

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the
Development and Implementation
of a Focused Remedial Investigation/
Feasibility Study for an Inactive
Hazardous Waste Disposal Site,
Under Article 27, Title 13,
and Article 71, Title 27 of the
Environmental Conservation Law
of the State of New York by

ORDER
ON
CONSENT

INDEX # W3-0881-01-02

Northeast Solite Corporation
Industrial Environmental Systems, Inc.

Respondents

Site Code # 356005

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 issued pursuant to the Department's authority under, inter alia, ECL Article 27, Title 13 and ECL 3-0301.

2. The Parties listed below are hereinafter collectively referred to as Respondents. The alleged relationship to the Northeast Solite property located on Old Kings Highway, Saugerties, New York (hereinafter referred to as the "Site") for each of the Respondents, is described below. A map of the Site is attached to and incorporated into this Order as Exhibit "A."

- (i) Northeast Solite Corporation ("NES"), a corporation existing under the laws of the State of Virginia, is the current owner and operator of a portion of the Site.
- (ii) Industrial Environmental Systems, Inc. ("IESI"), a corporation existing under the laws of the State of Virginia, is the current owner and former operator of a portion of the Site.

3. Respondent NES performed certain remedial measures in accordance with a schedule of compliance contained in a Resource Conservation and Recovery Act ("RCRA")

Order on Consent signed by E.E. Martin, in his capacity as Vice-President of NES, on July 22, 1981, and executed by the commissioners designee on August 10, 1981.

4. Respondent IESI, performed certain remedial measures in accordance with a schedule of compliance contained in a Resource Conservation and Recovery Act ("RCRA") Order on Consent signed by E.E. Martin, in his capacity as Vice-President of IESI, on July 22, 1981, and executed by the commissioners designee on August 10, 1981. In addition, Respondent IESI conducted certain investigatory and remedial activities at a portion of the Site in connection with the closure of its facility subject to RCRA.

5. The Department maintains that the Site is an inactive hazardous waste disposal site, as that term is defined at ECL 27-1301.2, and presents a significant threat to the public health or environment. The Site has been listed in the Registry of Inactive Hazardous Waste Disposal Sites in New York State as Site Number 356005. The Department has classified the Site as a Classification "2" pursuant to ECL 27-1305.4.b.

6. A. Pursuant to ECL 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."

B. Any person under order pursuant to ECL 27-1313.3.a has a duty imposed by ECL Article 27, Title 13 to carry out the remedial program committed to under order. ECL 71-2705 provides that any person who fails to perform any duty imposed by ECL Article 27, Title 13 shall be liable for civil, administrative and/or criminal sanctions.

C. The Department also has the power, inter alia, to provide for the prevention and abatement of all water, land, and air pollution. ECL 3-0301.1.i.

7. The Department and Respondents agree that the goals of this Order are for Respondents to (i) develop and implement a Focused Remedial Investigation/Feasibility Study ("FRI/FS") for the Site; and (ii) reimburse the State's administrative costs as provided for in Paragraph XI.

8. Respondents having waived Respondents' 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. Respondents consent to and agree not to contest the authority or jurisdiction of the Department to issue or enforce this Order, and agree not to contest the validity of this Order

or its terms.

9. Notwithstanding Respondents' consent to the issuance of this Order and their undertaking obligations under this Order, Respondents do not admit or acknowledge any liability, fault or wrongdoing or violation of the law, regulation or permit of any kind whatsoever in any way related to the Site. Moreover, Respondents' consent to this Order should not be interpreted as agreeing to or consenting to the Department's assertion or interpretation of law.

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

I. Initial Submittal

Within 45 days after the effective date of this Order, Respondents shall submit to the Department all data within Respondents' possession or control regarding environmental conditions on-Site and off-Site, and other information described below, unless the Department informs Respondents that such data have 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 Respondents and Respondents' attorneys and consultants with respect to all persons responsible for such disposal of hazardous wastes, including but not limited to names, addresses, dates of disposal and any proof linking each such person responsible with hazardous wastes identified pursuant to Subparagraph I.A; and

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 topographic and property surveys, engineering studies and aerial photographs.

II. Focused RI/FS Work Plan Contents and Submittals

A. Within 30 days after the effective date of this Order, Respondents shall submit to the Department a detailed work plan based upon the Scope of Work attached to this Order as Exhibit "B", describing the methods and procedures to be implemented in performing a FRI/FS for the Site ("FRI/FS Work Plan").

