STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the
Development and Implementation
of a Remedial Investigation/Feasibility
Study for an Inactive Hazardous Waste
Disposal Site, Under Article 27, Title 9 and 13,
and Article 71, Title 27 of the
Environmental Conservation Law
of the State of New York by

ORDER
ON
CONSENT
INDEX # B8-0531-98-06

Delphi Automotive Systems LLC
Respondent

Site Code # 828064

WHEREAS,

1. The New York State Department of Environmental Conservation (the "Department") is responsible for enforcement of, inter alia, Article 27, Title 13 of the Environmental Conservation Law of the State of New York ("ECL"), entitled "Inactive Hazardous Waste Disposal Sites," Article 27, Title 9 of the ECL entitled "Industrial Hazardous Waste Management" and Article 71 of the ECL entitled "Enforcement." This Order is issued pursuant to the Department's authority under, inter alia, ECL Article 27, Titles 9 and 13, ECL Article 71 Title 27, and ECL 3-0301.

2. Delphi Automotive Systems LLC ("Respondent") is the owner of property located at 1000 Lexington Avenue, Rochester, Monroe County, New York (hereinafter referred to as the "facility" or the "Site"). A Site map is attached as Appendix A to the Order. The Site was owned and operated by General Motors Corporation ("GM") before it was conveyed to Respondent by deed dated December 10, 1998 and recorded in the Monroe County Clerk's Office on January 28, 1999.

3. Since 1938, various GM Divisions have operated the manufacturing facility at the Site to produce automotive fuel systems and other automotive components. Prior to the effective date of this Order, environmental investigations and actions have been performed at the Site, beginning in 1981 to address environmental conditions of concern at the Site and the facility has provided the Department with copies of Work Plans and reports of these efforts.

4. At the request of the Department, Haley & Aldrich of NY on behalf of GM prepared a Data Summary Report (September 1998) (the "Data Report") which summarizes the results of the previous environmental investigations. The Data Report also sets forth the status of ongoing remedial activities at the Site which include the operation of a groundwater migration control, recovery and treatment system, LNAPL recovery systems in the Tank Farm Area and Building

22 and a soil vapor extraction system in what is referred to in the Data Report as Degreaser Investigation Study Area 5.

5. The Site is an inactive hazardous waste disposal site, as that term is defined at ECL 27-1301.2, and it has been listed in the Registry of Inactive Hazardous Waste Disposal Sites in New York State as Site Number 828064. The Department has classified the Site as a Classification "2" pursuant to ECL 27-1305.4.b. This classification means that the Department has determined that the Site presents a "significant threat to the public health or environment" for which action is required.

6. The facility filed an "interim status" application with the United States Environmental Protection Agency ("EPA") in 1980 under the federal Resource Conservation and Recovery Act ("RCRA") and submitted in 1982 a RCRA Part B permit application to operate a hazardous waste management facility. The EPA issued to the facility a RCRA Part B Permit that was effective as of February 29, 1984. The facility obtained interim status, pursuant to Title 6 of the Official Compilation of Codes, Rules and Regulations of the State of New York ("6 NYCRR") section 373.1.3(c) and operated a hazardous waste management facility under interim status.

7. On December 28, 1987, the Department requested that the facility apply for a state permit, pursuant to 6 NYCRR Part 373 ("Part 373 Permit"). Rather than apply for a Part 373 Permit, the facility closed its hazardous waste management operation pursuant to the requirements of a Department approved closure plan. A closure certification was received by the Department on April 18, 1990 and the Department accepted the closure certification by its letter dated July 24, 1990.

8. Respondent acknowledges that the facility is a hazardous waste management facility as that term is defined at 6 NYCRR section 370.2(b)(89) and is subject to regulation under ECL Article 27, Title 9, the regulations promulgated pursuant thereto and ECL Article 71, Title 27 (the "Industrial Hazardous Waste Management Program").

9. EPA has authorized the Department to implement the RCRA Corrective Action program in New York. Furthermore, pursuant to ECL 71-2727.3.b, whenever on the basis of any information the commissioner determines that there is or has been a release of hazardous waste or constituents into the environment from a facility which has or has had interim status according to regulations adopted pursuant to Title 7 or 9 or Article 27 of this Chapter but which did not receive a final status permit, the commissioner may issue an order requiring corrective action, or such other response measures as he deems necessary including corrective action beyond the facility boundary to protect human health or the environment.

10. In May 1988, the facility discovered and reported to the Department the presence of a plume of oil-like product (LNAPL) on the overburden water table at the northeast corner of the Plant 1 manufacturing building. The product was discovered in the course of a tank-removal excavation adjacent to the south end of an above-ground product-storage tank farm. The

Department opened spill file #8801732 for this occurrence and the facility has implemented the Interim Remedial Measure described at Subparagraph III.B.2.a of this Order to address the LNAPL. The Department's Spill Bureau closed this spill file on March 27, 2001 and forwarded the matter to the Department's Division of Environmental Remediation for follow-up under this Order on Consent.

11. 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" (The "Inactive Hazardous Waste Disposal Site Remedial Program").

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.

12. The Department and Respondent agree that the goals of this Order are for Respondent to: (i) implement a Remedial Investigation/Feasibility Study ("RI/FS") for the Site in accordance with the Department-approved Work Plan prepared by Haley & Aldrich of New York and entitled "RI/FS Work Plan, Delphi Automotive Systems, Lexington Avenue Facility, Rochester, New York, Registry Site #828064, EPA ID No. NY D002215234" (October 2001) (as modified by Amendment No. 1 (December 2001)), which is attached to and incorporated into this Order as Appendix B, and any additional amendments thereto, (the "RI/FS Work Plan"); and (ii) reimburse the State's administrative costs as set forth in Paragraph IX of this Order.

13. Respondent, without making any admission of law or fact, hereby: (i) waives its right to a hearing herein as provided by law; (ii) consents to the issuance and entry of this Order and agrees to be bound by its terms; (iii) consents to and agrees not to contest the authority or jurisdiction of the Department to issue or enforce this Order; and (iv) agrees not to contest the validity of this Order or its terms.

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

I. Remedial Investigation

A. Within thirty (30) days after the effective date of this Order, the Respondent shall commence the Remedial Investigation described in the RI/FS Work Plan to complete the work of

defining the nature and extent of contamination associated with releases of hazardous wastes and hazardous constituents at the Site.

B. 1. The facility must satisfy the requirements of the New York State Industrial Hazardous Waste Management law and regulations concerning corrective action. The RI/FS Work Plan reflects the overlap in the scope of the investigation required at the Site between the Department's Industrial Hazardous Waste Management Program and the Department's Inactive Hazardous Waste Disposal Site Remedial Program. Respondent's performance of the work under the RI/FS Work Plan shall satisfy the Department's Industrial Hazardous Waste Management Program "corrective action" requirements related to the investigation of whether there has been a release of hazardous waste or constituents into the environment from the facility, including a review of the scope of any contamination from a "solid waste management unit" or an "area of concern" as these terms are defined under or utilized in the Department's Industrial Hazardous Waste Management Program and identification of required remedial alternatives.

2. The Department shall coordinate the investigation of existing contamination at the Site under this Order to avoid the imposition against Respondent of inconsistent or duplicative obligations arising out of the Department's applicable regulatory programs, including but not limited to, the Industrial Hazardous Waste Management Program and those requirements which may apply under the Department's spill program. This provision shall not relieve Respondent of any obligations arising out of applicable statutes and regulations which are not addressed by this Order.

C. Respondent shall perform the Remedial Investigation in accordance with the RI/FS Work Plan.

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

E. Within the time frame set forth in the RI/FS Work Plan, Respondent shall prepare a Remedial Investigation Report that shall contain the information specified in the RI/FS Work Plan as implemented and

1. include all data generated and all other information generated by performance of the Remedial Investigation;

2. provide all of the assessments and evaluations set forth in the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 [42 USC 9601 et seq.], as amended ("CERCLA"), the National Contingency Plan ("NCP") [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 and other appropriate USEPA and Department technical and administrative guidance documents and legal requirements identified in the RI/FS Work Plan

("applicable requirements");

3. in accordance with the RI/FS Work Plan 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 Remedial Investigation that all activities that comprised the Remedial Investigation were performed in full accordance with the RI/FS Work Plan.

