

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the
Development and Implementation
of a Focused Remedial Investigation/
Feasibility Study & Remedial Program
for an Inactive Hazardous Waste
Disposal Site, Under Article 27,
Title 13, of the Environmental
Conservation Law of the State
of New York by

ORDER
ON
CONSENT

INDEX # W3-071-86-06
SITE #3-36-032

BALCHEM CORP.

Respondent.

WHEREAS,

1. The New York State Department of Environmental Conservation (the "Department") is responsible for enforcement of Article 27, Title 13 of the Environmental Conservation Law of the State of New York ("ECL"), entitled "Inactive Hazardous Waste Disposal Sites". This Order is entered into pursuant to the Department's authority under ECL Article 27, Title 13.

2. Balchem Corp. ("Respondent"), a corporation organized and existing under the laws of the State of Maryland, is authorized to do business in the State of New York. Respondent owns real property located at Route 284 in the Town of Waywayanda, County of Orange (the "Site"). A map of the Site is attached to this Order as "Appendix A".

3. The Site is an inactive hazardous waste disposal site, as that term is defined at ECL Section 27-1301(2). The site has been listed in the Registry of Inactive Hazardous

Waste Disposal Sites in New York State as Site Number 3-36-032. The Department has classified the Site as a Classification "2" pursuant to ECL Section 27-1305(4)(b).

4. Pursuant to ECL Section 27-1313(3)(a), whenever the Commissioner of Environmental Conservation (the "Commissioner") "finds that hazardous wastes at an inactive hazardous waste disposal site constitute a significant threat to the environment, he may order the owner of such site and/or any person responsible for the disposal of hazardous wastes at such site (i) to develop an inactive hazardous waste disposal site remedial program, subject to the approval of the Department, at such site, and (ii) to implement such program within reasonable time limits specified in the order."

5. The Respondent previously entered into an Order on Consent with the Department for a Field Investigation on September 24, 1987. Respondent submitted a Hydrogeologic and Soil Assessment Field Investigation Report, dated March 2, 1988.

6. The Respondent voluntarily commenced remedial work prior to the signing of this order.

7. The Respondent has submitted a chronology of information in its possession regarding the remediation of the Site to date.

8. The Department and Respondent agree that the goal of this Order shall be the development and implementation of a Remedial Program ("RP") for the Site by Respondent, which

shall include a Focused Remedial Investigation/ Feasibility Study ("Focused RI/FS"), design and implementation of the selected remedial alternative, and operation, maintenance and monitoring of the selected remedial alternative.

9. Respondent, without admitting or denying that the Site constitutes a significant threat, having waived its right to a hearing herein as provided by law, and having consented to the issuance and entry of this Order, agrees to be bound by its terms.

NOW, having considered this matter and being duly advised, IT IS ORDERED THAT:

I. All activities and submittals required by this Order shall address both on-Site and off-Site contamination (if any) and shall be in accordance with Requisite Remedial Technology. As used in this Order, Requisite Remedial Technology means the proper application of scientific and engineering principles and practices, subject to the Department's approval, which will identify and mitigate or eliminate any present or potential threat to the public health or environment posed by the presence of hazardous waste at the Site and any release or threatened release of hazardous waste at or from the Site.

II. Respondent shall retain professional consultants, contractors and laboratories acceptable to the Department to

perform the technical, engineering and analytical obligations required by this Order. The experience, capabilities and qualifications of the firms or individuals selected by Respondent shall be submitted within 30 calendar days after the effective date of this order, consultant selection or contract execution, whichever is later, to the Department for approval prior to initiation of any activities for which the Respondent and its consultants will be responsible.

III. Within 30 calendar days after the effective date of this Order, Respondent shall submit (if not already submitted) to the Department its scoping effort completed in accordance with the United States Environmental Protection Agency's ("USEPA") "Guidance for Conducting Remedial Investigations and Feasibility Studies under CERCLA", dated October 1988, and any subsequent revision thereto and appropriate technical and administrative guidelines.

