health and welfare and to the environment.

2. The Illinois EPA is an administrative agency of the State of Illinois, created by Section 4 of the Act, 415 ILCS 5/4 (2018), and charged, *inter alia*, with the duty of enforcing the Act.

3. Defendant, PHILLIPS 66 COMPANY (“PHILLIPS 66”), at all times relevant to this Verified Complaint, was and is an active Delaware corporation registered to do business in the State of Illinois and in good standing with the Illinois Secretary of State.

4. PHILLIPS 66 operates a petroleum refinery located at 900 South Central Avenue, Roxana, Madison County, Illinois (“Refinery”).

5. The Refinery has an alkylation unit. PHILLIPS 66 operates the alkylation unit to react light olefins, including butylene, with isobutane in the presence of sulfuric acid to produce alkylate, a component that is used in gasoline blending. The Refinery’s alkylation unit has ten (10) reactors.

6. On information and belief, on dates better known to Defendant, Defendant conducted maintenance on the alkylation unit.

7. On information and belief, between May 22 and May 24, 2021, on a date better known to Defendant, Defendant improperly connected an olefin line to alkylation reactor #3 while in the process of preparing for maintenance on the alkylation unit. Butylene filled reactor #3 and flowed into spent acid sphere I-26. This improper line-up introduced an excessive amount of butylene into spent acid sphere I-26. As a result of the improper line-up, pressure from a chemical reaction between the butylene and sulfuric acid built and excess gas was flared.

8. On information and belief, beginning between May 22 and May 24, 2021, and on dates better known to Defendant, spent sulfuric acid contaminated with butylene was transferred from the spent acid sphere to atmospheric storage tank CH-263 at the Refinery.

9. On information and belief, beginning between May 24 and May 25, 2021, and on dates better known to Defendant, The Lemm Corporation, a contractor for Veolia Energy North

America Holdings, Inc. (“Veolia”), itself a contractor for PHILLIPS 66, loaded tanker rail cars at the Refinery with contaminated spent sulfuric acid from the alkylation unit.

10. On information and belief, the Tankers are leased by PHILLIPS 66 from Veolia.

11. On information and belief, between May 24 and May 25, 2021, on a date better known to PHILLIPS 66, PHILLIPS 66 transported four of the tanker rail cars (“the Tankers”), containing contaminated spent sulfuric acid from the Refinery to the Norfolk Southern Railway transfer station located approximately 638 feet east of State Route 3 and 3,234 feet north of Rand Avenue in Hartford, Illinois (“Site”).

12. Primarily residential properties are located directly north and east of the Site. Primarily commercial and residential properties are located directly south and west of the Site.

13. On information and belief, on June 2, 2021, the Tankers were connected, all in a row, to a train engine at the Site, but did not leave the Site.

14. Through thermal decomposition, sulfuric acid is converted to sulfur trioxide (“SO<sub>3</sub>”) and water. SO<sub>3</sub>, through catalytic decomposition, is converted to sulfur dioxide (“SO<sub>2</sub>”) and oxygen. SO<sub>3</sub> and SO<sub>2</sub> are both sulfur oxides (“SO<sub>x</sub>”).

15. SO<sub>2</sub> is the component of SO<sub>x</sub> for which the United States Environmental Protection Agency (“USEPA”) has the greatest concern for public health. Thus, USEPA has set National Ambient Air Quality Standards, or NAAQS, for SO<sub>x</sub> in terms of SO<sub>2</sub>. USEPA has set the NAAQS standard for SO<sub>2</sub> at 75 parts per billion (“ppb”). USEPA sets NAAQS with an adequate margin of safety to protect public health. In setting the SO<sub>2</sub> NAAQS, USEPA has relied upon evidence of a causal relationship between short-term SO<sub>2</sub> exposures (as short as a few minutes) and adverse respiratory effects, including bronchoconstriction and other exacerbation of asthma symptoms.

16. On information and belief, on June 2, 2021, prior to 3:00 p.m., a pressure relief valve on one of the Tankers actuated, causing SO<sub>2</sub> to begin venting from that tanker into the atmosphere.