II. Feasibility Study

A. In accordance with the schedule contained in the RI/FS Work Plan, Respondent shall perform and prepare a Feasibility Study evaluating on-Site and off-Site remedial actions with the goal of restoring the Site to pre-disposal conditions, to the extent feasible and authorized by law. At a minimum, the remedial alternatives evaluated shall eliminate or mitigate all significant threats to the public health and to the environment presented by the hazardous waste and hazardous constituents disposed at the Site through the proper application of scientific and engineering principles. 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 RI/FS Work Plan and in a manner consistent with CERCLA, the NCP, and the applicable requirements identified in Subparagraph I.E.2.

III. Interim Remedial Measures ("IRMs")

A. IRM Approval Procedure.

1. Respondent may propose one or more IRMs or modification to an Ongoing IRM (as defined herein) for the Site.

2. In proposing each IRM or modification to an Ongoing IRM, Respondent shall submit to the Department a work plan that includes a chronological description of the anticipated activities together with a schedule for performance of those activities (an "IRM Work Plan") for that Site.

3. Upon the Department's determination that the proposal is an appropriate IRM or modification to an Ongoing 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 Respondent 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 30, 1998, and any subsequent revisions thereto, and 6 NYCRR Part 375.

4. Respondent shall then carry out such IRM or modification to an Ongoing IRM in accordance with the requirements of the approved IRM Work Plan, detailed documents and specifications, and this Order. Respondent 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.

5. During implementation of all construction activities identified in the Department-approved IRM Work Plan, Respondent shall have on-Site a full-time representative who is qualified to supervise the work done.

6. Within the schedule contained in the Department-approved IRM Work Plan, Respondent 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 or modification to an Ongoing IRM were completed in accordance with the Department-approved IRM Work Plan and this Order.

a. If the performance of the Department-approved IRM or modification to an Ongoing IRM encompassed construction activities, the final engineering report also shall include a detailed post-remedial construction 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 or modification to an Ongoing IRM was implemented and all construction activities were completed in accordance with any applicable Department-approved detailed documents and specifications 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, Respondent shall implement the IRM O&M Plan in accordance with the requirements of the Department-approved IRM O&M Plan. Within 60 days after completion of the Department-approved IRM O&M Plan, if any, Respondent shall submit to the Department a final engineering report and certification that the activities identified in the Department-approved IRM O&M Plan were implemented in accordance with that plan.

7. After receipt of the final engineering report and certification, the

Department shall notify Respondent in writing whether the Department is satisfied that the IRM was completed in compliance with the Department-approved IRM Work Plan, detailed documents, and/or specifications.

B. Ongoing IRMs - Prior to the effective date of this Order, Respondent implemented the following IRMs on the Site ("Ongoing IRMs"). The locations of the Ongoing IRMs are indicated on the Site Map attached as Appendix C to this Order. The Ongoing IRMs are continuing in operation and will be evaluated during the Feasibility Study and the remedy selection process to determine if they will be part of the selected remedial alternative for the Site. The Department acknowledges that the continued performance of the Ongoing IRMs, as described in the attached Appendices, while Respondent performs the RI/FS, will not expose the public health or the environment to a significantly increased threat of harm or damage at the Site.

1. IRM Groundwater Migration Control, Collection and Treatment System: The facility has implemented a groundwater migration control system which intercepts, collects and treats contaminated groundwater moving downgradient from the manufacturing buildings at the Site. A description of this remedial activity is set forth in the attached Appendix D.

2. IRMs: Light Non-Aqueous Phase Liquid (LNAPL) Recovery Systems:

a. Tank Farm Area: The facility has installed and currently operates a LNAPL recovery system in an area at the northeast corner of the manufacturing building at the Site. A description of this remedial activity is set forth in the attached Appendix E.

b. Building 22: The facility has also installed and currently operates a LNAPL recovery system in the area of Building 22 at the Site. A description of this remedial activity is set forth in the attached Appendix F.

3. IRM: Soil Vapor Extraction System (Degreaser Investigation Study Area 5): The facility has installed and currently operates a soil-vapor extraction system in what is known as Degreaser Investigation Study Area 5. A description of this remedial activity is set forth in the attached Appendix G.

IV. Progress Reports

A. Respondent shall submit to the parties identified in Paragraph XIII in the numbers specified therein copies of written quarterly progress reports that:

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

2. include all written analytical results of sampling and tests and all other data received or generated by Respondent or Respondent's contractors or agents in the previous

quarter, including quality assurance/quality control information, whether conducted pursuant to this Order or conducted independently by Respondent, related to the environmental conditions being investigated under this Order. The written analytical data must be received by Respondent at least two weeks prior to the end of a reporting period in order to be included in the progress report for that reporting period. Notwithstanding the foregoing, the records generated in connection with the performance monitoring being conducted by Respondent for the Ongoing IRMs shall not be submitted with these progress reports. They shall be maintained at the Site for review and inspection by the Department. The Department reserves the right to obtain copies of these records;

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

4. describe all work activities related to this Order, including, but not limited to, data collection and implementation of work plans, that are scheduled for the next quarter and provide other information relating to the progress of the work under this Order at the Site;

5. include information regarding percentage of completion, unresolved delays encountered or anticipated that may affect the future schedule for implementation of Respondent's obligations under this Order, and efforts made to mitigate those delays or anticipated delays;

6. include any modifications to any work plans that Respondent has proposed to the Department or that the Department has approved; and

7. describe all activities undertaken in support of the Citizen Participation Plan during the previous quarter and those to be undertaken in the next quarter.

B. Respondent shall submit these progress reports to the Department by the tenth day of every quarter beginning the fourth month following the effective date of this Order.

V. Review of Submittals

A. 1. The Department shall review each of the submittals Respondent makes 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 Respondent 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 Respondent in writing and shall specify the reasons for its disapproval. Within thirty (30) days after receiving written notice that Respondent's submittal has been disapproved, Respondent

shall make a revised submittal to the Department that addresses and seeks to resolve all of the Department's stated reasons for disapproving the first submittal.

b. After receipt of the revised submittal, the Department shall notify Respondent in writing of its approval or disapproval. If the Department disapproves the revised submittal for failing to address and resolve the Department's stated reasons for disapproving the first submittal, Respondent 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 unless Respondent has timely invoked the dispute resolution procedure set forth in Paragraph VI of this Order. If the Department approves the revised submittal, it shall be incorporated into and become an enforceable part of this Order.

B. The Department may direct Respondent to modify and/or amplify and expand a submittal 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 to satisfy the goals of this Order. The Department will set forth the basis of its determination in writing. Upon receipt of the Department's written demand for modification and/or amplification and expansion of a submittal, Respondent shall proceed with such work unless Respondent objects in writing and invokes the dispute resolution procedure set forth in Paragraph VI of this Order.

VI. Dispute Resolution

A. The Department and Respondent shall attempt to resolve expeditiously and informally any disagreements concerning implementation of this Order and the RI/FS Work Plan, or any other matter required under this Order.

B. 1. If the Department disapproves a revised submittal, under Subparagraph V.A.2.b of this Order or if Respondent fails to modify and/or amplify and expand a submittal pursuant to Subparagraph V.B, Respondent shall be in violation of this Order unless, within 30 business days of receipt of the Department's written notice of disapproval of the revised submittal or of the Department's written determination of the need for further work pursuant to Subparagraph V.B, Respondent submits to the Department a request for an appointment of an Administrative Law Judge ("ALJ"), and a written statement setting forth the issues in dispute, the relevant facts upon which the dispute is based, and the factual data, analysis, opinion and documentation on which Respondent relies in support of its position (hereinafter called the "Statement of Position"). The Department shall submit to the Respondent its Statement of Position, including supporting documentation no later than thirty (30) business days after receipt of Respondent's Statement of Position.

2. Respondent shall be given the opportunity to meet with the appointed ALJ and the Department to present its responses to the Department's disapproval or determination. The time periods for submission of Statements of Position may be shortened or extended in

accordance with written notice by the Department and as agreed to in writing by Respondent.

3. 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.