Respondent shall, within the same 30 calendar days, submit all data within its possession or control regarding environmental conditions on-Site and off-Site, and other information described below, to the extent that such data have not previously been provided to the Department. The data and other information shall include:

a. A brief history and description of the Site, including the types, quantities, physical state, location and

dates of disposal of hazardous waste including methods of disposal and spillage of such wastes;

b. A concise summary of information held by the Respondent and its attorneys with respect to all persons responsible for such disposal of hazardous wastes. Person responsible or responsible party means any or all of the following:

- (1) the current owner and operator of the Site;
- (2) the owner and operator of the Site at the time or subsequent to the time any hazardous waste disposal occurred;
- (3) any person who generated any hazardous waste that was disposed of at the Site;
- (4) any person who transported any hazardous waste to the Site;
- (5) any person who disposed of any hazardous waste at the Site;
- (6) any person who by contract, agreement or otherwise arranged for the transportation of any hazardous waste to the Site or the disposal of any hazardous waste at the Site;
- (7) any other person determined to be responsible according to applicable principles of statutory or common law liability.

Such information shall include, but not be limited to, names, addresses, dates of disposal and any proof

linking each such person responsible with hazardous identified pursuant to Paragraph III (a) herein;

c. A comprehensive list and copies of all existing relevant reports with titles, authors and subject matter, as well as a description of the results of all previous investigations of the Site and areas in the vicinity of the Site, including copies of all available property surveys and engineering studies. Respondent will provide a complete inventory, listing title, dates, and subject matter of all topographical and aerial photographs of the Site. Additionally Respondent shall submit representative copies of the topographical and aerial photographs listed. The Respondent will provide copies of any document covered by this paragraph if the Department so requests.

IV. Respondent has submitted to the Department a Work Plan for a Focused RI/FS entitled "Work Plan for Balchem Corporation, State Hill, New York, October 1991" prepared by Environmental Products & Services Inc.

The Work Plan addresses all elements of a Focused Remedial Investigation/Feasibility Study as set forth in the Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA"), 42 U.S.C. Sections 9601 et seq., as amended, the National Contingency Plan then in effect ("NCP"), the USEPA draft guidance document entitled "Guidance for Conducting Remedial Investigations and Feasibility Studies

under CERCLA" dated October 1988, and any subsequent revisions thereto, and appropriate technical and administrative guidelines.

V. The Work Plan named in ¶IV shall be deemed approved concurrent with the execution of this Order by the Commissioner or his designee. The Approved Work Plan shall be attached as "Appendix B" and incorporated into this Order.

VI. In accordance with the time schedule contained in the Approved Work Plan, Respondent shall perform the Focused Remedial Investigation, submit the status reports and other deliverables (as defined in the Work Plan) and submit the Focused Remedial Investigation Report (the "Report"). During the Focused RI, Respondent shall have on-Site a full-time representative who is qualified to inspect the work. The Report shall include all data generated and all other information obtained during the Focused RI, provide all of the necessary assessments and evaluations set forth in CERCLA, the NCP then in effect, and in the guidance documents referred to above and identify any additional data that must be collected. The Report shall be prepared and certified by the individual or firm with the primary responsibility for the day to day performance of the Focused RI. This individual or firm shall certify that all activities that comprised the Focused RI were performed in full accordance with the Approved Work Plan.

VII. After receipt of the Report, the Department shall determine if the Focused RI was conducted and the Report prepared in accordance with the Approved Work Plan and this Order, and shall notify Respondent in writing of its approval or disapproval of the Report.

If the Department disapproves the Report, the Department shall notify Respondent in writing of the Department's objections.

Respondent shall revise the Report and/or reperform or supplement the Focused RI in accordance with the Department's specific comments and shall submit a revised Report. The period of time within which the Report must be revised or the Focused RI reperformed or supplemented shall be specified by the Department in its notice of disapproval.

After receipt of the revised Report, the Department shall notify the Respondent in writing of its approval or disapproval of the revised Report.

If the Department disapproves the revised Report, the Respondent shall be deemed to be in violation of this Order subject to the dispute resolution procedure in ¶XXIV.

The Report approved by the Department (the "Approved Report") shall be attached as "Appendix C" and incorporated into this Order.

VIII. The Department reserves the right to require a modification and/or an amplification and expansion of the

Focused RI and the Report by Respondent if the Department determines, as a result of reviewing data generated by the Focused RI or as a result of reviewing any other data or facts, that further work is necessary.

