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NEW YORK STATE DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the
Implementation of an
Investigation Program for
Pelham Manor by

AMENDMENT TO
AGREEMENT
(INDEX NUMBER: D3-0002-97-04)

Levin Properties, L.P.,
Volunteer.

CONSIDERING,

1. The New York State Department of Environmental Conservation (the "Department") and Levin Properties L.P. (the "Volunteer") entered into Voluntary Cleanup Agreement Index Number: D3-0002-97-04, which agreement was signed by the Commissioner of the Department on April 24, 1997 (the "Agreement"), relative to the approximately 20 acre parcel of land, situated along Boston Post Road and Pelham Parkway in the Village of Pelham Manor (the "Site").

2. The Agreement required Volunteer, among other obligations, to carry out an investigation reflected in the Work Plan annexed thereto as Exhibit "B".

3. Volunteer, desirous of implementing an investigation program acceptable to the Department, consents to the terms and conditions of this Amendment.

4. The Volunteer wishes to amend the Agreement to provide for Volunteer taking additional investigation action and in order to ensure, and the Department hereby determines that this Amendment constitutes a demonstration, that the investigation undertaken under the Agreement as amended by this Amendment will be in compliance with the ECL.

5. Volunteer agrees to be bound by the terms of this Amendment. Volunteer consents to and agrees not to contest the authority or jurisdiction of the Department to enter into or enforce this Amendment, and agrees not to contest the validity of this Amendment or its terms.

IN CONSIDERATION OF AND IN EXCHANGE FOR THE MUTUAL COVENANTS AND PROMISES CONTAINED HEREIN, VOLUNTEER AGREES TO THE FOLLOWING:

I. Performance and Reporting of the Work Plan Amendment

A. The Volunteer has submitted a Work Plan captioned "Work Plan for Investigation of the Tire Store" dated May 1998, which Work Plan is acceptable to the

Department, a copy of which is attached to and incorporated into this Amendment as Exhibit "A" and shall be attached to and incorporated into the Agreement as Exhibit "B-1". All references in the Agreement to the Work Plan shall refer to the one contained in Exhibit "A" of this Amendment.

B. Within 30 days after the effective date of this Amendment, Volunteer shall commence implementation of the Work Plan. Volunteer shall carry out the Work Plan in accordance with its terms, the terms of this Amendment and the terms of the Agreement.

C. In the event that the implementation of the Investigatory Work Plan results in a Department determination that a consequential amount of hazardous waste was disposed at the Site, the Site will be listed in the Annual Report described in ECL 27-1305 as a Class "V" inactive hazardous waste disposal site unless the hazardous waste disposed at the Site constitutes a significant threat to the environment, in which event the Site will be classified in the Registry of Inactive Hazardous Waste Disposal Sites as a Class "2" inactive hazardous waste disposal site. However, the Department will not so list the site if the Volunteer enters into a Remedial Agreement, and the Volunteer hereby agrees to enter into such a remedial agreement, which will result in a Department determination that the hazardous waste disposed at the Site no longer constitutes, and will not forseeably ever again constitute, a significant threat to the environment.

II. Miscellaneous

A. Terms which are used and not defined in this Amendment and are defined in the Agreement shall have the meaning ascribed to such terms in the Agreement, unless the context otherwise requires.

B. This Amendment shall control to the extent of a conflict between the provisions hereof and those of the Agreement. Except as provided in the preceding sentence or elsewhere in this Amendment, the Agreement and the documents related thereto shall be unamended and shall continue in full force and effect. Any amendment or other modification of this Amendment must be in writing.

C. The effective date of this Amendment shall be the date on which it is signed by the Commissioner or his designee.

Dated: July 17, 1998
at Albany, New York

John P. Cahill, Commissioner
New York State Department of Environmental Conservation

John P. Cahill

Consent By Volunteer

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

Levin Properties, L.P.
By: JHL Holdings, Inc, general partner

By: _____
William A. Farber, Vice President

Date: June 29, 1998

State of New ~~York~~ JERSEY)
) s.s.:
County of SOMERSET)

On this 29TH day of JUNE, 1998, before me personally came WILLIAM A. FARBER to me known, who, being duly sworn, did depose and say that _____ resides in _____; that HE is VICE PRESIDENT of ~~Levin Properties, L.P.~~ JHL HOLDINGS, INC., the corporation described in and which executed the foregoing instrument; and that ___ signed ____ name on behalf of Levin Properties, L.P. and was authorized to do so.