B. (1) The FRI/FS Work Plan shall include, but not be limited to, the following:

a. A chronological description of the anticipated FRI/FS activities together with a schedule for the performance of these activities.

b. A Sampling and Analysis Plan that shall include:

(i) A quality assurance project plan that describes the quality assurance and quality control protocols necessary to achieve the initial data quality objectives. This plan shall designate a data validation expert and must describe such individual's qualifications and experience.

(ii) A field sampling plan that defines sampling and data gathering methods in a manner consistent with the "Field Methods Compendium," OSWER Directive 9285.2-11 (draft June 1993), as supplemented by the Department.

c. A health and safety plan to protect persons at and in the vicinity of the Site during the performance of the FRI/FS which shall be prepared in accordance with 29 CFR 1910 and all other applicable standards by a certified health and safety professional. Respondents shall add supplemental items to this plan necessary to ensure the health and safety of all persons at or in the vicinity of the Site during the performance of any work pursuant to this Order.

d. A citizen participation plan that is, at a minimum, consistent with the Department's publication, "Citizen Participation in New York's Hazardous Waste Site Remediation Program: A Guidebook," dated June 1998, and any subsequent revisions thereto, and 6 NYCRR Part 375.

(2) The FRI/FS Work Plan shall incorporate all elements of a RI/FS as set forth in the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 ("CERCLA") [42 USC 9601 et seq.], as amended, the National Contingency Plan ("NCP") of March 8, 1990 [40 CFR Part 300], the USEPA guidance document entitled "Guidance for Conducting Remedial Investigations and Feasibility Studies under CERCLA," dated October 1988, and any subsequent revisions to that guidance document in effect at the time the FRI/FS Work Plan is submitted, and appropriate USEPA and Department technical and administrative guidance documents.

III. Performance and Reporting of Focused Remedial Investigation

A. Respondents shall commence the Focused Remedial Investigation in

accordance with the schedule contained in the Department-approved FRI/FS Work Plan.

B. Respondents shall perform the Focused Remedial Investigation in accordance with the Department-approved FRI/FS Work Plan.

C. During the performance of the Focused Remedial Investigation field work, Respondents shall have on-Site a full-time representative who is qualified to supervise the work done.

D. Within the time frame set forth in the Department-approved FRI/FS Work Plan, Respondents shall prepare a Focused Remedial Investigation Report that shall:

(1) include all data generated and all other information obtained during the Focused Remedial Investigation:

(2) provide all of the assessments and evaluations set forth in CERCLA, the NCP, and the guidance documents identified in Subparagraph II.B.2;

(3) identify any additional data that must be collected; and

(4) include a certification by the individual or firm with primary responsibility for the day to day performance of the Focused Remedial Investigation that all activities that comprised the Focused Remedial Investigation were performed in full accordance with the Department-approved FRI/FS Work Plan.

IV. Feasibility Study

A. In accordance with the schedule contained in the Department-approved FRI/FS Work Plan, Respondents shall submit a complete Feasibility Study evaluating on-Site and off-Site remedial actions to eliminate, to the maximum extent practicable, all significant health and environmental hazards and potential hazards at the Site. The Feasibility Study shall be prepared by and have the signature and seal of a professional engineer who shall certify that the Feasibility Study was prepared in accordance with this Order.

B. Respondents shall perform and prepare the Feasibility Study in accordance with the Department-approved FRI/FS Work Plan and in a manner consistent with CERCLA, the NCP, and the guidance documents identified in Subparagraph II.B.2.

C. After the Department's approval of the Feasibility Study, Respondents shall cooperate and assist the Department in soliciting public comment on the FRI/FS and on the

proposed remedial action plan, in accordance with CERCLA, the NCP, the guidance documents identified in Subparagraph II.B.2, and with any Department policy and guidance documents 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 alternative for the site in a Record of Decision ("ROD").