IX. Within 90 calendar days after receipt of the Department's approval of the Report, Respondent shall submit a Focused Feasibility Study based upon the Focused RI evaluating on-Site and off-Site remedial actions to eliminate, to the maximum extent practicable, all health and environmental hazards and potential hazards attributable to the Site. The Feasibility Study ("FS") shall be prepared and certified by an engineer licensed to practice by the State of New York, and approved by the Department. This engineer may be an employee of Respondent, or an individual or member of a firm which is authorized to offer engineering services in accordance with Article 145 of the New York State Education Law.

The FS shall be performed in a manner that is consistent with CERCLA, the NCP then in effect, the USEPA draft guidance document entitled "Guidance for Conducting Remedial Investigations and Feasibility Studies under CERCLA," dated October 1988 and any subsequent revisions thereto and appropriate technical and administrative guidelines.

X. After receipt of the FS, the Department shall determine if the FS was prepared in accordance with this

Order, and shall provide written notification of its approval or disapproval.

If the Department disapproves the FS, the Department shall notify Respondent in writing of the Department's objections. Within 45 calendar days after receipt of notice of disapproval, Respondent shall revise the Feasibility Study in accordance with the Department's specific comments and submit a Revised FS.

After receipt of the Revised FS, the Department shall notify Respondent in writing of its approval or disapproval of the Revised FS.

If the Department disapproves the Revised FS, the Respondent shall be deemed to be in violation of this Order subject to the dispute resolution procedure in ¶ XXIV.

The FS or the Revised FS, whichever the Department approves (the "Approved Feasibility Study"), shall be attached as "Appendix D" and incorporated into this Order.

XI. Within 60 calendar days after the Department's approval of the FS, the Department and Respondent shall solicit public comment on the RI/FS and the Recommended Remedial Program in accordance with CERCLA, the NCP, any other applicable law, guidance documents, and any relevant Department policy in effect at the time the public comment period is initiated. After the close of the public comment period, the Department shall select a final remedial program

for the Site in a Record of Decision ("ROD"). The ROD shall be attached as "Appendix E" and incorporated into this Order.

XII. Unless the ROD recommends the "no action" alternative, Respondent shall submit a Remedial Design within 90 calendar days after the ROD is signed. The Remedial Design shall be prepared and certified by an engineer licensed to practice by the State of New York and approved by the Department. This engineer may be an employee of Respondent, or an individual or member of a firm which is authorized to offer engineering services in accordance with Article 145 of the New York State Education Law.

The Remedial Design shall include the following:

- a. A detailed description of the means by which each essential element of the Remedial Program will be performed, to include but not be limited to:
 1. the collection, destruction, treatment and/or disposal of hazardous wastes, and their constituents and degradation products, and any soil or other materials contaminated thereby;
 2. the collection, destruction, treatment, and/or disposal of contaminated groundwater, leachate and air;
 3. physical security and posting of signs at the Site;

4. health and safety of persons living and/or working at or in the vicinity of the site;

5. the Quality Control and Quality Assurance ("QA/QC") procedures and protocols to be applied during implementation of the Remedial Program; and

6. monitoring program which adequately assesses environmental conditions and integrates needs which are both on-Site and off-Site during implementation of the Remedial Program.

b. "Biddable Quality" documents for the Remedial Program, including but not limited to plans and specifications prepared and certified by an engineer licensed to practice by the State of New York and approved by the Department. The engineer may be an employee of the Respondent, or an individual or member of a firm which is authorized to offer engineering services in accordance with Article 145 of the New York State Education Laws. These plans shall satisfy all applicable local, state and federal laws, rules and regulations;

c. A time schedule for the Remedial Program and provisions for periodic work-in-progress reports during the Remedial Program;

d. The parameters, conditions, procedures and protocols to determine the effectiveness of the Remedial Program, including a schedule for periodic sampling of groundwater monitoring wells on-Site and off-Site;

e. An Operation, Maintenance and Monitoring ("O & M") Plan for the activities to be undertaken following completion of the Remedial Program, including the number of years during which such activities will be performed.

f. A Contingency Plan to be implemented in the event that any element of the Remedial Program fails to operate in accordance with the Remedial Design or otherwise fails to protect human health or the environment; and

g. A Health and Safety Plan for the protection of persons at and in the vicinity of the Site during construction and after completion of the Remedial Program. The plan shall be prepared in accordance with 29 C.F.R. Section 1910 by a certified health and safety professional.