17. On information and belief, on June 2, 2021, at approximately 3:00 p.m., a train conductor was injured by venting gas while conducting a safety inspection of the Tankers at the Site.

18. On information and belief, on June 2, 2021, after the train conductor's injury, representatives of Norfolk Southern Railway discovered the pressure relief valve had actuated but were unable to seal the venting Tanker.

19. On information and belief, on June 2, 2021, at the time the SO<sub>2</sub> leak was discovered, the temperature inside the venting Tanker was approximately 116° F, and the pressure inside the venting Tanker was 165 pounds per square inch in gauge ("psig").

20. The pressure release valves are designed to activate when the pressure inside the tanker rail car reaches 165 psig. Pressure in tanker rail cars carrying spent sulfuric acid is commonly within the range of 2 to 10 psig.

21. On June 2, 2021, Illinois EPA inspected the Site and observed a plume venting from one of the Tankers.

22. During the evening of June 2, 2021, an air monitor located 150 feet east of the venting Tanker indicated an SO<sub>2</sub> level of 20 parts per million ("ppm"), while an air monitor located 700 feet from the venting Tanker indicated an SO<sub>2</sub> level of 10 ppm.

23. On information and belief, during the early morning hours of June 3, 2021, pressure relief valves on two other tankers actuated after becoming over-pressurized and those Tankers also began venting SO<sub>2</sub> into the atmosphere.

24. Due to the health risks from the SO<sub>2</sub> simultaneously venting from three Tankers, on June 3, 2021, at approximately 4:30 a.m., the Wood River Fire Department issued a shelter in place order for residents near the Site.

25. On information and belief, during the morning of June 3, 2021, the fourth Tanker's pressure relief valve actuated after becoming over-pressurized and SO<sub>2</sub> began venting from that Tanker into the atmosphere.

26. During the period of June 2, 2021, through June 6, 2021, emissions were also identified as coming from gaskets on appendages on the top of the Tankers.

27. On June 3, 2021, Illinois EPA reinspected the Site and observed all four of the Tankers venting a plume into the atmosphere.

28. On June 3, 2021, and continuing through June 7, 2021, multiple emergency response units, including the Wood River Fire Department and fire departments from multiple other communities responded to the Site to address the venting Tankers, by continuously deploying water curtains to control the plume from the venting Tankers.

29. At all times relevant to this Complaint, an Illinois EPA monitor in Wood River, three-quarters of a mile from the Site, has continuously recorded hourly SO<sub>2</sub> levels for purposes of assessing regional compliance with the SO<sub>2</sub> NAAQS. On June 4, June 5, and June 6, 2021, the Illinois EPA monitor recorded hourly SO<sub>2</sub> levels in excess of the SO<sub>2</sub> NAAQS of 75 ppb. The highest such level, recorded during the morning of June 5, 2021, was 2,732 ppb, 1-hour maximum, and 3,820 ppb, 1-minute average and 5-minute average.

30. On information and belief, at least two residents near the Site were relocated due to the release from the Tankers. At least one resident visited the emergency room due to health impacts associated with the release from the Tankers.

31. By June 6, 2021, Defendant had attached the Tankers to scrubbing units in an attempt to control emissions from the Tankers. Additionally, emissions from the Tanker gaskets had been bagged and routed to a soda ash solution.

32. On June 7, 2021, Defendant replaced the pressure release valves on two of the Tankers. On June 8, 2021, Defendant replaced the pressure release valves on the other two Tankers.

33. On dates including June 2, 2021, through at least June 8, 2021, and better known to PHILLIPS 66, PHILLIPS 66 has caused or allowed the venting of SO<sub>2</sub> from the Tankers into the atmosphere at the Site.