V. Interim Remedial Measure

- A. 1. Respondents may propose one or more IRMs for the Site.
2. In proposing each IRM, Respondents shall submit to the Department a work plan that includes a chronological description of the anticipated IRM activities together with a schedule for performance of those activities (an "IRM Work Plan" for the Site).
3. Upon the Department's determination that the proposal is an appropriate IRM and upon the Department's approval of such work plan, the IRM Work Plan shall be incorporated into and become an enforceable part of this Order; and Respondents shall submit to the Department for its review and (as appropriate) approval, in accordance with the schedule contained in the Department-approved IRM Work Plan, detailed documents and specifications prepared, signed, and sealed by a professional engineer to implement the Department-approved IRM. Such documents shall include a health and safety plan, contingency plan, and (if the Department requires such) a citizen participation plan that incorporates appropriate activities outlined in the Department's publication, "Citizen Participation in New York's Hazardous Waste Site Remediation Program: A Guidebook," dated June 1998, and any subsequent revisions thereto, and 6 NYCRR Part 375. Respondents shall then carry out such IRM in accordance with the requirements of the approved IRM Work Plan, detailed documents and specifications, and this Order. Respondents shall notify the Department of any significant difficulties that may be encountered in implementing the Department-approved work plan, detailed documents, or specifications and shall not modify any obligation unless first approved by the Department.
4. During implementation of all construction activities identified in the Department-approved IRM Work Plan, Respondents shall have on-Site a full-time representative who is qualified to supervise the work done.
5. Within the schedule contained in the Department-approved IRM Work Plan, Respondents shall submit to the Department a final engineering report prepared by a professional engineer that includes a certification by that individual that all activities that comprised the Department-approved IRM were completed in accordance with the Department-approved IRM Work Plan and this Order.

a. If the performance of the Department-approved IRM encompassed construction activities, the final engineering report also shall include a detailed post-remedial operation and maintenance plan ("IRM O&M Plan"); "as-built" drawings and a final engineering report (each including all changes made to the Remedial Design during construction); and a certification by a professional engineer that the IRM was implemented and all construction activities were completed in accordance with the Department-approved detailed documents and specifications for the IRM and all such activities were personally witnessed by him or her or by a person under his or her direct supervision. The IRM O&M Plan, "as built" drawings, final engineering report, and certification must be prepared, signed, and sealed by a professional engineer.

b. Upon the Department's approval of the IRM O&M Plan, Respondents shall implement the IRM O&M Plan in accordance with the requirements of the Department-approved IRM O&M Plan.

6. After receipt of the final engineering report and certification, the Department shall notify Respondents in writing whether the Department is satisfied that the IRM was completed in compliance with the Department-approved IRM Work Plan and design.

VI. Progress Reports

Respondents shall submit to the parties identified in Subparagraph XV.B in the numbers specified therein copies of written monthly progress reports that:

A. describe the actions which have been taken toward achieving compliance with this Order during the previous month;

B. include all results of sampling and tests and all other data received or generated by Respondents or Respondents' contractors or agents in the previous month, including quality assurance/quality control information, whether conducted pursuant to this Order or conducted independently by Respondents;

C. identify all work plans, reports, and other deliverables required by this Order that were completed and submitted during the previous month;

D. describe all actions, including, but not limited to, data collection and implementation of work plans, that are scheduled for the next month and provide other information relating to the progress at the Site;

E. include information regarding percentage of completion, unresolved delays

encountered or anticipated that may affect the future schedule for implementation of Respondents' obligations under the Order, and efforts made to mitigate those delays or anticipated delays;

F. include any modifications to any work plans that Respondents have proposed to the Department or that the Department has approved; and

G. describe all activities undertaken in support of the Citizen Participation Plan during the previous month and those to be undertaken in the next month. Respondents shall submit these progress reports to the Department by the tenth day of every month following the effective date of this Order.

Respondents also shall allow the Department to attend, and shall provide the Department at least seven days advance notice of, any of the following: prebid meetings, job progress meetings, substantial completion meeting and inspection, and final inspection and meeting.

VII. Review of Submittals

A. 1. The Department shall review each of the submittals Respondents make pursuant to this Order to determine whether it was prepared, and whether the work done to generate the data and other information in the submittal was done, in accordance with this Order and generally accepted technical and scientific principles. The Department shall notify Respondents in writing of its approval or disapproval of the submittal. All Department-approved submittals shall be incorporated into and become an enforceable part of this Order.

2. a. If the Department disapproves a submittal, it shall so notify Respondents in writing and shall specify the reasons for its disapproval. Within 30 days after receiving written notice that Respondents' submittal has been disapproved, Respondents shall make a revised submittal to the Department that addresses and resolves all of the Department's stated reasons for disapproving the first submittal.

b. After receipt of the revised submittal, the Department shall notify Respondents in writing of its approval or disapproval. If the Department disapproves the revised submittal then, unless the Respondents invoke the Dispute Resolution provision in Paragraph VIII in which event the provisions of Paragraph VIII shall control, Respondents shall be in violation of this Order and the Department may take any action or pursue whatever rights it has pursuant to any provision of statutory or common law. If the Department approves the revised submittal, it shall be incorporated into and become an enforceable part of this Order.

B. Respondents shall modify and/or amplify and expand a submittal upon the Department's direction to do so if the Department determines, as a result of reviewing data generated by an activity required under this Order or as a result of reviewing any other data or facts, that further work is necessary.