XIII. After receipt of the Remedial Design, the Department shall notify Respondent in writing of its approval or disapproval of the Remedial Design. If the Department approves the Remedial Design, the Respondent shall implement the Remedial Program in accordance with it.

If the Department disapproves the Remedial Design, the Department shall notify Respondent in writing of the Department's objections. Within 45 calendar days after receipt of notice of disapproval, Respondent shall revise the Remedial Design in accordance with the Department's specific comments and submit a Revised Remedial Design.

After receipt of the Revised Remedial Design, the Department shall notify Respondent in writing of its approval or disapproval of the Revised Remedial Design. If the Department approves the Revised Remedial Design, Respondent shall implement the Remedial Program in accordance with it.

If the Department disapproves the revised Remedial Design, the Respondent shall be deemed to be in violation of this Order, subject to the dispute resolution procedure in § XXIV.

The Remedial Design or the Revised Remedial Design, whichever the Department approves (the "Approved Remedial Design"), shall be attached as "Appendix F" and incorporated into this Order.

XIV. Respondent shall implement the Remedial Program in accordance with the approved Remedial Design. Respondent must obtain prior written approval from the Department prior to deviating from the Approved Remedial Design in any way. During implementation of the Remedial Program, Respondent shall have on-Site a full-time representative who is qualified to inspect the work.

Within 60 calendar days after completion of the Remedial Program, Respondent shall submit as-built drawings, a Final Engineering Report, and a Final Operation, Maintenance and Monitoring Report. These reports shall reflect all changes made during construction and a certification that the

Remedial Program was completed in accordance with the Approved Remedial Design. The Reports shall be prepared and the certification made by an engineer licensed to practice by the State of New York and approved by the Department. This engineer may be an employee of the Respondent, or an individual or member of a firm which is authorized to offer engineering services in accordance with Article 145 of the New York State Education Law.

XV. After receipt of the as-built drawings, Final Engineering Report and certification, the Department shall notify Respondent in writing whether it is satisfied with the quality and completeness of the Remedial Program as being protective of human health and the environment.

If the Department concludes that any element of the Remedial Program fails to operate in accordance with the Remedial Design or otherwise fails to protect human health or the environment, the Department may take any action or pursue whatever rights it has pursuant to any provision of statutory or common law.

XVI. Prior to its acceptance and approval of the engineer's certification that construction was completed in accordance with the Approved Remedial Design, the Department may require the Respondent to modify the Remedial Design and

Construction if the Department determines that such modification is necessary due to:

(1) environmental conditions on-Site or off-Site which are related to the presence of hazardous wastes at the Site and were unknown to the Department at the time of the effective date of this Order, or

(2) information received, in whole or in part, after the effective date of this Order, where such unknown environmental conditions or information indicates that the Remedial Program is not protective of human health or the environment.

XVII. Respondent shall operate, maintain and monitor all elements of the Remedial Program for the period of years set forth in the Approved Remedial Design, implement the Contingency Plan contained in the approved Remedial Design in the event any element of the Remedial Program fails after completion or otherwise fails to protect human health or the environment, and implement the Health and Safety Plan contained in the approved Remedial Design after completion.

XVIII. The Department shall have the right to obtain split samples, duplicate samples, or both, of all substances and materials sampled by Respondent and the Department shall also have the right to take its own samples.

XIX. Respondent shall provide notice to the Department at least 10 working days in advance of any field activities to be conducted pursuant to this Order.

XX. Respondent shall obtain whatever permits, easements, rights-of-way, rights-of-entry, approvals or authorizations are necessary to perform Respondent's obligations under this Order. If after a good faith effort Respondent is unsuccessful, Respondent may petition the Department to provide assistance.