34. On information and belief, between May 22, 2021, when spent acid sphere I-26 first became contaminated with butylene, and June 2, 2021, when the first Tanker became over-pressurized and began venting SO<sub>2</sub>, PHILLIPS 66 filled approximately 35 additional tanker rail cars with spent sulfuric acid from the alkylation unit, and shipped them from the Refinery. PHILLIPS 66 subsequently determined that at least four of those tanker rail cars similarly have vented SO<sub>2</sub> at a location on the East Coast.

35. Section 43(a) of the Act, 415 ILCS 5/43(a) (2018), provides, in pertinent part, as follows:

- (a) In circumstances of substantial danger to the environment or to the public health of persons or to the welfare of persons where such danger is to the livelihood of such persons, the State's Attorney or Attorney General, upon request of the Agency or on his own motion, may institute a civil action for an immediate injunction to halt any discharge or other activity causing or contributing to the danger or to require such other action as may be necessary. The court may issue an ex parte order and shall schedule a hearing on the matter not later than 3 working days from the date of injunction.

36. The loading of spent sulfuric acid contaminated with butylene into PHILLIP 66's tanker rail cars constitutes a substantial danger to the environment and to the public health and welfare of residents in the area surrounding the Site, and anywhere in the State of Illinois where those tanker rail cars may be shipped. Without an adequate and expeditious response by PHILLIPS 66, the potential from additional SO<sub>2</sub> releases will continue to threaten the health of State residents.

**PRAYER FOR RELIEF**

WHEREFORE, Plaintiff, PEOPLE OF THE STATE OF ILLINOIS, respectfully requests that this Court grant an immediate and preliminary injunction and, after trial, a permanent injunction in favor of the Plaintiff and against Defendant, PHILLIPS 66 COMPANY, on this Count I, as follows:

- A. Finding that PHILLIPS 66 has created and is maintaining a substantial danger to the environment and to the public health and welfare;
- B. Enjoining PHILLIPS 66 from creating any further substantial endangerment pursuant to Section 43(a) of the Act, 415 ILCS 5/43(a) (2018);
- C. Entering an immediate injunction ordering PHILLIPS 66 to:
  - 1. Conduct a root cause analysis of the causes of alkylation unit upset and flaring event, and the release from the Tankers, in accordance with recognized engineering standards;
  - 2. Submit a root cause analysis report to Plaintiff for review and approval;
  - 3. Provide all air monitoring data to Plaintiff;
  - 4. Provide calculations of the amount of SO<sub>2</sub> released from the alkylation unit upset and flaring event with supporting documentation, to Plaintiff;

5. Provide a work plan to address the management, removal, and disposal of any remaining material in the Tankers, all other contaminated spent sulfuric acid, and all other waste associated with the release from the Tankers to Plaintiff for review and approval, and implement the work plan as approved by Plaintiff; and
  6. Propose and implement Refinery modifications and/or procedures to prevent the occurrence of similar events and releases in the future; and
- D. Granting such other relief as this Court deems equitable and just.

**COUNT II**  
**AIR POLLUTION**

1. This Count is brought on behalf of the PEOPLE OF THE STATE OF ILLINOIS *ex rel.* KWAME RAOUL, Attorney General of the State of Illinois, on his own motion, pursuant to Sections 42(d) and (e) of the Illinois Environmental Protection Act (“Act”), 415 ILCS 5/42(d) and (e) (2018).

2-36. Plaintiff realleges and incorporates by reference herein paragraphs 2 through 36 of Count I as paragraphs 2 through 36 of this Count II.

37. Section 9(a) of the Act, 415 ILCS 5/9(a) (2018), provides as follows:

No person shall:

- (a) Cause or threaten or allow the discharge or emission of any contaminant into the environment in any State so as to cause or tend to cause air pollution in Illinois, either alone or in combination with contaminants from other sources, or so as to violate regulations or standards adopted by the Board under this Act.

38. Section 3.315 of the Act, 415 ILCS 5/3.315 (2018), provides the following definition:



“Person” is any individual, partnership, co-partnership, firm, company, limited liability company, corporation, association, joint stock company, trust, estate, political subdivision, state agency, or any other legal entity, or their legal representative, agent or assigns.

