

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the Development and
Implementation of a Remedial Program
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:

SECOND AMENDMENT
TO
ORDER ON CONSENT

Index # A7-0347-9610

Stauffer Management Company LLC,

Respondent

Site Code # 734010

WHEREAS,

1. Stauffer Management Company consented to the issuance of a Remedial Program Order on Consent Index # A7-0347-9610 (the "Order"), signed by a representative of the Department of Environmental Conservation (the "Department") on March 27, 1997.
2. The Order committed Stauffer Management Company to develop and implement a remedial program for the Stauffer - Skaneateles Falls inactive hazardous waste disposal site (the "Site") in accordance with a Record of Decision (the "ROD") issued by the Department in March of 1996.
3. Stauffer Management Company, a corporation, merged into Stauffer Management Company LLC ("Respondent") on December 8, 2000. Respondent, a limited liability company, was formed pursuant to the laws of the State of Delaware and is located at 1800 Concord Pike, Wilmington, Delaware 19850. Respondent is doing business in the State of New York. By virtue of the merger, Respondent acquired the liabilities of Stauffer Management Company, including its consent to the issuance of the Order and its commitment to be bound by the Order's terms.
4. The Department issued an Amended Record of Decision for the Site in December 2001 ("First AROD"). Respondent consented to the issuance of an Amendment to the Order requiring Respondent to implement a remedial program for the site in accordance with the First AROD ("First Amendment"). The First Amendment was signed by a representative of the Department on June 6, 2002.
- 5.a. The Department has approved Respondent's submittal entitled "Supplemental Remedial Activities Work Plan, NYSDEC Site # 7-34-010, Revised May 2012" as revised on May 31, 2012, and approved by the Department the same day (the "Work Plan.")

5.b. The Department is preparing a Fact Sheet notifying the public of the Department's proposal to further amend the ROD. The Department intends to issue a second Amended Record of Decision for the Site ("Second AROD") following issuance of the Fact Sheet and a period of public comment.

5.c. The Department and Respondent desire to further amend the Order by this Amendment ("Second Amendment") to provide for Respondent to develop and implement a Remedial Program for the Site that will include (i) the remediation of Skaneateles Creek in accordance with the ROD, the First AROD, and the Work Plan; and (ii) remediation of other areas of the Site in accordance with the ROD, First AROD, Second AROD and the Work Plan. The Work Plan is attached to and incorporated as an enforceable part of this Second Amendment. It is the intention of the parties that upon the Department's issuance of the Second AROD, it is to be attached to and incorporated as an enforceable part of a third amendment to the Order, which will be proposed, reviewed, and issued in accordance with the requirements of law.

6. Respondent, having waived Respondent's right to a hearing herein as provided by law, without admitting any wrongdoing or liability, and having consented to the issuance and entry of this Second Amendment, agrees to be bound by its terms. Respondent consents to and agrees not to contest the authority or jurisdiction of the Department to issue and enforce this Second Amendment, and agrees not to contest the validity of this Second Amendment or its terms.

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

I. The above-referenced Order shall be amended as indicated herein effective on the date this Second Amendment is signed by the Commissioner of Environmental Conservation or his designee.

II. For the purposes of construing the provisions of the Order which are not modified by the Second Amendment, the provisions of the Order modified by the Second Amendment, and the Second Amendment, the term "Respondent" shall mean Stauffer Management Company LLC.

III. Paragraph 8 of the Order is hereby amended to read as follows:

The Department and Respondent agree that the goals of this Second Amendment are for Respondent to (i) develop and implement a Remedial Program for Skaneateles Creek in accordance with the ROD, the First AROD, and the Work Plan; and (ii) develop and implement a Remedial Program for other areas of the Site in accordance with the ROD, the First AROD, the Second AROD, and the Work Plan; which Remedial Programs for the Site shall include design and implementation, and operation, maintenance and monitoring of the selected remedial alternative; and (ii) reimburse the State's administrative costs.

IV. The first sentence of Paragraph I.A of the Order is hereby amended to read as follows:

Within ten days after the execution of this Second Amendment, Respondent shall commence implementation of the activities described in Section 3 of the Work Plan (AEC-5: Remaining Impacted Soils and Sediments) and thereafter carry out the Section 3 Activities in accordance with the Schedule set forth in the Work Plan. Within thirty days after the Department's issuance of the Second AROD, Respondent shall commence the implementation of the other activities described in the Work Plan and shall thereafter carry out the Work Plan in accordance with the Schedule set forth therein.