XXI. Respondent shall permit any duly designated employee, consultant, contractor or agent of the Department or any State agency to enter upon the Site or areas in the vicinity of the Site which may be under the control of Respondent for purposes of inspection, sampling and testing and to assure Respondent's compliance with this Order. During implementation of the Remedial Program, Respondent shall provide the Department with suitable office space at the site, including access to a telephone, and shall permit the Department full access to all records and job meetings.

XXII. A. Within 30 calendar days after the Department's approval of the Remedial Investigation Report, or 30 days after receipt of an invoice from the Department, whichever is later, Respondent shall pay to the Department a

sum of money which shall be determined by the Department and which shall represent reimbursement for the expenses including, but not limited to, direct labor, overhead, analytical costs and contractor costs incurred by the State of New York for reviewing the Report and overseeing the Remedial Investigation. Such payment together with the payment made under §XXII.B. shall not exceed \$50,000.00. Such payment shall be made by check payable to the Department of Environmental Conservation. This check will be deposited into the Hazardous Waste Remedial Fund established under § 97-b of the State Finance Law. Such payment shall be sent to:

Bureau of Program Management
Division of Hazardous Waste Remediation
NYS Department of Environmental Conservation
50 Wolf Road - Room 208
Albany, N.Y. 12233-7010

A photocopy of the check shall be mailed or delivered to:

Rosalie K. Rusinko, Esq.
Division of Environmental Enforcement
NYS Dept. of Environmental Conservation
202 Mamaroneck Avenue Room 304
White Plains, N.Y. 10601-5381

B. Within 30 calendar days of receipt of the Approved Remedial Design, Respondent shall pay to the Department a sum of money to be determined by the Department, based upon an estimate of the cost of implementation of the construction and other elements of the Approved Remedial Design, which sum shall represent the total administrative expenses including but not limited to, direct labor, overhead, analytical costs and subcontractor costs estimated to be

incurred by the Department for the Department's activities in association with the approval of the Feasibility Study and Remedial Design and the implementation of the Approved Remedial Design. These costs shall include, but are not limited to, all reasonable costs incurred for (1) reviewing proposals, reports, plans and specifications, procedures, protocols, and any document or information submitted in accordance with this Order; (2) technical observation by the Department of the implementation of the elements of the Approved Remedial Design, including but not limited to, observation of testing, construction, monitoring and maintenance activities associated therewith; (3) legal activities as necessary and (4) any other activities undertaken by the Department in relation to securing and overseeing implementation and monitoring of the elements of the Approved Remedial Design and carrying out the terms of this Order including but not limited to, transportation costs to and from the Site, room and board for Department representatives assigned to the Site, any payment made to county or state health departments for work performed by those agencies for the Department relative to this Order, staffing and contractual costs for topographic surveys and acquisitions and laboratory fees for analytical work ordered by the Department on any samples which the Department deems necessary. Such payment together with the payment made under ¶ XXII.A. shall not exceed \$50,000.00. Such payment shall be

made by check payable to the Department of Environmental Conservation. This check will be deposited into the Hazardous Waste Remedial Fund established under § 97-b of the State Finance Law. Such payment shall be sent to:

Bureau of Program Management
Division of Hazardous Waste Remediation
NYS Department of Environmental Conservation
50 Wolf Road - Room 208
Albany, N.Y. 12233-7010

A photocopy of the check shall be mailed or delivered to:

Rosalie K. Rusinko, Esq.
Division of Environmental Enforcement
NYS Dept. of Environmental Conservation
202 Mamaroneck Avenue - Room 304
White Plains, N.Y. 10601-5381

XXIII. Respondent shall not suffer any penalty under this Order, or be subject to any proceeding or action, if it cannot comply with any requirements hereof because of an act of God, war, riot or extremely severe weather conditions. Respondent shall immediately notify the Department in writing when it obtains knowledge of any such condition and request an appropriate extension or modification of this Order.

XXIV. The failure of the Respondent to comply with any term of this Order shall be a violation of this Order and the ECL subject to the following dispute resolution procedure.

The Department and Respondent shall attempt to resolve expeditiously and informally any disagreements concerning implementation of this Order or any work required

under this Order. In the event any dispute arising under this Order is not resolved expeditiously through informal means, either party, desiring dispute resolution under this paragraph shall give prompt written notice to the other party.