VIII. Dispute Resolution

A. This Paragraph sets forth the procedures for disputes arising under Paragraph VII and Paragraph XI of this Order. Nothing in this Order shall be construed to allow the consideration or resolution of any dispute regarding the ROD or any of its provisions.

B. 1. Respondents shall be in violation of this Order and the ECL, if the Department determines that Respondents have failed to comply with requirements of this Order set forth in Subparagraph VII.A(2)(b) unless within ten (10) business days of receipt of the Department's notice of disapproval, Respondents serve on the Department a request for Dispute Resolution by the Division of Environmental Remediation's Assistant Division Director ("ADD"), and 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 Respondents rely (hereinafter called the "Statement of Position"). The Department shall provide its Statement of Position, including supporting documentation no later than ten business (10) days after receipt of Respondents' Statement of Position. Respondents shall have five (5) business days after receipt of the Department's Statement of Position within which to provide the Department a reply to the Department's Statement of Position, and in the event Respondents provide such a reply, the Department shall have five (5) business days after receipt of Respondents' reply to the Department's Statement of Position within which to provide Respondents the Department's reply to Respondents' reply to the Department's Statement of Position. In the event that the periods for exchange of Statements of Position and replies 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 as agreed to by Respondents.

2. The Department shall maintain an administrative record of any dispute under this Paragraph. The record shall include the Statement of Position of each party served pursuant to the preceding subparagraph, and any relevant information. The record shall be available for review of all parties and the public.

3. The ADD shall issue a final decision resolving the dispute. Respondents shall revise the submittal in accordance with the Department's specific comments, as may be modified by the ADD and except for those which have been withdrawn by the ADD, and shall submit a revised submittal. The period of time within

which the submittal must be revised shall be fourteen (14) days after receipt of the ADD's final decision resolving the dispute or as specified by the Department in its notice of disapproval, whichever is later, or another time frame specified by the ADD.

4. After receipt of the revised submittal, the Department shall notify Respondents in writing of its approval or disapproval of the revised submittal. If the revised submittal fails to address the Department's specific comments, as may be modified by the ADD, and the Department disapproves the revised submittal for this reason, Respondents shall be in violation of this Order and the ECL. In review by the ADD of any dispute pursued under this Paragraph, Respondents shall have the burden of proving that there is no rational basis for the Department's decision.

5. The invocation of the procedures stated in this Paragraph shall not extend, postpone or modify Respondents' obligations under this Order with respect to any disputed items, unless and until the Department agrees or a court determines otherwise. The invocation of the procedures stated in this Paragraph shall constitute an election of remedies by Respondents, and such election of this remedy shall constitute a waiver of any and all other remedies which may otherwise be available to that party regarding the issue in dispute provided, however, that review of the ADD's decision may be had in a proceeding pursuant to Article 78 of the CPLR commenced no later than 30 days after the ADD's decision. The commencement of such a proceeding stated in this paragraph shall not extend, postpone or modify any obligation of the Respondents under this Order, other than those obligations directly subject to judicial review under the Article 78 proceeding.

C. 1. The dispute resolution procedures of this Subparagraph, which pertain to Paragraph XI (Payment of State Costs), can only be invoked relative to a dispute on the following grounds: (1) the cost documentation contains clerical errors; or (2) the costs are not related to the Department's activities concerning the Site; or (3) the costs are not reasonably related to the project.

2. Respondents shall be in violation of this Order, unless within thirty (30) days following Respondents' receipt of an itemized invoice from the Department, Respondents pay same or request to meet with the Director of the Division of Environmental Remediation's Bureau of Program Management (the "Director") in order to discuss Respondents' basis for its refusal to pay said itemized invoice, and the Respondents are available to meet within ten (10) business days thereafter. At this meeting, Respondents shall be given an opportunity to present their objections to the payment of said itemized invoice, and the Director shall have the authority to modify and/or withdraw said itemized invoice. If Respondents subsequently fail to pay said itemized invoice in the amount and within the time period for payment determined by the Director, then Respondents shall be in violation of this Order.

3. In the event of a dispute regarding costs, the Respondents shall pay all costs not disputed within 30 days as provided for under Paragraph XI.

4. The invocation of the formal dispute resolution procedures under this Subparagraph shall not of itself extend, postpone or affect in any way any of Respondents' obligations under this Order. The invocation of the procedures stated in this Subparagraph shall constitute an election of remedies by Respondents, and such election of this remedy shall constitute a waiver of any and all other remedies which may otherwise be available to Respondents regarding the issue in dispute, provided that Respondents' rights granted pursuant to Article 78 of the CPLR are unaffected by the provisions of this Subparagraph.