V. Paragraph VII of the Order is hereby amended to read as follows:

If, after review, the Department accepts and approves the engineer's certification that construction of the Remedial Program was completed in accordance with the Work Plan, then, unless a supplementary remedial program is required pursuant to Subparagraph I.B.6, and except for the provisions of Paragraph XI of this Order, and except for the future operation and maintenance of the Site, reimbursement of Department expenditures at the Site, and any Natural Resource Damage claims that may arise, such acceptance shall constitute a release for each and every claim, demand, remedy or action whatsoever against Respondent, its directors, officers, employees, agents, successors and assigns, which the Department has or may have pursuant to Article 27, Title 13 of the ECL and CERCLA 42 USC section 9601 et seq. relative to or arising from the disposal of hazardous wastes at the Site; provided, however, that the Department specifically reserves all of its rights concerning, and any such release and satisfaction shall not extend to, any investigation or remediation the Department deems necessary due to:

(1) environmental conditions on-Site or off-Site which are related to the disposal of hazardous wastes at the Site and were unknown to the Department at the time of its approval of the Work Plan; or

(2) information received, in whole or in part, after the Department's approval of the Work Plan,

and such unknown environmental conditions or information indicates that the Remedial Program is not protective of human health or the environment.

The Department shall notify Respondent of such environmental conditions or information and its basis for determining that the Remedial Program is not protective of human health and the environment.

This release shall inure only to the benefit of Respondent, its directors, officers, employees, agents, successors and assigns.

Nothing herein shall be construed as barring, diminishing, adjudicating or in any way affecting any legal or equitable rights or claims, actions, suits, causes of action or demands whatsoever that the Department may have against anyone other than Respondent, its directors, officers, employees, agents, successors and assigns.

Nothing herein shall be construed as barring, diminishing, adjudicating or in any way affecting any legal or equitable rights or claims, actions, suits, causes of action or demands whatsoever that Respondent or its directors, officers, employees, agents, successors and assigns may have against any party other than the Department.

VI. Paragraph XIII of the Order is hereby amended to read as follows:

A. 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 Respondent shall be sent to:

John Grathwol, P. E.
Remedial Section C, Remedial Bureau B
Division of Environmental Remediation
New York State Department of Environmental Conservation
625 Broadway
Albany, New York 12233-7016
jcgrathwol@gw.dec.state.ny.us

With copies to:

James Moras, P. E., Section Chief
Remedial Section C, Remedial Bureau B
Division of Environmental Remediation
New York State Department of Environmental Conservation
625 Broadway
Albany, New York 12233-7016
jamoras@gw.dec.state.ny.us

Director, Bureau of Environmental Exposure Investigation
New York State Department of Health
547 River Street
Troy, New York 12180-2216

Richard Jones
Public Health Specialist
New York State Department of Health
Office of Public Health
217 South Salina Street
Syracuse, New York 13202-1380
rej05@health.state.ny.us

Kenneth Lynch, Esq.
Region VII Regional Director
New York State Department of Environmental Conservation
615 Erie Boulevard West
Syracuse, New York 13204-2400
kplynch@gw.dec.state.ny.us

Dolores A. Tuohy, Esq.
New York State Department of Environmental Conservation
Office of General Counsel
625 Broadway, 14th Floor
Albany, New York 12233-1500
datuohy@gw.dec.state.ny.us

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

Chuck Elmendorf
Senior Director, Environmental Remediation
Stauffer Management Company LLC
1800 Concord Pike
PO Box 15437
FOP 2-311
Wilmington, DE 19850-5437
charles.elmendorf@astrazeneca.com

With copies to:

Michael P. Kelly, Esq.
McCarter and English, LLP
Renaissance Centre
405 N. King Street, 8th Floor
Wilmington, Delaware 19801

MKelly@McCarter.com

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

VII. All other provisions of the Order remain in full force and effect and shall be binding on Respondent.

DATED: Albany, New York

JUN 21 ~~2011~~, 2012

Joseph Martens
Commissioner
New York State Department
of Environmental Conservation

By:  _____

Robert W. Schick, Acting Director
Division of Environmental Remediation

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.

By: [Signature]
[Insert name]

Title: [Insert], Stauffer Management Company LLC
Senior Director, Environmental Remediation

Date: 6-18-12

STATE OF Delaware)
) s.s.:
COUNTY OF New Castle)

On the 18th day of June, in the year 2012, before me, the undersigned, personally appeared Chuck Elmendorf, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Susan E. Martin
Signature and Office of individual
taking acknowledgment

EDMS 434282v.3

SUSAN E. MARTIN
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires November 16, 2012