39. PHILLIPS 66, a corporation, is a “person” as that term is defined in Section 3.315 of the Act, 415 ILCS 5/3.315 (2018).

40. Section 3.165 of the Act, 415 ILCS 5/3.165 (2018), provides the following definition:

“Contaminant” is any solid, liquid, or gaseous matter, any odor, or any form of energy, from whatever source.

41. Section 3.115 of the Act, 415 ILCS 5/3.115 (2018), provides the following definition:

“Air pollution” is the presence in the atmosphere of one or more contaminants in sufficient quantities and of such characteristics and duration as to be injurious to human, plant, or animal life, to health, or to property, or to unreasonably interfere with the enjoyment of life or property.

42. Section 201.141 of the Illinois Pollution Control Board’s (“Board”) Air Pollution Regulations, 35 Ill. Adm. Code 201.141, provides as follows:

No person shall cause or threaten or allow the discharge or emission of any contaminant into the environment in any State so as, either alone or in combination with contaminants from other sources, to cause or tend to cause air pollution in Illinois, or so as to violate the provisions of this Chapter, or so as to prevent the attainment or maintenance of any applicable ambient air quality standard.

43. SO<sub>2</sub> is a “contaminant” as that term is defined in Section 3.165 of the Act, 415 ILCS 5/3.165 (2018).

44. The presence of SO<sub>2</sub>, a contaminant, in the atmosphere resulting from the release from PHILLIPS 66’s tanker rail cars, including in particular the Tankers, is injurious to human

health and unreasonably interferes with the enjoyment of life or property so as to constitute “air pollution” as that term is defined in Section 3.115 of the Act, 415 ILCS 5/3.115 (2018).

45. On dates beginning June 2, 2021, and continuing through dates better known to Defendant, PHILLIPS 66 caused or threatened or allowed the emission of SO<sub>2</sub> into the environment.

46. By causing or threatening or allowing the discharge or emission of contaminants into the environment so as to cause or tend to cause air pollution in Illinois, PHILLIPS 66 has violated Section 9(a) of the Act, 415 ILCS 5/9(a) (2018), and Section 201.141 of the Board’s Air Pollution Regulations, 35 Ill. Adm. Code 201.141.

47. Violations of the pertinent environmental statutes will continue unless and until this Court grants equitable relief in the form of preliminary and, after trial, permanent injunctive relief.

**PRAYER FOR RELIEF**

WHEREFORE, Plaintiff, PEOPLE OF THE STATE OF ILLINOIS, respectfully requests that this Court grant an immediate and preliminary injunction and, after trial, a permanent injunction in favor of the Plaintiff and against Defendant, PHILLIPS 66 COMPANY, on this Count II, as follows:

A. Finding that PHILLIPS 66 has violated Section 9(a) of the Act, 415 ILCS 5/9(a) (2018), and Section 201.141 of the Board’s Air Pollution Regulations, 35 Ill. Adm. Code 201.141;

B. Enjoining PHILLIPS 66 from further violation of Section 9(a) of the Act, 415 ILCS 5/9(a) (2018), and Section 201.141 of the Board’s Air Pollution Regulations, 35 Ill. Adm. Code 201.141;

C. Ordering PHILLIPS 66 to immediately undertake the necessary corrective action that will result in a final and permanent abatement of violations of Section 9(a) of the Act, 415

ILCS 5/9(a) (2018), and Section 201.141 of the Board's Air Pollution Regulations, 35 Ill. Adm. Code 201.141, including but not limited to:

1. Conduct a root cause analysis of the causes of alkylation unit upset and flaring event, and the release from the Tankers, in accordance with recognized engineering standards;
2. Submit a root cause analysis report to Plaintiff for review and approval;
3. Provide all air monitoring data to Plaintiff;
4. Provide calculations of the amount of SO<sub>2</sub> released from the alkylation unit upset and flaring event with supporting documentation, to Plaintiff;
5. Provide a work plan to address the management, removal, and disposal of any remaining material in the Tankers, all other contaminated spent sulfuric acid, and all other waste associated with the release from the Tankers to Plaintiff for review and approval, and implement the work plan as approved by Plaintiff; and
6. Propose and implement Refinery modifications and/or procedures to prevent the occurrence of similar events and releases in the future; and