IX. Penalties

A. 1. Respondents' failure to comply with any term of this Order constitutes a violation of this Order and the ECL.

2. Respondents shall be liable for payment to the Department of the sums set forth below as stipulated penalties for each day or part thereof that Respondents are in violation of the terms of this Order. All penalties begin to accrue on the first day Respondent are in violation of the terms of this Order and continue to accrue through the final day of correction of any violation. Such sums shall be due and payable within 15 days after receipt of notification from the Department assessing the penalties. If such payment is not received within 15 days after Respondents receive such notification from the Department, interest shall be payable at the annual rate of nine per cent on the overdue amount from the day on which it was due through, and including, date of payment. Penalties shall be paid by certified check or money order, made payable to "New York State Department of Environmental Conservation" and shall be delivered personally or by certified mail, return receipt requested, to the Director, Division of Environmental Enforcement, N.Y.S.D.E.C., 50 Wolf Road, Albany, New York 12233-5500. Payment of the penalties shall not in any way alter Respondents' obligation to complete performance under the terms of this Order. Stipulated penalties shall be due and payable under Subparagraph IX.A.2 pursuant to the following schedule:

<u>Period of Non-Compliance</u>	<u>Penalty Per Day</u>
First through 15th day	\$ 1,000
16th through 30th day	\$ 2,000
31st day and thereafter	\$ 3,500

B. Respondents shall not suffer any penalty under this Order or be subject to any proceeding or action if it cannot comply with any requirement hereof because of war, riot, an unforeseeable disaster arising exclusively from natural causes which the exercise of ordinary

human prudence could not have prevented, or because of any event beyond the control of Respondents or their agents carrying out Respondents' obligations under this Order. Respondents shall, within five days of when it obtains knowledge of any such condition, notify the Department in writing. Respondents shall include in such notice the measures taken and to be taken by Respondents to prevent or minimize any delays and shall request an appropriate extension or modification of this Order. Failure to give such notice within such five-day period constitutes a waiver of any claim that a delay is not subject to penalties. Respondents shall have the burden of proving that an event is a defense to compliance with this Order pursuant to Subparagraph IX.B.

Increased costs or expenses of any work to be performed under this Order, the financial inability of Respondents to perform such work, the failure of Respondents to make complete and timely application for any required approval or permit, and nonattainment of the goals, standards and requirements of this Order do not constitute conditions or events warranting the relief set forth in Subparagraph IX.B.

X. Entry upon Site

Respondents hereby consent to the entry upon the Site or areas in the vicinity of the Site which may be under the control of Respondents by any duly designated employee, consultant, contractor, or agent of the Department or any State agency for purposes of inspection, sampling, and testing and to ensure Respondents' compliance with this Order. Respondents shall provide the Department with suitable office space at the Site, if required, including access to a telephone, and shall permit the Department full access to all records relating to matters addressed by this Order and job meetings.

XI. Payment of State Costs

A. Within 30 days after receipt of an itemized invoice from the Department, Respondents shall pay to the Department a sum of money which shall represent reimbursement for the State's expenses including, but not limited to, direct labor, fringe benefits, indirect costs, travel, analytical costs, and contractor costs incurred by the State of New York for work related to the Site to the effective date of this Order, as well as for reviewing and revising submittals made pursuant to this Order, overseeing activities conducted pursuant to this Order, collecting and analyzing samples, and administrative costs associated with this Order.

B. Personal service costs shall be documented by reports of Direct Personal Service, which shall identify the employee name, title, biweekly salary, and time spent (in hours) on the project during the billing period, as identified by an assigned time and activity code. Approved agency fringe benefit and indirect cost rates shall be applied. Non-personal

service costs shall be summarized by category of expense (e.g., supplies, materials, travel, contractual) and shall be documented by expenditure reports.

C. Such invoice shall be sent to the Respondents at the following address:

Northeast Solite Corporation
c/o Stoneridge Farms Incorporated
P.O. Box 297
Greencove Spring, Florida 32043

D. Such payment shall be made by certified check payable to the Department of Environmental Conservation and shall be sent to: Bureau of Program Management, Division of Environmental Remediation, New York State Department of Environmental Conservation, 50 Wolf Road, Albany, NY 12233-7010.

E. Each party shall notify the other within 90 days of any change in the foregoing addresses.

XII. Department Reservation of Rights

A. Nothing contained in this Order shall be construed as barring, diminishing, adjudicating, or in any way affecting any of the Department's civil, criminal, or administrative rights (including, but not limited to, nor exemplified by, the right to recover natural resource damages) or authorities.