_____
Notary Public

JEANETTE KELLY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires March 29, 2003

Exhibit "A"

Work Plan

WORKPLAN FOR INVESTIGATION OF THE TIRE STORE
CALDOR SHOPPING CENTER SITE
PELHAM MANOR, NEW YORK

Prepared For:

Levin Management
Plainfield, New Jersey

Prepared By:

AKRF, Inc.
117 East 29th Street
New York, New York 10016
(212) 696-0670

MAY 1998

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INTRODUCTION

During removal of the hydraulic lifts from the former tire store at the Caldor Shopping Center Site (see attached location map), the contractor (Brookside Environmental) noted a black tarry substance at a depth of approximately 6 to 8 feet below grade in the two excavations where deeper sampling was necessary due to visible hydraulic fluid leaks. These are the locations where post-excavation samples were collected (shown on the attached Brookside sketch). With the approval of Todd Ghiosay of DEC Spills, the contractor backfilled these two excavations (and the others where no hydraulic leaks were present) and patched the concrete floor. Based on discussions with DEC's Division of Environmental Remediation, additional sampling was recommended. This portion of the site, based on a review of historical maps, was not used for coal gas manufacture.

SCOPE OF WORK

Continuous soil borings down to the groundwater level will be performed as close as possible to the two locations shown on the attached Brookside sketch. If field observations indicate the presence of coal tar, additional borings outside the building (near each corner) will be performed to delineate the horizontal extent of the material. If coal tar is detected in any of the borings outside of the building, sampling in at least one location will be continued below the groundwater level to delineate the vertical extent of the impacted soil and a groundwater monitoring well will be installed at the furthest downgradient boring location.

All field sampling and related operations will be conducted in accordance with the existing DEC-approved site-specific Health and Safety Plan, dated September 1995. Due to the size of the building, we would perform the borings inside the building using portable equipment. Sampling will be performed in accordance with NYSDEC sampling protocols, as described in Technical and Administrative Guidance Memorandum #4007: Phase II Investigation Generic Work Plan; DEC Division of Hazardous Waste Remediation, 1988.

Soil samples will be obtained by a steel, 24-inch, split-spoon sampler which will be driven through the subsurface levels ahead of a hollow-stem auger which bores into the soil to the desired sampling depth. The split-spoon sampler will be driven through the top 2 feet of soil (below any pavement or flooring where such exists) to obtain the surface sample. The auger will then bore down to a depth of 2 feet, a split-spoon sampler will be inserted in the hollow stem and driven to a depth of 4 feet to obtain the first subsurface sample. Next, the auger will bore down to 4 feet and the split-spoon sampler driven to 6 feet to obtain the second subsurface sample. This procedure will be repeated until the groundwater table is reached.

Organic vapor headspace analysis will be performed on soil samples using a photoionization detector, such as an Organic Vapor Meter (OVM) Model 580B or its equivalent. A soil sample will be placed in a 500 gm jar, sealed with an air-tight, non-reactive membrane, and shaken to allow any trapped vapor within the pore space to occupy the head space in the jar. Then the membrane will be pierced and the readout probe of the OVM inserted into the headspace to get a reading of total organic vapor concentration. The results of the organic vapor analysis will be recorded to form an organic vapor level profile for each boring.

At least one soil sample from each boring will be sent for laboratory analysis at a NYSDOH ELAP-certified laboratory. Samples for analysis will be containerized in accordance with the analytical protocols. Containers will be properly sealed, labeled, and placed in a refrigeration unit at a temperature of approximately 4°C for transport to the laboratory. A record of each sample, including notation of any odors, color, or sample matrix, will be kept in the sampler's field log book. A chain of custody will be maintained throughout the sampling, transport, and lab analysis.

Soil samples will be analyzed for TCL volatiles and semi-volatiles, TAL metals, TCLP-volatiles, TCLP-semi-volatiles and TCLP-metals. The groundwater sample will be analyzed for TCL volatiles and semi-volatiles and TAL metals (both in the original and in filtered samples). Additionally, any tarry samples would be fingerprinted by META Environmental, a Massachusetts laboratory experienced in fingerprinting hydrocarbons (including coal tar). A field blank will be included in each batch of samples and analyzed for TCL volatiles and semi-volatiles and TAL metals. A trip blank will also be included in each batch of samples, but only sampled for TCL volatiles.

QUALITY ASSURANCE/QUALITY CONTROL

All samples will be containerized and stored in accordance with NYSDEC sampling protocols. Each container will be properly sealed, labeled, and placed in a chilled cooler for transport to the laboratory. A record of each sample, including notation of any odors, color, or sample matrix, will be kept in the sampler's field log book. A chain of custody will be maintained throughout the field sampling, transport of samples to the laboratory, and during lab analysis.