4. Upon review of the administrative record as developed pursuant to this Paragraph, the ALJ shall issue a final decision and order resolving the dispute. Respondent shall revise and/or modify and/or amplify and expand the submittal in accordance with the Department's specific comments, as may be modified by the ALJ, except for those which have been withdrawn by the ALJ, and shall submit a revised submittal. Subject to the provisions of Subparagraph VI.B.8, the period of time within which the submittal must be revised as specified by the Department in its notice of disapproval shall control unless the ALJ revises the time frame in the ALJ's final decision and order resolving the dispute.

5. After receipt of the revised submittal described in Subparagraph VI.B.4, the Department shall notify Respondent in writing of its approval or disapproval of the revised submittal. If the submittal fails to address and resolve the Department's specific comments, as may be modified by the ALJ, and the Department disapproves the submittal for this reason, Respondent shall be in violation of this Order and the ECL.

6. In review by the ALJ of any dispute pursued under this Paragraph, Respondent shall have the burden of proving that there is no rational basis for the Department's position.

7. Respondent shall retain those rights available pursuant to Article 78 of the Civil Practice Law and Rules of the State of New York ("CPLR"), provided that a petition under Article 78 is filed within thirty (30) days after the Respondent's receipt of the written decision and order issued by the ALJ.

8. The invocation of the procedures stated in this Paragraph shall not extend, postpone or modify Respondent's obligations under this Order with respect to any undisputed items. Respondent shall not be in violation of this Order for failure to perform tasks or obligations which are directly related to issues in dispute or which may be altered or revised in the resolution of issues in dispute.

9. The invocation of the procedures stated in this Paragraph shall constitute an election of remedies by Respondent, and such election of this remedy shall constitute a waiver of any and all other remedies which may otherwise be available to Respondent regarding the issue(s) in dispute.

VII. Penalties

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

B. Notwithstanding any provision in the Order or the ECL to the contrary, Respondent shall not suffer any penalty under this Order or the ECL or be subject to any proceeding or action if it cannot comply with any requirement hereof because of war, riot, labor dispute, adverse weather conditions, or any fact or circumstance beyond Respondent's reasonable control ("force majeure event"). Respondent shall, within five (5) business days of when it obtains knowledge of any such condition, notify the Department in writing. Respondent shall include in such notice the measures taken and to be taken by Respondent 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 (5) business day period constitutes a waiver of any claim that a delay is not subject to penalties. Respondent shall have the burden of proving that an event is a defense to compliance with this Order pursuant to Subparagraph VII.B.

VIII. Entry upon Site

Respondent hereby consents to the entry upon the Site or areas in the vicinity of the Site which may be under the control of Respondent by any duly designated employee, consultant, contractor, or agent of the Department or any State agency (the "State representative") for purposes of inspection, sampling, and testing to ensure Respondent's compliance with this Order, provided the State representative informs the Respondent when it is on Site by signing in with facility security personnel. All State representatives shall comply with all applicable and reasonable security and safety programs and protocols that apply to the Site or areas in the vicinity of the Site which may be under the control of Respondent. Respondent shall notify the State representative of all such security and safety programs and protocols. During performance of the RI and any Department-approved IRMs or modifications to Ongoing IRMs, Respondent shall permit the Department at reasonable times full access to all records relating to work being performed under the terms of this Order and shall notify the Department at least seven (7) days in advance of, and allow the Department to attend, any job progress meetings, substantial completion meeting and inspection, and final meeting and inspection. Nothing in this Order, however, shall afford the Department the right to review records which are privileged communications, attorney work product, mental impressions, conclusions, opinions, or legal theories, as provided for by applicable New York law.

IX. Payment of State Costs

A. Within sixty-five (65) days after receipt of an itemized invoice from the Department, Respondent 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 negotiation of this Order and attached Work Plan and the oversight of Respondent's activities under this Order, including reviewing and revising submittals made pursuant to this Order, overseeing activities conducted pursuant to this Order, the collection and analysis of samples, and administrative costs associated with this Order. The costs to be paid pursuant to this Paragraph IX are those costs incurred by the State after July 1, 1998. The Department reserves any rights it may have to seek reimbursement for any State costs associated with the Site not reimbursed under 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 Respondent at the following address:

Richard C. Eisenman
Delphi Automotive Systems LLC
PO Box 92700
Rochester, New York 14692

D. Such payment shall be made by certified check or bank-issued 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
625 Broadway
Albany, NY 12233-7010

E. Respondent may object to payment of invoiced costs if it believes they: (i) reflect a clerical error, (ii) are based upon inaccurate accounting information, or (iii) are not related to the activities conducted pursuant to this Order. If Respondent questions a State invoice issued pursuant to Paragraph IX of this Consent Order, Respondent shall do so by identifying in writing, within thirty (30) days of its receipt, the items in question. This request should be directed to the Director of the Bureau of Program Management (the "Director") at the above cited address. The Director's written decision issued in response to this inquiry shall be a final agency determination for purposes of seeking review under Article 78 of the CPLR. If the Director revises the invoice, Respondent shall pay the revised invoice within sixty-five (65) days of its receipt of the revision.

F. Respondent's failure to pay the revised invoice within sixty-five (65) days of receipt thereof or, if the Director determines that the invoice need not be revised, Respondent's failure to pay the original invoice within sixty-five (65) days of receipt of the Director's written decision, shall be a violation of this Consent Order and subject to whatever enforcement action is within the Department's jurisdiction unless, within thirty (30) business days after receipt of the Director's written decision, Respondent commences an action for review of the Director's written decision pursuant to Article 78 of the CPLR.

X. 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 or authorities, except as otherwise specified in this Order.

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

XI. Indemnification

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 and/or any of Respondent's directors, officers, employees, servants, agents, successors, and assigns. Said indemnification will not include indemnification in any form for unlawful, willful, malicious or grossly negligent acts or omissions on the part of the Department, the State of New York or their representatives and employees.

XII. Public Notice

A. Within thirty (30) days after the effective date of this Order, Respondent shall record in the Monroe County Clerk's Office an executed Notice of Order in the form attached as Appendix H and provide the Department with a copy of such instrument certified by the County Clerk to be a true and faithful copy of the instrument as recorded in the office of the County Clerk to give all parties who may acquire any interest in the Site notice of this Order.

B. If Respondent proposes to convey the whole or any part of Respondent's ownership interest in the Site, Respondent shall, not fewer than thirty (30) 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.

XIII. Communications

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:

Regional Hazardous Waste Remediation Engineer
New York State Department of Environmental Conservation
Division of Environmental Remediation
Region 8
6274 E. Avon-Lima Road
Avon, New York 14414

with copies to:

Edward Belmore, Chief Western Remedial Section
Division of Environmental Remediation
New York State Department of Environmental Conservation
625 Broadway
Albany, New York 12233-7017

Maura C. Desmond, Senior Attorney
New York State Department of Environmental Conservation
Division of Environmental Enforcement
270 Michigan Avenue
Buffalo, New York 14203-2999

Dave Napier
Regional Toxics Coordinator
New York State Department of Health
335 E. Main Street
Rochester, New York 14604-2127

Richard Elliott
Monroe County Department of Health
PO Box 92832
Rochester, New York 14692

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

Richard C. Eisenman
Delphi Automotive Systems LLC
PO Box 92700
Rochester, New York 14692

with copies to:

Kyle M. H. Jones, Esq.
Delphi Automotive Systems LLC
PO Box 5052
Troy, Michigan 48007-5052

Barry R. Kogut, Esq.
Bond, Schoeneck & King, LLP
One Lincoln Center
Syracuse, New York 13202

B. Copies of work plans and reports prepared pursuant to this Order shall be submitted as follows:

Two copies to Region 8.

One copy to Chief Western Remedial Action.

One copy to Environmental Enforcement.

One copy to New York State Department of Health

One copy to Monroe County Department of Health.

C. 1. Within thirty (30) days after Respondent's receipt of the Department's written approval of any report submitted pursuant to this Order, Respondent shall submit to the Regional Hazardous Waste Remediation Engineer such additional copies of the Department-approved reports as may be reasonably requested in the format designated by the Department.

2. Within thirty (30) days after Respondent's receipt of the Department's written approval of the Feasibility Study Report, Respondent shall submit one microfilm copy of the Department-approved Remedial Investigation Report and of the Department-approved Feasibility Study Report to Director, Division of Environmental Remediation.