D. Assessing against PHILLIPS 66, pursuant to Section 42(a) of the Act, 415 ILCS 5/42(a) (2018), a civil penalty of Fifty Thousand Dollars (\$50,000.00) for each violation of the Act and the Board's regulations, and an additional Ten Thousand Dollars (\$10,000.00) for each day each violation continues;

E. Assessing all costs against PHILLIPS 66, including attorney, expert witness, and consultant fees expended by the State in its pursuit of this action, pursuant to 415 ILCS 5/42(f) (2018); and

F. Granting such other relief as this Court deems equitable and just.

Respectfully submitted,

PEOPLE OF THE STATE OF ILLINOIS,  
*ex rel.* KWAME RAOUL, Attorney  
General of the State of Illinois,

MATTHEW J. DUNN, Chief  
Environmental Enforcement/  
Asbestos Litigation Division

By: /s/ Andrew Armstrong  
ANDREW B. ARMSTRONG, Chief  
Environmental Bureau  
Assistant Attorney General  
ARDC # 6282447

Of Counsel:

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Date: June 24, 2021

**IN THE CIRCUIT COURT FOR THE THIRD JUDICIAL CIRCUIT  
MADISON COUNTY, STATE OF ILLINOIS**

PEOPLE OF THE STATE OF ILLINOIS,	)	
<i>ex rel.</i> KWAME RAOUL, Attorney General	)	
of the State of Illinois,	)	
	)	
Plaintiff,	)	
	)	
v.	)	No. 21-CH-
	)	
PHILLIPS 66 COMPANY, a Delaware	)	
corporation,	)	
	)	
Defendant.	)	

**VERIFICATION**

Under penalties as provided by law pursuant to Section 1-109 of the Code of Civil Procedure, 735 ILCS 5/1-109 (2018), BOBBY ELZIE certifies that he is employed by the Illinois Environmental Protection Agency; that he has direct and personal knowledge as to the release of sulfur dioxide from tanker rail cars near Hartford, Illinois that are the subject matter of the foregoing VERIFIED COMPLAINT FOR INJUNCTIVE RELIEF AND CIVIL PENALTIES; that he has read said complaint; and that the factual statements set forth in said complaint are true and correct, except as to those matters stated to be on information and belief, and as to such matters the undersigned certifies as aforesaid that he verily believes the same to be true.

  
\_\_\_\_\_  
BOBBY ELZIE

DATE: 06/16/2021

**IN THE CIRCUIT COURT FOR THE THIRD JUDICIAL CIRCUIT  
MADISON COUNTY, STATE OF ILLINOIS**

PEOPLE OF THE STATE OF ILLINOIS,	)	
<i>ex rel.</i> KWAME RAOUL, Attorney General	)	
of the State of Illinois,	)	
	)	
Plaintiff,	)	
	)	
v.	)	No. 21-CH-
	)	
PHILLIPS 66 COMPANY, a Delaware	)	
corporation,	)	
	)	
Defendant.	)	

**VERIFICATION**

Under penalties as provided by law pursuant to Section 1-109 of the Code of Civil Procedure, 735 ILCS 5/1-109 (2018), CHRIS PRICE certifies that he is employed by the Illinois Environmental Protection Agency; that he has direct and personal knowledge as to SO<sub>2</sub> levels recorded by Illinois EPA ambient air monitors on June 4, June 5, and June 6, 2021 that are the subject matter of paragraph 29 the foregoing VERIFIED COMPLAINT FOR INJUNCTIVE RELIEF AND CIVIL PENALTIES; that he has read said complaint; and that the factual statements set forth in paragraph 29 of said complaint are true and correct, and as to such matters the undersigned certifies as aforesaid that he verily believes the same to be true.

  
\_\_\_\_\_  
CHRIS PRICE

DATE: 6/21/21