Within 10 calendar days of the service of notice of dispute pursuant to this paragraph, the party which gave the notice shall serve on the other party a written statement of the issues in dispute, the relevant facts upon which the dispute is based, and factual data, analysis or opinion supporting its position, and all supporting documentation on which such party relies (hereinafter called the "Statement of Position"). The other party shall serve its Statement of Position, including supporting documentation, no later than 10 calendar days after receipt of the complaining party's Statement of Position. In the event that these 10-day time periods for exchange of Statement of Position may cause a delay in the work being performed under this Order, the time periods may be shortened upon and in accordance with notice by the Department.

An administrative record of any dispute under this paragraph shall be maintained by the Department. The record shall include the written notification of such dispute, the Statement of Position served pursuant to the preceding subparagraph, and any other relevant information. The record shall be available for review by all parties.

Upon review of the administrative record, the Commissioner or his designee shall issue a final decision and order resolving the dispute. With respect to the final determination of the Commissioner or his designee, the Respondent shall have those rights granted pursuant to Article 78 of the Civil Practice Law and Rules (CPLR) of New York, provided that a Petition is filed within 10 calendar days of receipt of final decision and order issued by the Commissioner or his designee.

The invocation of the procedures stated in this paragraph shall not extend or postpone the Respondent's obligations under this Order with respect to the disputed item, unless and until the Department finds, or the Court orders, otherwise.

XXV. Nothing contained in this Order shall be construed as barring, diminishing, adjudicating or in any way affecting:

a. the Department's right to bring any action or proceeding against anyone other than Respondent, its directors, officers, employees, servants, agents, successors and assigns;

b. the Department's right to enforce this Order against Respondent, its directors, officers, employees, servants, agents, successors and assigns in the event that Respondent shall fail to satisfy any of the terms hereof;

c. the Department's right to bring any action or proceeding against Respondent, its directors, officers, employees, servants, agents, successors and assigns with respect to claims for natural resources damages as a result of the release or threatened release of hazardous wastes or constituents at or from the Site or areas in the vicinity of the Site, and;

d. the Department's right to bring any action or proceeding against Respondent, its directors, officers, employees, servants, agents, successors and assigns with respect to hazardous wastes that are present at the site or that have migrated from the site and present a significant threat to human health or the environment.

XXVI. This Order shall not be construed to prohibit the Commissioner or his duly authorized representative from exercising any summary abatement powers.

XXVII. Respondent shall indemnify and hold the Department, the State of New York, and their representatives and employees harmless for all claims, suits, actions, damages and costs of every name and description arising out of or resulting from the fulfillment or attempted fulfillment of this Order by Respondent, its directors, officers, employees, servants, agents, successors or assigns, provided, however, that Respondent does not assume any liability arising from the

negligent or intentionally tortious acts or omissions of the Department, the State of New York, and their representatives and employees during the course of any activities conducted pursuant to this Order.

XXVIII. The effective date of this Order shall be the date it is signed by the Commissioner or his designee.

XXIX. If Respondent desires that any provision of this Order be changed, it shall make timely written application to the Department for the Commissioner's consideration, setting forth reasonable grounds for the relief sought. Such written application shall be delivered or mailed pursuant to ¶ XXXIV.

XXX. Within 30 calendar days after the effective date of this Order, Respondent shall file a Declaration of Covenants and Restrictions with the Orange County Clerk [or Register] to give all parties who may acquire any interest in the Site notice of this Order.

XXXI. In the event Respondent proposes to convey the whole or any part of its ownership interest in the Site, Respondent shall, not fewer than 60 days prior to the proposed conveyance, notify the Department in writing of the identity of the transferee and of the nature and date of the proposed

conveyance and shall notify the transferee in writing, with a copy to the Department, of the applicability of this Order.

XXXII. All written communications required by this Order shall be transmitted by United States Postal Service, by private courier service, or hand delivered.