D. The Department and Respondent reserve the right to designate additional or

different addressees for communication upon written notice to the other.

XIV. Miscellaneous

A. All activities Respondent is required to undertake under this Order are ordinary and necessary expenses for the continued operation of Respondent.

B. Respondent shall retain professional consultants, contractors, laboratories and 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 "technical work"). Respondent intends to use the services of H & A of New York, LLP d/b/a Haley & Aldrich of NY to perform certain of the technical work under this Order and this is acceptable to the Department. The Respondent shall not use any other firm to perform the technical work under this Order without submitting the respective experience, capabilities and qualifications of that firm to the Department for prior approval, which approval shall not be unreasonably withheld or delayed. The Department's approval of these firms or individuals shall be obtained before the start of any activities for which Respondent and such firm will be responsible. The responsibility for the performance of the professionals retained by Respondent shall rest solely with Respondent.

C. Respondent represents that (a) the Data Report is an accurate summary of the results of the Respondent's knowledge of, and/or, past investigations into, the extent of soil and groundwater impacts from prior operations at the Site and (b) the RI/FS Work Plan is intended to address the data gaps remaining from those past investigations in order to select a remedial alternative that will address environmental conditions of concern in accordance with applicable law.

D. 1. The Department shall have the right to obtain split samples, duplicate samples, or both, of all substances and materials sampled by Respondent. The Department also shall have the right to take its own samples and the Department shall provide Respondent with a reasonable opportunity to take split samples of all substances and materials sampled by the Department.

2. Respondent shall make available to the Department the results of all sampling and/or tests or other data generated by Respondent with respect to implementation of this Order and shall submit these results in the progress reports required by this Order. The Department shall submit to the Respondent the analytical results of its sampling in a manner which allows for timely consideration by Respondent in its preparation of submittals required under this Order.

E. Respondent shall notify the Department in writing at least seven (7) working days in advance of any field activities to be conducted pursuant to this Order.

F. Respondent shall obtain all permits, easements, rights-of-way, rights-of-entry, approvals, or authorizations necessary to perform Respondent's obligations under this Order. If, despite its best efforts, Respondent is unable to obtain such access, approval or authorization, Respondent shall notify the Department in writing setting forth the steps it has taken and describing constraints and viable alternatives as a result of the failure to obtain such access, approvals or authorizations. The Department may, at its discretion and within its authority, assist Respondent in obtaining access, approvals or authorizations or the Department may approve modifications to the RI/FS Work Plan or take any other action which may be appropriate and is otherwise available to the Department. If Respondent cannot obtain such authorization on a timely basis, the time for performance of any obligation dependent upon such authorization shall be appropriately extended and the Order appropriately modified.

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

H. Respondent shall provide a copy of this Order to each contractor hired to perform work required by this Order and to each person representing Respondent 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. Respondent or Respondent's contractors shall provide written notice of this Order to all subcontractors hired to perform any portion of the work required by this Order. Respondent shall nonetheless be responsible for ensuring that Respondent's contractors and subcontractors perform the work in satisfaction of the requirements of this Order.

I. To the extent authorized under 42 USC § 9613 and any other applicable law, the Respondent shall not be liable for any claim in the nature of contribution for matters addressed under this Order.

J. 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.

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

L. 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.

M. 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 Respondent of Respondent's obligation to obtain such formal approvals as may be required by this Order. Notwithstanding the foregoing, the Department's Project Manager, upon written request by Respondent, may approve in writing minor changes to the RI/FS Work Plan that are prompted by field conditions.

2. If Respondent desires that any provision of this Order be changed, Respondent shall make timely written application, signed by Respondent, to the Commissioner setting forth reasonable grounds for the relief sought. Copies of such written application shall be delivered or mailed to the Regional Hazardous Waste Remediation Engineer with a copy to Maura Desmond.

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

DATED: Albany, New York
2002

FEB 4 2002

ERIN M. CROTTY, COMMISSIONER
New York State Department
of Environmental Conservation

By:

Susan I. Taluto
Deputy Commissioner
Water Quality and 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.

Delphi Automotive
Systems LLC

By: Neal R Evans

Title: Plant Manager

Date: 1/2/02

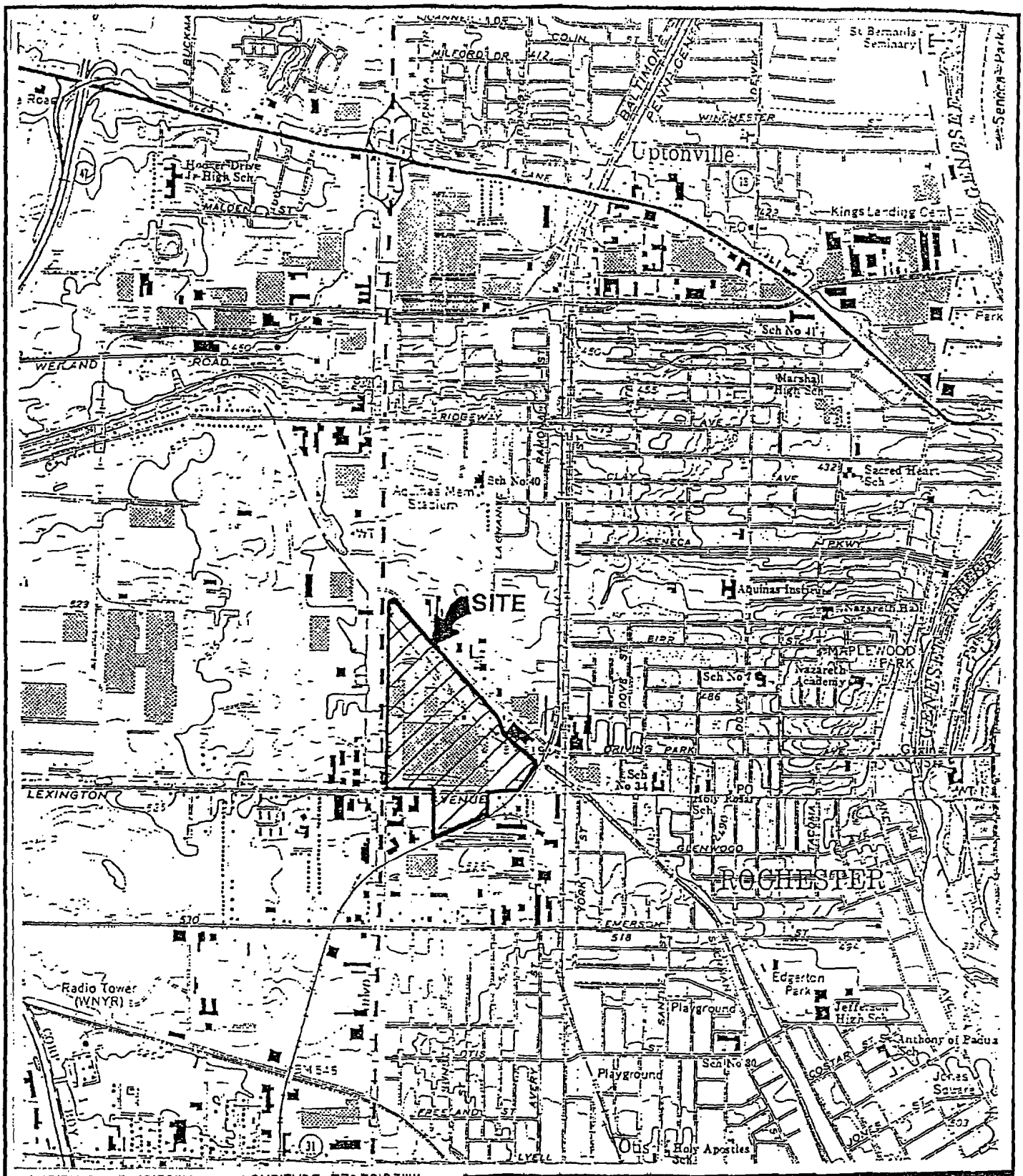
STATE OF NEW YORK)
) s.s.:
COUNTY OF MONROE)

On this 2nd day of January in the year 2002 before me, the undersigned, a notary public in and for said State, personally appeared Neal R. Evans, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person upon behalf of which the individual(s) acted, executed this instrument.