B. Nothing contained in this Order shall be construed to prohibit the Commissioner or his duly authorized representative from exercising any summary abatement powers.

XIII. Indemnification

Respondents 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 Respondents and/or any of Respondents' directors, officers, employees, servants, agents, successors, and assigns. However, Respondents shall not be required to indemnify the Department, the State of New York, and/or their representatives and employees regarding any liability arising from willful, wanton or malicious acts or acts constituting gross negligence by the Department, the State of New York, and/or their representatives and employees during the course of any activities conducted pursuant to this Order.

XIV. Public Notice

A. Within 30 days after the effective date of this Order, Respondents shall file a Declaration of Covenants and Restrictions with the Clerk of the County wherein the Site is located to give all parties who may acquire any interest in the Site notice of this Order.

B. If Respondents propose to convey the whole or any part of Respondents' ownership interest in the Site, Respondents shall, not fewer than 60 days before the date of conveyance, notify the Department in writing of the identity of the transferee and of the nature and proposed date of the conveyance and shall notify the transferee in writing, with a copy to the Department, of the applicability of this Order.

XV. Communications

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

1. Communication from Respondents shall be sent to:

Alali M. Tamuno, Esq.
Senior Attorney
New York State Department of Environmental Conservation
Division of Environmental Enforcement
200 White Plains Road, 5th Floor
Tarrytown, NY 10591-5805

with copies to:

Michael Komoroske
Division of Environmental Remediation
New York State Department of Environmental Conservation
50 Wolf Road
Albany, New York 12233-7010

Gary Litwin
Bureau of Environmental Exposure Investigation
New York State Department of Health
547 River Street
Flanigan Square
Troy, New York 12180-2216

Marc Moran, Regional Director
New York State Department of Environmental Conservation
21 Putt Corners Road
New Paltz, NY 12561-1696

2. Communication to be made from the Department to Respondents shall be sent to:

Thomas S. West, Esq.
LeBoeuf, Lamb, Greene & MacRae, LLP
One Commerce Plaza, Suite 2020
99 Washington Avenue
Albany, NY 12210-2820

Albert Galliano
Northeast Solite Corporation
c/o Stoneridge Farms Incorporated
P.O. Box 297
Greencove Spring, Florida 32043

Sander I. Bonvell
Air Resources Group, L.L.C.
596 New London Road
Latham, New York 12110

B. Copies of work plans and reports shall be submitted as follows:

Four copies (one unbound) to:

Michael Komoroske
Bureau of Eastern Remedial Action
Division of Environmental Remediation
New York State Department of Environmental Conservation
50 Wolf Road
Albany, New York 12233-7010

Two copies to:

Gary Litwin
Bureau of Environmental Exposure Investigation
New York State Department of Health

547 River Street
Flanigan Square
Troy, New York 12180-2216

One copy to:

Ramanand Pergadia, P.E
Division of Environmental Remediation
New York State Department of Environmental Conservation
21 Putt Corners Road
New Paltz, NY 12561-1696

C. 1. Within 30 days of the Department's approval of any report submitted pursuant to this Order, Respondents shall submit to Director, Division of Environmental Remediation, a computer readable magnetic media copy of the approved report in American Standard Code for Information Interchange (ASCII) format.

2. Within 30 days after the Department's approval of the FRI/FS, Respondents shall submit one microfilm copy of the FRI/FS to Director, Division of Environmental Remediation.

D. The Department and Respondents reserve the right to designate additional or different addressees for communication or written notice to the other.

XVI. Miscellaneous

A. All activities and submittals required by this Order shall address on-Site and off-Site contamination resulting from the disposal of hazardous wastes at the Site.

B. Respondents shall retain professional consultants, contractors, laboratories, quality assurance/quality control personnel, and third party data validators 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 Respondents shall be submitted to the Department within 10 days after the effective date of this Order. The Department's approval of these firms or individuals shall be obtained before the start of any activities for which Respondents and such firms or individuals will be responsible. The responsibility for the performance of the professionals retained by Respondents shall rest solely with Respondents.

C. The Department shall have the right to obtain split samples, duplicate samples, or both, of all substances and materials sampled by Respondents, and the

Department also shall have the right to take its own samples. Respondents shall make available to the Department the results of all sampling and/or tests or other data generated by Respondents with respect to implementation of this Order and shall submit these results in the progress reports required by this Order.

D. Respondents shall notify the Department at least 10 working days in advance of any field activities to be conducted pursuant to this Order.

