

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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TOWN OF OYSTER BAY,

Case No.: CV-05 1945

Plaintiff,

**AFFIDAVIT OF MATTHEW
RUSSO, P.E. IN SUPPORT OF
PLAINTIFF'S MOTION FOR
SUMMARY JUDGMENT**

-against-

NORTHROP GRUMMAN SYSTEMS CORPORATION
(f/k/a Northrop Grumman Corporation), THE UNITED
STATES NAVY and THE UNITED STATES OF
AMERICA,

Defendants.

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STATE OF NEW YORK)
) ss.
COUNTY OF NASSAU)

MATTHEW RUSSO, P.E., being duly sworn, deposes and says:

1. I am employed as a civil engineer by the Town of Oyster Bay ("the Town"), the plaintiff in this matter, within the Town's Department of Public Works, Division of Engineering. H2M was retained by the Town of Oyster Bay (the "Town").

2. My primary job responsibilities include management of various Town civil engineering projects and the oversight of the design of all engineering projects the fall within the jurisdiction of the Department of Public Works, including the response action undertaken to address soil contamination within a seven acre portion of the Bethpage Community Park (the "Construction Area").

3. As project manager for the response action undertaken within the Construction Area, one of my responsibilities was to assess and approve for payment all invoices submitted by the contractors and vendors who performed all of the work associated with the response action.

4. To date, the Town incurred \$22,751,079.92 in costs associated with activities needed to evaluate the contamination of soils within the Construction Area and to implement the response action selected by the Town and approved by the New York State Department of Environmental Conservation ("DEC").

5. Specifically, H2M Group, Inc. ("H2M") was retained by the Town under various contracts to act as the Town's environmental consultants with respect to the Town's obligations under the Order on Consent (the "Consent Order") reached between the Town and the DEC on March 18, 2005, wherein the Town agreed to address the soil contamination within the Construction Area.

6. To date, H2M submitted invoices to the Town totaling \$2,396,634.85. This amount represents H2M's costs for its work, beginning in 2004 and continuing, in liasing with the DEC on the Town's for a proper and thorough cleanup of the Construction Area; assisting the Town in obtaining the Consent Order with the DEC; preparing and implementing all work plans required by the Consent Order for the investigation and remediation of the soils within the Construction Area; preparing and implementing the Remedial Action Plan and all supplements and addendums to same as required by the Consent Order; assisting the Town during the bid phase of the response action, which included pre-bid conferences, responses to contractor inquiries, reference checks and recommendation of award to contractors; inspection services and contractor oversight during the implementation of the response action; ensuring health and safety requirements under all applicable laws, rules and regulations, and monitoring for conditions associated with weather, dust and pollution as respects the implementation of the response action. H2M is also currently in the process of preparing a final report concerning the

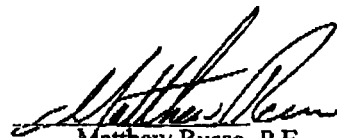
implementation of the response action that will be submitted to the DEC for comment and approval.

7. The Town also retained the services of RTP Environmental Associates, Inc. ("RTP") in connection with the Town's response action at the Construction Area. RTP was retained pursuant to a 2002 contract to perform an air quality testing program at the Bethpage Community Park to determine what levels, if any, of PCBs were present in the air. RTP performed its work during August and September of 2002 and submitted invoices to the Town totaling \$15,164.19 for same.

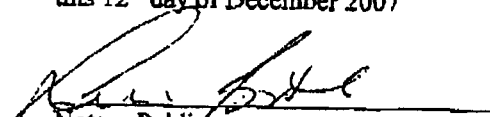
8. The Town also retained the services of Blue Water Environmental, Inc. ("Blue Water") pursuant to a 2006 contract to carry out the soil excavation and removal at the Construction Area in connection with the response action selected by the Town and approved by the DEC. Blue Water served as the general contractor for the response action selected by the Town and, in this role, also retained the services of various subcontractors in order to implement the work required to carry out the response action. The work associated with implementing the response action took place in 2006 and Blue Water submitted invoices for its work, along with the work of its subcontractors, totaling \$20,292,034.00.

Dated: Syosset, New York
December 12, 2007

LENORE BOOTH
Notary Public, State of New York
Qualified in Nassau County
My Commission Expires 08/07/2010


Matthew Russo, P.E.

Subscribed and sworn to before me
this 12th day of December 2007


Notary Public