Frank J. Blasioli, Jr.
Notary Public

FRANK J. BLASIOLI JR
Notary Public - New York
County of Monroe
My Commission Expires
November 30, 2002

APPENDIX A



FILE NO. – 70014-052

H & A OF NEW YORK

Geotechnical Engineers & Environmental Consultants

DELPHI AUTOMOTIVE SYSTEMS
LEXINGTON AVENUE FACILITY
ROCHESTER, NEW YORK

PROJECT LOCUS

SCALE: 1"=2000'

APPENDIX B

RI/FS WORK PLAN
DELPHI AUTOMOTIVE SYSTEMS
LEXINGTON AVENUE FACILITY
ROCHESTER, NEW YORK

REGISTRY SITE #828064
EPA ID No. NYD002215234

by

Haley & Aldrich of New York
Rochester, New York

for

Delphi Automotive Systems LLC
Rochester, New York

File No. 70014-052
October 2001

HALEY & ALDRICH

AMENDMENT NO. 1
TO:
RI/FS WORK PLAN
DELPHI AUTOMOTIVE SYSTEMS
LEXINGTON AVENUE FACILITY
ROCHESTER, NEW YORK
REGISTRY SITE #828064, EPA ID No. NYD002215234

by

Haley & Aldrich of New York
Rochester, New York

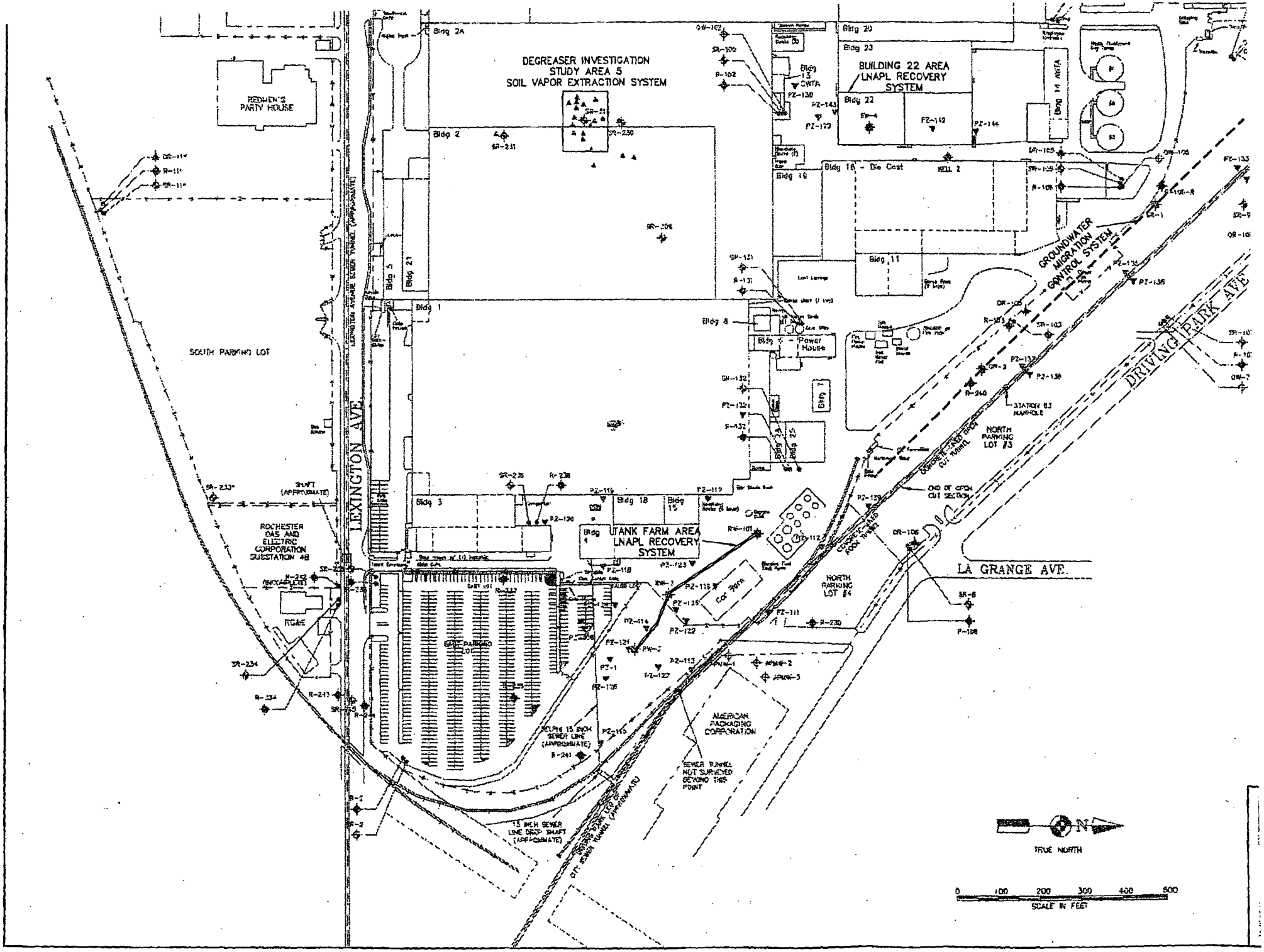
for

Delphi Automotive Systems LLC
Rochester, New York

File No. 70014-052
December 2001

HALEY & ALDRICH

APPENDIX C


DEGREASER INVESTIGATION
STUDY AREA 5
SOIL VAPOR EXTRACTION SYSTEM
BUILDING 22 AREA
LNAPL RECOVERY
SYSTEM
TANK FARM AREA
LNAPL RECOVERY
SYSTEM
GROUNDWATER
MIGRATION
CONTROL SYSTEM
REDMEN'S
PARTY HOUSE
SOUTH PARKING LOT
LEXINGTON AVE
DRIVING PARK AVE
LA GRANGE AVE.
ROCHESTER
GAS AND
ELECTRIC
CORPORATION
SUBSTATION 48
RG&E
NORTH
PARKING
LOT #3
NORTH
PARKING
LOT #4
AMERICAN
PACKAGING
CORPORATION
Bldg 2A
Bldg 2
Bldg 1
Bldg 3
Bldg 4
Bldg 5
Bldg 7
Bldg 8
Bldg 10
Bldg 11
Bldg 18
Bldg 20
Bldg 21
Bldg 22
Bldg 23
Power
House
Die Cast
WELL 2
SHAFT
(APPROXIMATE)
DELPHI 15 INCH
SEWER LINE
(APPROXIMATE)
SEWER TUNNEL
NOT SURVEYED
BEYOND THIS
POINT
15 INCH SEWER
LINE DROP SHAFT
(APPROXIMATE)
CITY SEWER TUNNEL (APPROXIMATE)
TRUE NORTH
0 100 200 300 400 800
SCALE IN FEET

APPENDIX D

APPENDIX D

Interim Remedial Measure (IRM)
Groundwater Migration Control, Collection, and Treatment System

A. Overview

This appendix describes an in-place groundwater migration control system, which intercepts and treats contaminated groundwater moving downgradient from the manufacturing buildings. The data collected at the site indicate that the groundwater migration-control system, which has been in operation at the site since 1992, is mitigating the off-site migration of contaminants at the downgradient northern site boundary along Driving Park Avenue.

B. Design and Implementation of Groundwater Migration Control

The migration control, recovery, and treatment system was designed in 1991 to capture groundwater contaminated with chlorinated volatile organic compounds (VOCs) moving north from source areas at the Site. The design also addressed the potential for off-site migration of contaminated groundwater along the downgradient site boundary. The design process included interaction with Department personnel. Although the matter did not go through a formal work plan approval process, the Department requested and Delphi performed additional characterization of the vertical extent of contamination at the site.

Prior to the installation of the migration control system, the facility held a public meeting with its neighbors. Representatives of the Department and the New York State Department of Health were also in attendance at the meeting.