To avoid contamination and cross-contamination of samples, all sampling equipment will be cleaned before collection of each sample. The procedure to be used is derived from that of the United States Environmental Protection Agency (EPA) Region II, as published by the New Jersey Department of Environmental Protection Field Sampling Procedures Manual, February 1988. (It differs from this reference in allowing alternatives to acetone and in the use of HCl for stainless steel.) The following procedure will be followed for all samples:

Step 1: Steam clean or pressure wash equipment.
Step 2: Scrub equipment with a bristle brush using non-phosphate detergent in hot tap water.
Step 3: Rinse with hot tap water.
Step 4: Rinse with 0.1N nitric acid. For stainless steel equipment, 0.1N hydrochloric acid.
Step 5: Rinse twice with deionized water.
Step 6: Rinse with spectrographic-grade acetone or methanol.
Step 7: Air dry.
Step 8: Double rinse with deionized, distilled water.
Step 9: Air dry the equipment.
Step 10: Package in clean unused aluminum foil.

To ensure the integrity of samples taken, a strict chain of custody record must be maintained on each sample. This begins after sampling with the entry in the sampler's log book of the sampling details:

a) Date and time of sampling;
b) Sample location (as specific as possible);
c) The unique sample number, size, and container(s) used;
d) Sample description;
e) Weather conditions (if applicable); and
f) Any additional comments.

In addition, a record must be kept of the sample's progress from the sample site to the laboratory where it will be analyzed. This is the chain-of-custody form. The form must include:

a) The sample number;
b) The sampler's name;
c) Date and time of sampling;
d) Location at which the sample was taken, including the address, if possible;
e) A description of the sample, as best known;

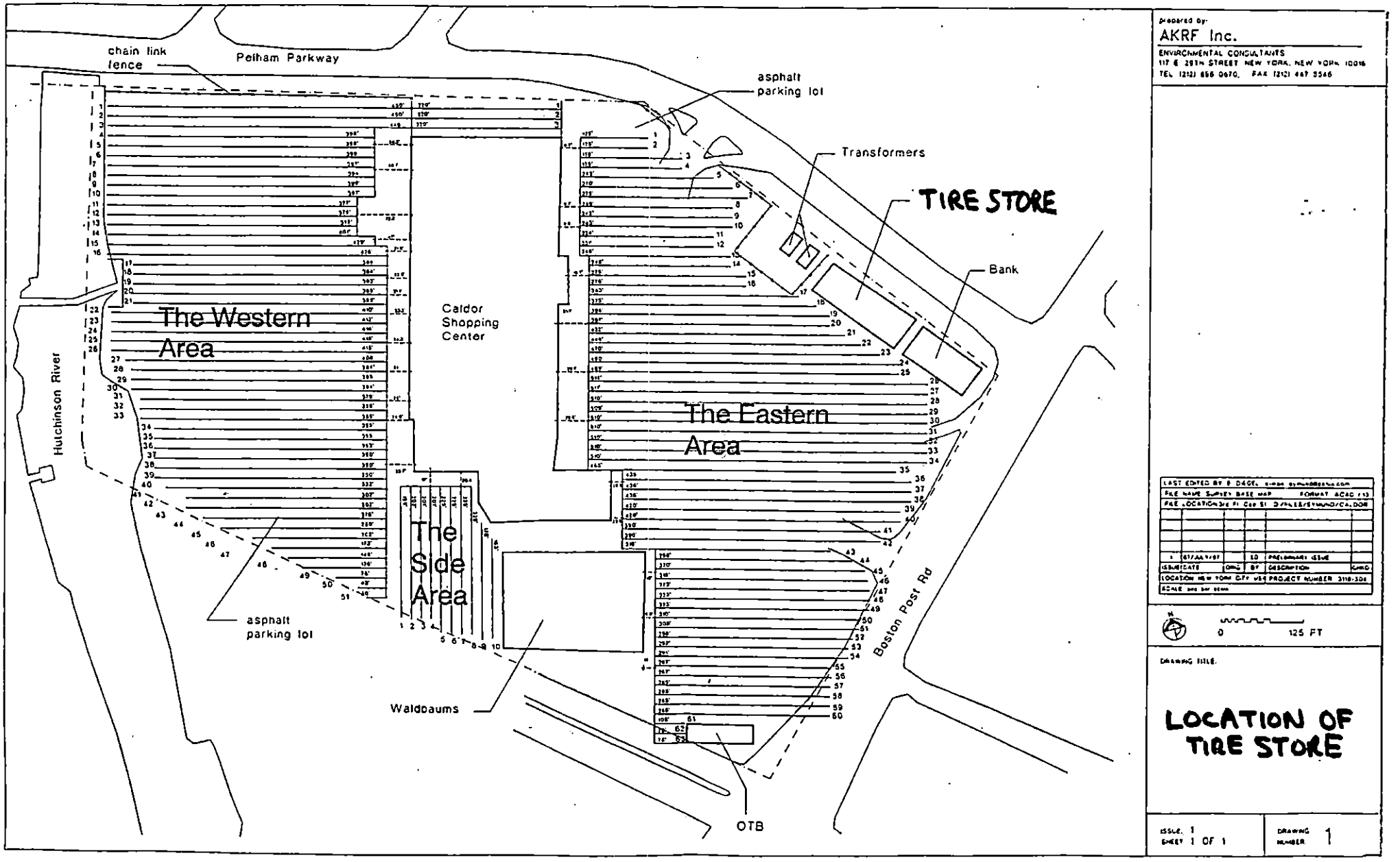
f) Signatures of people involved in the chain of possession; and
g) Inclusive dates of possession of each person in the chain.