E. Respondents shall obtain all permits, easements, rights-of-way, rights-of-entry, approvals, or authorizations necessary to perform Respondents' obligations under this Order.

F. Respondents and Respondents' officers, directors, agents, servants, employees, successors, and assigns shall be bound by this Order. Any change in ownership or corporate status of Respondents including, but not limited to, any transfer of assets or real or personal property shall in no way alter Respondents' responsibilities under this Order. Respondents' officers, directors, employees, servants, and agents shall be obliged by Respondents to comply with the relevant provisions of this Order in the performance of their designated duties on behalf of Respondents.

G. Respondents shall provide a copy of this Order to each contractor hired to perform work required by this Order and to each person representing Respondents with respect to the Site and shall condition all contracts entered into in order to carry out the obligations identified in this Order upon performance in conformity with the terms of this Order. Respondents or Respondents' contractors shall provide written notice of this Order to all subcontractors hired to perform any portion of the work required by this Order. Respondents shall nonetheless be responsible for ensuring that Respondents' contractors and subcontractors perform the work in satisfaction of the requirements of this Order.

H. All references to "professional engineer" in this Order are to an individual registered as a professional engineer in accordance with Article 145 of the New York State Education Law. If such individual is a member of a firm, that firm must be authorized to offer professional engineering services in the State of New York in accordance with Article 145 of the New York State Education Law.

I. All references to "days" in this Order are to calendar days unless otherwise specified.

J. The paragraph headings set forth in this Order are included for convenience of reference only and shall be disregarded in the construction and interpretation of any of the provisions of this Order.

K. 1. No term, condition, understanding, or agreement purporting to modify or vary any term of this Order shall be binding unless made in writing and subscribed by the party to be bound. No informal advice, guidance, suggestion, or comment by the Department regarding any report, proposal, plan, specification, schedule, or any other submittal shall be construed as relieving Respondents of Respondents' obligation to obtain such formal approvals as may be required by this Order.

2. If Respondents desire that any provision of this Order be changed, Respondents shall make timely written application, signed by Respondents, to the Commissioner setting forth reasonable grounds for the relief sought. Copies of such written application shall be delivered or mailed to Alali M. Tamuno and to Michael Komoroske.

L. The obligations of Respondents to finance and perform obligations under this Order and to pay amounts owed the Department under this Order are joint and several.

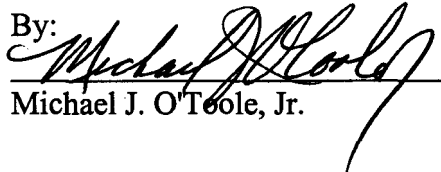
M. The effective date of this Order is the date the Commissioner or the Commissioner's designee signs it.

DATED:

3/30/2001

ERIN CROTTY,
COMMISSIONER
New York State Department
of Environmental Conservation

By:


Michael J. O'Toole, Jr.

CONSENT BY RESPONDENT

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

Industrial Environmental Systems, Inc.

By: Philip M. Nesmith

Title: PRESIDENT

Date: 3-26-01

STATE OF VIRGINIA)
) ss.:
COUNTY OF Henrico)