Installation of the groundwater migration control system involved construction in the spring of 1992 of a 50-foot-deep, 1200-foot-long migration-control trench in the north parking lot of the facility near the downgradient site boundary. The trench was installed using engineered blasting techniques to enhance bedrock aquifer permeability. Two 50-foot-deep, 8-inch-diameter recovery wells were installed in the trench and groundwater pumping and treatment was initiated in May 1992.

Since 1992, over 100 million gallons of groundwater have been pumped from migration control wells GR-1 and GR-2. VOC concentrations detected in samples from wells located along the downgradient site boundary are one order of magnitude or more below the concentrations which were detected in samples from those wells collected before the installation and start-up of the migration control system. Ongoing monitoring indicates that the continued operation of the groundwater migration control system has minimized the off-site flow of VOC-impacted groundwater.

The groundwater collected from the system is treated onsite using ultraviolet light and chemical oxidizers to destroy chlorinated VOC contaminants. Treatment by-products include carbon

dioxide, water, and chloride ions. The treated groundwater is combined with other treated industrial-process wastewater from the facility prior to discharge to the Monroe County Pure Waters municipal sewer system.

C. Operation and Maintenance

Average groundwater extraction rates vary and have ranged from approximately 20 to 50 gallons per minute. Early pumping operations involved pumping from both wells; however, drawdown of the water table at the trench reduced the productive capacity of the trench to below a rate, which would allow continuous operation of both pumps. Therefore, pumping has since been conducted from one well at a time.

Groundwater monitoring results indicate that pumping from one well at a time maintains hydraulic control of groundwater flow along the entire length of the trench. Pumping from one well at a time also allows for periodic maintenance of each well and pump.

Recovered groundwater is piped in low-pressure underground piping from the extraction wells to the onsite wastewater treatment facility. The piping network and treatment facility are located upgradient (south) of the migration control trench. Groundwater is normally pumped to an aboveground 800,000-gallon surge tank dedicated to recovered groundwater, but groundwater may bypass the surge tank and be pumped directly to the treatment unit in emergency situations.

Groundwater treatment is performed at the onsite wastewater treatment facility in a Peroxidation Systems, Inc., perox-pure$^{(tm)}$ UV-oxidation system dedicated to groundwater treatment. The system is operated by the facility's wastewater treatment personnel. The UV-oxidation system has a design flow rate of 120 gallons per minute but historically has been treating approximately 60 to 80 gallons per minute. Delphi adjusts treatment rates based on groundwater flow rates, contaminant levels, and equipment operation parameters.

Hydrogen peroxide is added to groundwater which then flows through reaction chambers where it is illuminated with UV light. The organic contaminants react with oxidizing agents produced in the reaction chambers. Treated effluent is combined with treated facility wastewater for discharge to the municipal sewer system.

The reaction chambers are periodically cleaned with dilute sulfuric acid to remove iron oxide precipitates. Additional system maintenance is performed as necessary in response to diminished operating conditions.

Samples of influent to and effluent from the UV-oxidation system are collected monthly for analysis by an independent NYSDOH-certified laboratory. Results of the effluent analysis and total gallons treated are reported to Monroe County in accordance with the facility's sewer use permit.

Pumping rates from the two migration control wells are monitored by treatment facility personnel, and a monthly record of the total gallons treated is reported to Monroe County. A sample Migration Control System Pumping Rate Log Sheet is attached as Attachment 1.
Groundwater monitoring activities at the site include periodic measurement of water levels and sampling of groundwater for chemical analysis at wells downgradient of the migration control trench. Results of these activities have been reported to the Department.

References

H&A of New York, 1991f. "Conceptual Design, Groundwater Recovery and Treatment System, AC Rochester, Lexington Avenue, Rochester, New York" (H&A of New York, Rochester, NY, File No. 70014-46, August 1991).

H&A of New York, 1992b. "Peroxidation Systems, Inc. perox-pure(tm), Groundwater Treatment Pilot Study, AC Rochester, Lexington Avenue Facility, Rochester, New York" (H&A of New York, Rochester, NY, File No. 70014-45, March 1992).

Haley & Aldrich of New York, 1998a. "October 1997 Well Installations and Fall 1997 Groundwater Sampling Events, Delphi Energy & Engine Management Systems, Lexington Avenue, Rochester, New York" (Haley & Aldrich of New York, Rochester, NY, File No. 70014-050, February 1998).

APPENDIX D
Attachment 1
PUMPING RATE LOG SHEET

DATE	PUMPING WELL	PUMPING RATE	COMMENTS

APPENDIX E

APPENDIX E

Interim Remedial Measure
Tank Farm Area LNAPL Recovery System

A. Overview

This appendix describes a recovery system which collects a light non-aqueous phase liquid (LNAPL) present in the subsurface in an area at the northeast corner of the facility's manufacturing building.

B. Design and Implementation

In May 1988, the facility discovered and reported to the Department the presence of oil-like product (LNAPL) on the overburden water table at the northeast corner of the Plant 1 manufacturing building. The Department opened spill file #8801732 in response to the report. The product was discovered in the course of a tank-removal excavation adjacent to the south end of an aboveground product-storage tank farm.

Subsequent investigations in the Tank Farm Area identified the product as a mixture of Stoddard solvent, test fuels, and metalworking cutting oil. The downgradient limits of the LNAPL were identified as being located onsite. Product-recovery operations were initiated in 1989 and they continue at present. The Department spill file remains open to monitor the progress of the remedial work.

The Tank Farm Area product-recovery system includes three large-diameter recovery wells (RW-101, RW-2, and RW-3) connected by a 400-foot-long gravel-backfilled trench. Initial product-recovery operations, which consisted of passive skimming of product from the water table at the three recovery wells, collected approximately 38,500 gallons of product between 1989 and November 1994. In November 1994, the passive skimmers were replaced with a total-fluids pumping system which pumps groundwater and oil from the recovery well (RW-2) located in the center of the trench.

During operation of the total-fluids system, overburden groundwater flow in the Tank Farm Area has been found to be in the direction of the LNAPL-recovery trench. Ongoing groundwater and product-level monitoring in the Tank Farm Area indicates that the pumping system is continuing to capture the LNAPL. The hydraulic influence on the overburden water table of total fluids pumping at recovery well RW-2 extends beyond the downgradient limits of the Tank Farm Area LNAPL.

C. Operation and Maintenance

Groundwater and oil in RW-2 are pumped from the well using a compressed-air-actuated diaphragm pump that runs continuously. The pump inlet is positioned approximately 6 inches from the bottom of the well, approximately 2 to 3 feet below the water table under static conditions. The pumping rate averages approximately 6 gallons per minute.

The operation of the pump is checked at least monthly by facility personnel, and flow data from the totalizing flow meter reading are recorded. A sample of the RW-2 Pumping Log Sheet is attached as Attachment 1. System maintenance is performed as necessary.

The pump discharge, consisting of recovered LNAPL and groundwater, is piped to the facility's wastewater treatment facility where it is combined with oily industrial-process wastewater. This combined oily wastewater stream is then treated in an oil-water separation system prior to discharge to the municipal sewer system in accordance with the facility's sewer use permit. Captured free oil is sent off-site for reclamation.

To avoid overfilling the oily wastewater storage tanks, the Tank Farm LNAPL Recovery System is shut down during periods when wastewater treatment personnel are not present to treat oily wastewater. (This typically occurs on weekends and holidays.)

References

H&A of New York, 1991d. "Hydrogeologic Report, AC Rochester, Lexington Avenue Facility, Tank Farm Oil Recovery Investigation" (H&A of New York, Rochester, NY, File No. 70043-41, July 1991).

H&A of New York, 1993b. "Hydrogeologic Testing, Tank Farm Oil Recovery Project" (H&A of New York, Rochester, NY, File No. 70043-41, May 1993).

Haley & Aldrich of New York, 1996b. "Tank Farm Area Product Recovery Monitoring, Delphi Automotive Facility, Lexington Avenue, Rochester, New York" (Haley & Aldrich of New York, Rochester, NY, File No. 70014-049, June 1996).

Haley & Aldrich of New York, 1998a. "October 1997 Well Installations and Fall 1997 Groundwater Sampling Events, Delphi Energy & Engine Management Systems, Lexington Avenue, Rochester, New York" (Haley & Aldrich of New York, Rochester, NY, File No. 70014-050, February 1998).

