

SETTLEMENT AGREEMENT

The State of New York, the New York State Department of Environmental Conservation (DEC), and Basil Seggos, as Commissioner of the New York State Department of Environmental Conservation, (collectively, the State), and American Axle & Manufacturing, Inc. (American Axle), a corporation organized and existing under the laws of the State of Delaware, (collectively, the Parties) represent as follows:

WHEREAS, in November 2017, the State filed a lawsuit in New York State Supreme Court, Albany County against American Axle, Lewis Brothers, Samuel Lewis, and Timothy Lewis (Index No. L-00083-17) concerning Spill Number 0911809 and seeking recovery of \$425,717.48 in cleanup costs, plus interest, statutory penalties, and the costs and disbursements of filing the lawsuit (the Oil Spill Lawsuit) based on petroleum spills at the Tonawanda Forge Site (the Site) located in the Town of Tonawanda, Erie County.

WHEREAS, the State issued a Potentially Responsible Party letter to American Axle, pursuant to the Comprehensive Environmental Response, Compensation and Liability Act, as amended, 42 U.S.C. § 9601 *et seq.* (CERCLA), and New York law (the CERCLA Matter), seeking (a) to recover past and future response costs and expenses relating to the release or threatened release of hazardous substances at the Site; and (b) additional other relief.

WHEREAS, the Parties desire to fully resolve the Oil Spill Lawsuit and the CERCLA Matter without further litigation.

WHEREAS, the State and American Axle have agreed to enter into a settlement agreement in which the State has agreed to discontinue the Oil Spill Litigation and the


CERCLA Matter pursuant to the documents attached as exhibits to this agreement and American Axle has agreed to pay a certain settlement amount.

NOW THEREFORE, in consideration of the foregoing and upon payment in full of the consideration set forth herein, the Parties hereby stipulate and agree to the following terms and conditions to resolve all claims in the Oil Spill Lawsuit and the CERCLA Matter:

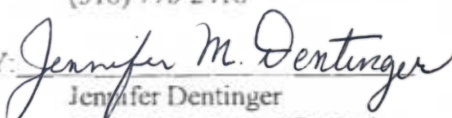
1. American Axle will pay to the State a total of four million dollars (\$4,025,000) (the Settlement Amount) to settle both the Oil Spill Lawsuit and the CERCLA Matter.
2. To resolve the Oil Spill Lawsuit, American Axle will pay to the New York State Comptroller the amount of \$425,717.48. Payment shall be made by attorney check or bank check within 90 days of execution of this Agreement by the parties and sent to Assistant Attorney General Jennifer Dentinger at the address below. Upon receipt of payment in the sum of \$425,717.48, the State will file the stipulation of discontinuance without prejudice discontinuing the Oil Spill Lawsuit and provide a release to American Axle. The stipulation and release are attached as **Exhibit A** to this Settlement Agreement
3. To resolve the CERCLA Matter, American Axle and the State shall enter into the CERCLA Consent Decree, which is attached as **Exhibit B** to this Settlement Agreement. American Axle will pay to the State the amount of \$3,599,282.52 to resolve the CERCLA Matter pursuant to the terms set out in the CERCLA Consent Decree.

**STATE OF NEW YORK
LETITIA JAMES
Attorney General of the State of New York**

Apr. 12
Dated: ~~March~~ , 2021
Albany, New York

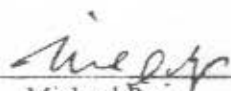
BY: 
James C. Woods
Nicholas C. Buttino
Assistant Attorneys General
Environmental Protection Bureau
The Capitol
Albany, New York 12224
(518) 776-2418

April 12, 2021
Dated: ~~March~~ , 2021
Albany, New York

BY: 
Jennifer Dentinger
Assistant Attorney General
Civil Recoveries Bureau
The Capitol
Albany, New York 12224
(518) 776-2209

**NEW YORK STATE DEPARTMENT
OF ENVIRONMENTAL
CONSERVATION and BASIL SEGGOS
as COMMISSIONER OF THE NEW
YORK STATE DEPARTMENT OF
ENVIRONMENTAL CONSERVATION**

Dated: April 1, 2021
Albany, New York

BY: 
Michael Ryan
New York State Department of
Environmental Conservation
625 Broadway, 14th Floor
Albany, New York 12233-1500

AMERICAN AXLE &
MANUFACTURING, INC.

Dated: March 26, 2021

BY: 

Name: David E. Barnes

Title: VP & General Counsel

Dated: March 26, 2021

BY: 

Jeffrey Stravino, Esq.
Hodgson Russ LLP
The Guaranty Building
140 Pearl Street, Suite 100
Buffalo, New York 14202
(716) 856-4000