XXXIII. All Work Plans, Reports and other technical documents required to be submitted under this Order shall be sent to the following:

1. One copies to:

Michael J. O'Toole, Jr. P.E.
Director, Div. of Hazardous Waste Remediation
NYS Department of Environmental Conservation
50 Wolf Road
Albany, N.Y. 12233-7010

2. One copy to:

Rosalie K. Rusinko
Division of Environmental Enforcement
NYS Department of Environmental Conservation
202 Mamaroneck Avenue Room 304
White Plains, N.Y. 10601-5381

3. Five copy to:

James Quinn, Environmental Engineer
Division of Hazardous Waste Remediation
NYS Department of Environmental Conservation
50 Wolf Road
Albany, N.Y. 12233-7010

XXXIV. All communications and correspondence from Respondent to the Department shall be addressed to the Department's attorney:

Rosalie K. Rusinko, Esq.
Division of Environmental Enforcement
NYS Department of Environmental Conservation
202 Mamaroneck Avenue Room 304
White Plains, N.Y. 10601-5381

with copies to the Department's project manager:

James Quinn, Environmental Engineer
Division of Hazardous Waste Remediation
NYS Department of Environmental Conservation
50 Wolf Road
Albany, N.Y. 12233-7010

However, day to day considerations of a purely technical nature may be addressed by the Respondent's consultant directly to the project manager.

XXXV. Communication to be made from the Department to the Respondent shall be made as follows:

Kenneth Rubin, Esq.
Morgan, Lewis & Bockius
1800 M Street N.W.
Washington, D.C. 20036

with a copy to:

George Vail
Vice-President
Balchem Corp.
P.O. Box 175
Slate Hill, N.Y. 10973

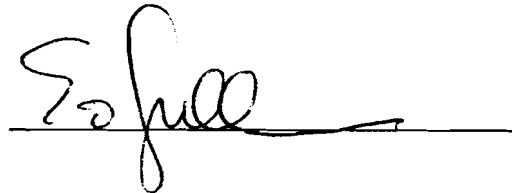
However, day to day considerations of a purely technical nature may be addressed by the project manager directly to Respondent's consultant.

XXXVI. Respondent, its successors and assigns shall be bound by this Order. Respondent shall ensure that its officers, directors, agents, servants, and employees comply with this Order.

XXXVII. The terms hereof shall constitute the complete and entire Order between Respondent and the Department concerning the Site. No terms, conditions, understandings or agreements purporting to modify or vary the terms hereof shall be binding unless made in writing and subscribed by the party to be bound. No informal advice, guidance, suggestions or comments by the Department regarding reports, proposals, plans, specifications, schedules or any other submittals shall be construed as relieving Respondent of its obligations to obtain such formal approvals as may be required by this Order.

DATED: *Albany*, New York
January 14, 1992

THOMAS C. JORLING
Commissioner
New York State Department
of Environmental Conservation



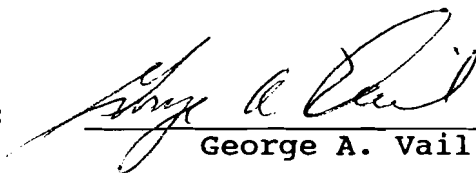
TO: Kenneth Rubin, Esq.
Morgan, Lewis & Bockius
1800 M Street N.W.
Washington, D.C. 20036

CONSENT BY RESPONDENT

BALCHEM CORP.

Respondent hereby consents to the issuing and entering of this Order, waives its right to a hearing herein as provided by law, and agrees to be bound by this Order.

By:


George A. Vail

Title: Vice President of Balchem Corp.

Date: Dec 26, 1991

STATE OF NEW YORK)
COUNTY OF ORANGE) S.S.:

On this 26th day of DECEMBER, 1991, before me personally came GEORGE A VAIL, to me known, who being duly sworn, did depose and say that he resides in MIDDLETOWN, NY; that he is the Vice President of Balchem Corp., the corporation described in and which executed the foregoing instrument; that he knew the seal of said corporation; that the seal affixed to said instrument was such corporate seal; that it was so affixed by the order of the Board of Directors of said corporation, and that he signed his name thereto by like order.


Notary Public

LOIS ANDUJAR
Notary Public, State of New York
No. 01AN4718341
Qualified in Orange County
Commission Expires March 30, 1992

RKR-I-BALCHEM.CRP/ 10/10/91