APPENDIX E
ATTACHMENT 1
RW-2
PUMPING LOG SHEET

DATE	INSTANTEOUS FLOW, GPM	METER READING	COMMENTS

APPENDIX F

APPENDIX F

Interim Remedial Measure
Building 22 Area LNAPL Recovery System

A. Overview

This appendix describes a recovery system which collects a light non-aqueous phase liquid (LNAPL) present in the subsurface in the area of the facility's Building 22.

B. Design and Implementation

In 1992, a product layer composed of Stoddard solvent was first observed at the water table in two existing wells near the former location of carburetor testing operations in Building 22. Stoddard solvent had been used as a carburetor-flow test material in Building 22, and subgrade piping had been used to handle the solvent.

The facility commissioned an investigation of the source and extent of the product in 1993. A soil-vapor survey was performed to estimate the extent of contamination. On the basis of the findings of the survey, a recovery well and piezometers were installed, and a passive LNAPL-recovery operation using a product-skimming system was installed in Recovery Well RW-4 in February 1995. This passive skimming system has recovered approximately 700 gallons of product during its approximately four years of operation.

In 1994, PCBs were detected in LNAPL samples from the Building 22 area at concentrations that varied between locations and over time from less than 10 parts per million (ppm) to nearly 400 ppm. Available documentation does not indicate that any products used by Delphi in its manufacturing processes have ever contained PCBs. A soil investigation was performed in 1995 in an attempt to identify possible source(s) of the PCBs in the subsurface, but no apparent source areas were identified.

To enhance the rate of product recovery, a new LNAPL-recovery system was installed in 1999. The new system includes a total fluids pump and vacuum pump at Recovery Well RW-4 in Building 22; a total fluids pump at Well Z located outside the northeast corner of Building 22; and a total fluids pump at the foundation drain system which surrounds the onsite wastewater treatment building.

C. Operation and Maintenance

LNAPL recovery under the new system operates at RW-4 and Well Z using compressed-air-driven positive-air-displacement pumps manufactured by QED Environmental Systems, Inc. The pumps were installed in the recovery wells to extract both groundwater and LNAPL. Pumping at each well creates a cone of depression in the groundwater table, causing LNAPL to flow towards the well.

Pump inlets are positioned three to four feet below the static level of the bottom of the LNAPL layer. The pump-on cycle is initiated when liquid fills the pump body. The pumps can produce a total-fluids flow rate of up to approximately 10 gallons per minute (gpm). However actual yields through December 1999 have been less than 1 gpm. Liquid discharge is piped overhead to a dedicated oil-water separator in the onsite wastewater treatment facility.

The RW-4 well casing is capped and equipped with a vacuum pump. A vacuum can be applied to the well to enhance the migration of LNAPL towards the wells. The vacuum system is capable of airflow rates of approximately 60 standard cubic feet per minute (scfm) at 10 in. Hg (135 in. water column). A water knockout tank equipped with level-sensors protects the vacuum system from accidental exposure to groundwater or LNAPL. The air discharge from the vacuum system is directed through a stack. No treatment of the air discharge is needed, as outlined in the letter of May 13, 1997 from Delphi to Dixon Rollins at the Department's Region 8 Office. (This letter outlines Delphi discussions with Mr. Daniel Walsh in the Division of Air Resources and presents Air Guide 1 calculations for the discharge.) Delphi is in the process of experimenting with vacuum operation to optimize system performance.

LNAPL and groundwater collected in the foundation drain system which surrounds the wastewater treatment building is also pumped to the dedicated oil-water separator using an air diaphragm pump. The separator is equipped with high-level alarms and automatic system shut-off switches. Oil-free water from this sump can be pumped directly to the 800,000 gallon groundwater surge tank used for the migration control system described in Appendix D.

Recovered LNAPL is drained from the separator to a 55-gallon drum. Water from the separator is piped to the groundwater surge tank and subsequently treated in the UV-oxidation treatment system described in Appendix D.

Routine checks of the separator, vacuum pump, and recovery pumps are performed by facility personnel. Maintenance is performed as required.

Recovered LNAPL is sampled periodically for analysis of PCBs and flashpoint. Disposal of the LNAPL is conducted in accordance with applicable regulations. A record of the recovered product analysis and disposal history is kept for the Building 22 Area system. A sample Building 22 Product Recovery Log Sheet is attached as Attachment 1.

To avoid the possibility of a spill within the treatment building due to an unplanned failure of the automated system shut-offs, the recovery pumps are shut down during periods when wastewater treatment personnel are not present to perform routine visual checks of the system. (This typically occurs on weekends and holidays).

References

H&A of New York, 1994a. "Report on Lexington Avenue Building 22 Investigation, AC Rochester, Rochester, New York" (H&A of New York, Rochester, NY, File No. 70014-47, February 1994).

APPENDIX F, ATTACHMENT 1
BUILDING 22
PRODUCT RECOVERY LOG SHEET

		ANALYTICAL			
DATE DRUM FILLED	DATE SHIPPED	PCBs	FLASH POINT	SHIPPING RECORD	COMMENTS

APPENDIX G

APPENDIX G

Interim Remedial Measure
Degreaser Investigation Study Area 5 Soil-Vapor Extraction System

A. Overview

This appendix describes a soil-vapor extraction (SVE) system initiated in Degreaser Investigation Study Area 5 in June 1996. Soil and groundwater contamination by chlorinated solvent compounds and LNAPL is present in this area.

B. Design and Implementation

The Study Area 5 SVE system uses 16 overburden monitoring wells installed during the subsurface investigations performed in Study Area 5 in 1990 and 1991. The extraction system consists of four 4-inch wells and twelve 2-inch wells connected to an above-floor header by pipes laid beneath the floor of the facility. The header is equipped with valving and sampling ports which permit tuning of the discharge flow rate and sampling of the effluent from each well. From the header, the combined extraction stream passes through a knock-out tank that collects liquid effluent ahead of the regenerative-type vacuum blower used for extraction.

Monitoring data indicate that approximately 5,000 pounds of solvent mass have been removed since start-up of the SVE system in 1996.

C. Operation and Maintenance

Operating parameters measured in November 1998 were as follows: Vacuum levels were 30 inches W.C. ahead of the blower and 24.3 to 27.4 in. W.C. on individual well pipes ahead of the header. Total system flow was 650 scfm, and estimated flow rates from individual wells ranged from 22 to 95 scfm. The estimated rate of solvent mass removal for the system was 4 pounds per day.

Blower discharge is vented through the roof of the building. (Delphi's letter dated November 28, 1995 to Chuck Wiley of the Department's Region 8 Office and Delphi's letter dated July 17, 1996 to Daniel Walsh of the Department's Region 8 Office describe the details of the air discharge system.) Two (2) carbon filters positioned in series are available for treatment of the vapor-phase effluent prior to discharge, and vapor-phase treatment was conducted continuously from system start-up through January 1999. Current levels of VOCs in the vapor-phase effluent prior to treatment in the carbon canisters are low enough to warrant discharge without treatment. Delphi has received approval from the Department to eliminate the step of vapor-phase treatment with the carbon canisters so long as system monitoring indicates VOC levels in the untreated blower discharge are less than Air Guide -1 guidelines. (See Delphi's letter dated January 27, 1999 to Ms. Yuan Zeng of the Department's Region 8 office and her reply dated February 4,

1999 for authorization to discharge without treatment.) The system has been operated without carbon treatment since February 1999.

The system operation is checked monthly or more frequently by facility personnel, and effluent VOC concentrations are measured and recorded using a PID at sampling ports located on the discharge side of the blower. These readings and other comments are recorded on a Study Area 5 SVE Operation Log Sheet, a copy of which is attached as Attachment 1. System maintenance is performed as required.

Groundwater and LNAPL levels are monitored and samples are collected for laboratory analysis periodically at Study Area 5 monitoring wells. Results of these activities have been reported to the Department.

Although the SVE system has been operated in a continuous mode in the past, intermittent operation may be used in the future to improve the efficiency of the system.

References

H&A of New York, 1990b. "Soil Vapor Survey Work Plan, Lexington Avenue Facility, Degreaser Investigation, Rochester, New York" (H&A of New York, Rochester, NY, File No. 70138-40, March 1990).