The chain-of-custody form must accompany the sample throughout its trip to the laboratory. If the sample (s) must be shipped to a laboratory, most shipping agents will refuse to sign or separately carry the chain-of-custody form. In this one case, it is permissible to put the chain-of-custody form into the box with the sample and then seal the box. The recipient of the box, the laboratory's sample custodian, can then attest to the box's arrival still sealed and unopened.

Accompanying the chain-of-custody record, or included in it, must be a request to the laboratory for sample analyses. Information required includes:

a) Name of person receiving the sample;
b) Laboratory sample number;
c) Date of sample receipt;
d) Sample allocation; and
e) Analyses to be performed.

Finally, on arrival at the laboratory, the sample custodian must enter the sample in the laboratory's sample log book. The chain-of-custody should be kept on file at the laboratory.



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ISSUE/DATE	ORIG	BY	DESCRIPTION	CHKD
1 07/AA/97		LD	PRELIMINARY ISSUE	

LOCATION NEW YORK CITY VER PROJECT NUMBER 3118-326
SCALE per bar scale

0 125 FT

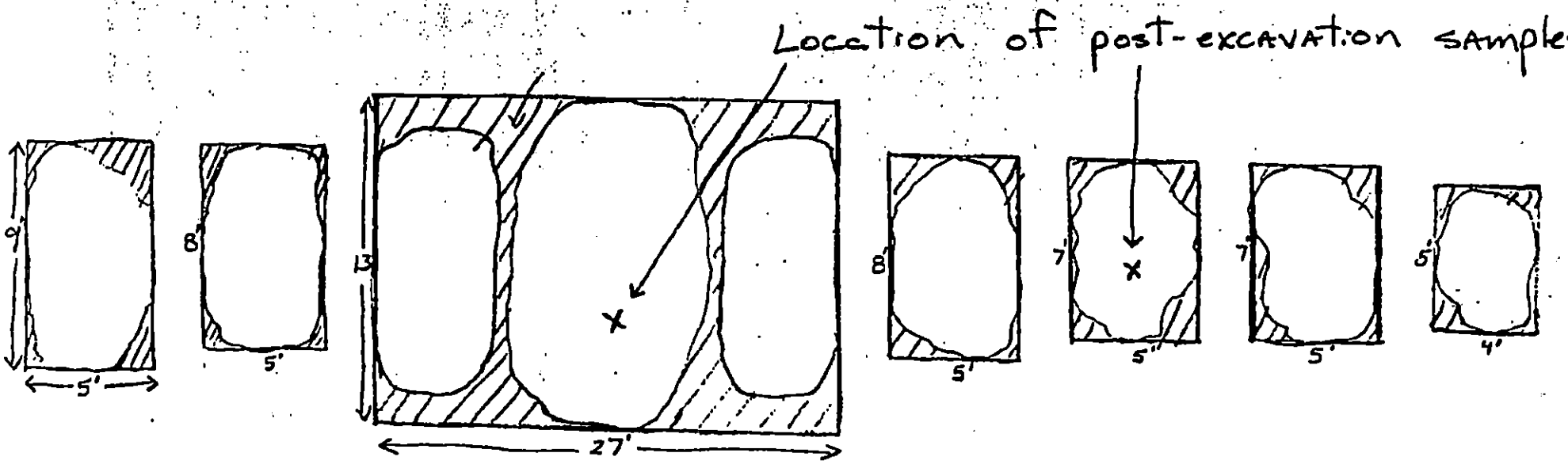
DRAWING TITLE:

LOCATION OF TIRE STORE

ISSUE 1
SHEET 1 OF 1

DRAWING NUMBER 1

Brookside Environmental, Inc. Pelham Tire 3-27-98



FRONT OF BUILDING

- Sketch shows areas of lift excavations. The excavations were not squared off as indicated and have the original rough outline.