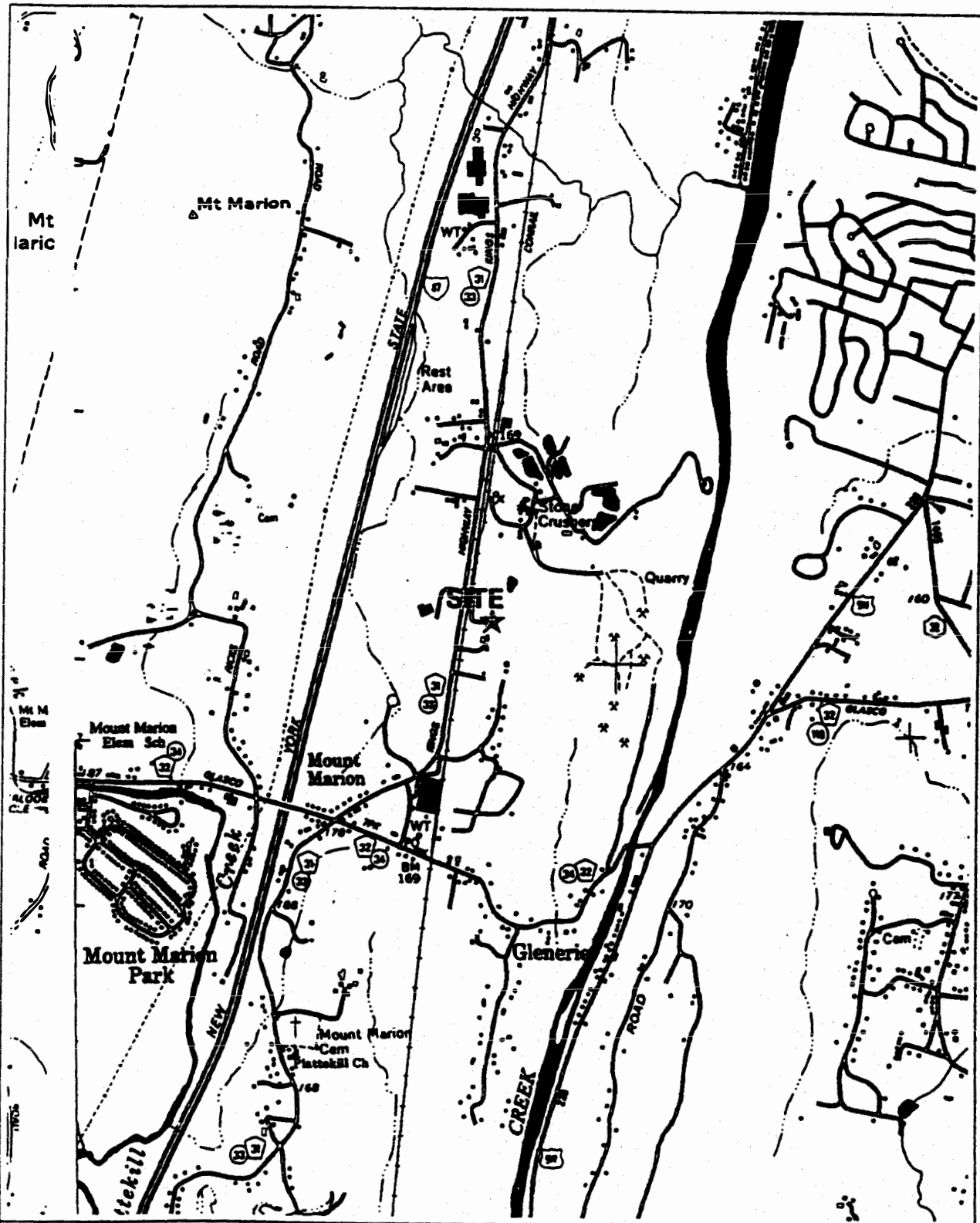
On this 26th day of March, ~~19~~2001 before me personally came Philip M. Nesmith to me known, who being duly sworn, did depose and say that he resides in Richmond, Virginia; that he is the President of Industrial Environmental Systems, Inc., the corporation described in and which executed the foregoing 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.

Tina Leah Parsons

Notary Public
Tina Leah Parsons

Commission Expires: 10-31-02

EXHIBIT A



Site Location Map

356005 Northeast Solite

EXHIBIT B

Scope of Work

1. Determine the existence and condition of the on-Site monitoring wells. Sample all monitoring wells and analyze for VOCs, PCBs, and metals. 19 wells had been used in previous investigations; 15 overburden wells and 4 bedrock wells. Many of these wells are destroyed.
2. A determination is needed to either replace all damaged monitoring wells or use a Geoprobe Investigation in the area of the damaged overburden monitoring wells. All of the overburden monitoring wells had a depth less than 12ft. And a Geoprobe Investigation could be used to collect the needed samples. A number of monitoring wells would be required to determine a groundwater flow and for any future monitoring program. Permanent monitoring wells are needed in the tank farm area, downgradient from the seeps, and downgradient edge of the Site.
3. Groundwater information is needed on the downgradient area of the Site which is directly adjacent to residential wells.
4. Conduct a Soil Gas Survey to determine locations for any new monitoring wells or the location for the Geoprobe Investigation.
5. Conduct a Geoprobe Investigation based on the information from previous investigations and Soil Gas Survey. Both soil and groundwater samples should be collected and analyzed for VOCs, PCBs, and metals.
6. Conduct groundwater sampling of the nearby residential wells and analyze for VOCs, PCBs, and metals.
7. The three sources of the contamination according to the previous investigations are the tank farm area, lagoon area, and the settling pond area. The above tasks should include these areas. The tank farm area was the source of petroleum, chlorinated solvents, and PCBs contamination. The settling pond area and lagoon area had accepted wastewater contaminated with heavy metals.
8. In Maruicio Roma's 6/30/92 memo, he stated that monitoring wells DFT-2 and UFT-1 need to be replaced. From the review of the most recent information, this task was not conducted. These are the monitoring wells referred to in Michael O'Toole's petition denial letter to the PRP.