H&A of New York, 1990c. "Soil Vapor Survey Report, Lexington Avenue Facility, Degreaser Investigation, Rochester, New York" (H&A of New York, Rochester, NY, File No. 70138-40, October 1990).

H&A of New York, 1991a. "Study Area 5 Report, Lexington Avenue Facility, Degreaser Investigation, Rochester, New York" (H&A of New York, Rochester, NY, File No. 70138-40, April 1991).

H&A of New York, 1991b. "Attachment 1 (to the Study Area 5 Report referenced above), Soil/Groundwater Investigation Work Plan, Lexington Avenue Facility, Degreaser Investigation, Rochester, New York" (H&A of New York, Rochester, NY, File No. 70138-40, April 1991).

Haley & Aldrich of New York, 1998b. "Soil Vapor Extraction System Evaluation, Delphi Energy & Engine Management Systems Facility, Lexington Avenue, Rochester, New York" (Haley & Aldrich of New York, Rochester, NY, File No. 70014-051, April 1998).

APPENDIX G, ATTACHMENT 1
DEGREASER INVESTIGATION STUDY AREA 5
SVE OPERATION LOG SHEET

			TOTAL VOCs								
DATE	CONSULT. PID	DELPHI PID *	ppmv	mg/m^3	VC	DCE	TCE	PCE	TCA	MIN. SPIRITS	COMMENTS

* A PID reading of 30 indicates that carbon treatment may have to be reinstated.

APPENDIX H

APPENDIX H

NOTICE OF ORDER

Delphi Automotive Systems LLC ("Delphi") has entered into a Remedial Investigation/Feasibility Study Order On Consent (Index #B8-0531-98-06) (the "Order") with the New York State Department of Environmental Conservation (the "Department") in the Matter of the Development and Implementation of a Remedial Investigation/Feasibility Study for an Inactive Hazardous Waste Disposal Site under Article 27, Titles 9 and 13, and Article 71, Title 27 of the Environmental Conservation Law of the State of New York ("ECL") for areas of environmental concern within the complex of the Delphi manufacturing facility located at 1000 Lexington Avenue, Rochester, New York (hereinafter referred to as the "facility" or the "Site").

The facility was owned and operated by General Motors Corporation ("GM") before it was conveyed to Delphi by deed dated December 10, 1998 and recorded in the Monroe County Clerk's Office on January 28, 1999 in Book 09117 of Deeds on page 0111. Delphi continues to conduct substantially the same operations and processes at the facility as had GM.

The Site is an inactive hazardous waste disposal site, as that term is defined at ECL Section 27-1301.2, and it has been listed in the Registry of Inactive Hazardous Waste Disposal Sites in New York State as Site # 828064. The Department has classified the Site as a Class "2" site pursuant to ECL Section 27-1305.4.b. This classification means that the Department has determined that the Site presents a "significant threat to the public health or environment" for which action is required.

The purpose of the Order is to implement the Department-approved Remedial

Investigation/Feasibility Study Work Plan attached to the Order as Appendix B, including any amendments thereto. The effective date of the Order was **[to be inserted]**, 2001. A copy of the Order can be reviewed at the Department's Region 8 offices located at 6274 East Avon-Lima Road, Avon, New York 14414 by contacting the Regional Hazardous Waste Remediation Engineer.

This Notice of Order is being filed with the Monroe County Clerk in accordance with paragraph XII.A of the Order to give all parties who may acquire any interest in the Site notice of this Order.

WHEREFORE, the undersigned has signed this Notice of Order to comply with the terms of the Order.

Delphi Automotive
Systems LLC

By: Neal R

Title: Plant Manager

Date: 1/2/02

STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

On the 2nd day of Jan in the year 2002 before me, the undersigned, a notary public in and for said State, personally appeared Neal R. Evans personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s) or the person upon behalf of which the individuals) acted, executed this instrument.

Frank J. Blasioli, Jr.
Notary Public

FRANK J. BLASIOLI JR
Notary Public - New York
County of Monroe
My Commission Expires
November 30, 2002

AMENDMENT NO. 1
TO:
RI/FS WORK PLAN
DELPHI AUTOMOTIVE SYSTEMS
LEXINGTON AVENUE FACILITY
ROCHESTER, NEW YORK
REGISTRY SITE #828064, EPA ID No. NYD002215234

by

Haley & Aldrich of New York
Rochester, New York

for

Delphi Automotive Systems LLC
Rochester, New York

File No. 70014-052
December 2001

TABLE OF CONTENTS

INTRODUCTION

This document presents Amendment No. 1 to the RI/FS Work Plan, Delphi Automotive Systems Facility, 1000 Lexington Avenue, Rochester, Monroe County, New York, Registry Site #828064, EPA ID No. NYD002215234 dated 26 October 2001 (the RI/FS Work Plan).

This document consists of two sections. Section A describes clarifications and changes to the technical requirements for the project that are specified in the RI/FS Work Plan. Section B presents a revised Citizen Participation Plan that replaces the Citizen Participation Plan that was included by reference in the RI/FS Work Plan as Appendix L.

Section A of
Amendment No. 1 to the
RI/FS Work Plan, Delphi Automotive Systems Facility, 1000 Lexington Avenue, Rochester, Monroe County, New York (26 October 2001)

The RI/FS Work Plan is amended as follows:

PCB Analyses

Change required: For samples of soil, LNAPL, and groundwater that are to be submitted to the project laboratory that will be performing analyses by CLP methods, EPA SW-846 Method 8082 analysis for PCB compounds will be substituted for PCB analysis by CLP Method OLM 4.2. Data from the substituted method 8082 analyses will be reported with full (category B level) deliverables and QA/QC documentation.

Reason for change: The two methods are similar. However, OLM 4.2 is designed as a Pesticide/PCB method. The OLM 4.2 multi-point calibration and QC samples use pesticide compounds, not PCBs. Analysis of PCBs only by method OLM 4.2, as specified in the work plan, would therefore not have PCB-specific calibration or QC.

Affected sections:

Where analysis of PCBs by OLM 4.2 is indicated in the following sections of the RI/FS work plan, substitute PCB analysis by Method 8082:

- Section 5.2.A (Soil Sampling and Analysis Program), 3rd primary bullet (TCL Polychlorinated Biphenyl Aroclors, page 55).
- Section 5.2.B.1 (Groundwater Parameters and Methods), 1st bullet (page 56).
- Section 5.2.B.2 (LNAPL Parameters and Methods), (page 57).
- Table IV.
- Quality Assurance Project Plan (QAPP, Appendix A to the RI/FS Work Plan), Sections I.D.1.E.1, first bullet (page 3), I.D.1.E.2, first bullet (page 4), I.D.2.B, third bullet (page 6), and Table I.

Health and Safety Plan (Appendix C to the RI/FS Work Plan), Section 3.8.A, Air Monitoring Scope (page 38) – Air monitoring for the presence of VOCs will be done on a continuous basis during activities that involve excavation into or handling of potentially-contaminated material. The continuous VOC monitoring will be performed using electronic VOC detectors with audible alarms that will be automatically triggered by VOC detections exceeding the action level specified in the Health and Safety Plan.

747987.01 12/17/2001

The following sentence from the fourth paragraph of the referenced section is to be disregarded: "Continuous monitoring will continue until it is established that VOCs are not present or are below action levels and are stable or continuously declining."

Health and Safety Plan (Appendix C), Section 3.8.D, Air Monitoring Equipment - There is no specific discussion in this section concerning the use of Draeger tubes to monitor for benzene and vinyl chloride. Monitoring will be performed using Draeger bellows and benzene and vinyl chloride indicator tubes. Bellows are to be checked daily to insure that there are no leaks, and indicator tube packets are to be checked for expiration date prior to use. Monitoring will be performed using procedures specified by the manufacturer. Field personnel performing air monitoring are to be familiar with use of this equipment, and reference material from the manufacturer will be available onsite during its use.

747987.01 12/17/2001

Section B of
Amendment No. 1 to the
RI/FS Work Plan, Delphi Automotive Systems Facility, 1000 Lexington Avenue, Rochester, Monroe County, New York (26 October 2001)

Revised Citizen Participation Plan