

FOIL
Releasable
Non-Releasable

February 7, 1995

Barry R. Kogut, Esq.
Bond, Schoeneck & King, LLP
One Lincoln Center
Syracuse, New York 13202-1355

RE: Former GM Saginaw Division Facility
Site No. 915152

Dear Mr. Kogut:

Enclosed is a fully executed duplicate original of the subject Order on Consent. The Order was signed on behalf of the Department on February 2, 1995, and that is the Order's effective date.

The exhibits to the Order are identified in my letter to you dated December 23, 1994. Enclosed with this letter is a copy of the site map which is Exhibit A, as well as the title page and forwarding letter for the work plan which is Exhibit B.

If you have any questions, please contact me.

Very truly yours,

James M. Hazel
Senior Attorney
Division of Environmental
Enforcement

JMH:H:lk

Enclosures

cc: (with copy of enclosures)
Martin Doster - DEC, DHWR (Region 9)
Jaspal Walia - DEC, DHWR (Region 9)
Anders Carlson - DOH (Albany)
Jeffrey Braun, Esq. - GM (Detroit)
Mark Napolitan - GM (Detroit)

A:H44.1

STATE OF NEW YORK: DEPARTMENT OF ENVIRONMENTAL CONSERVATION

In the Matter of the Implementation
of an Interim Remedial Measure 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

ORDER
ON
CONSENT

INDEX # B9-0410-92-09

GENERAL MOTORS CORPORATION
Saginaw Division

Respondent.

Site Code #915152

WHEREAS,

1. The New York State Department of Environmental Conservation (the "Department") is responsible for enforcement of Article 27, Title 13 of the Environmental Conservation Law of the State of New York ("ECL"), entitled "Inactive Hazardous Waste Disposal Sites." This Order is entered into pursuant to the Department's authority under ECL Article 27, Title 13 and ECL Section 3-0301.

2. General Motors Corporation ("Respondent"), a corporation organized and existing under the laws of the State of Delaware, is doing business in the State of New York. Respondent owned a Saginaw Division facility at 1001 East Delavan Avenue, Buffalo, New York (the "Facility") until it was conveyed to American Axle & Manufacturing, Inc. ("AAM") as of March 1, 1994.

3. An investigation of a spill of reclaimed industrial oil

at an area near the Facility's oily wastewater treatment plant ("WWTP") detected polychlorinated biphenyls ("PCBs") in subsurface soil and groundwater below existing pavement, as well as elevated levels of lead in soil. Further investigation revealed an abandoned clay tile sewer pipe containing PCB-contaminated oil which Respondent believes was used prior to the Respondent's purchase of the property in 1965. The April, 1994 Registry of Inactive Hazardous Waste Disposal Sites ("Registry") describes the site as an area of PCB and lead contamination found at the Facility in an approximately one-acre portion of an employee parking lot adjacent to the WWTP (the "Site"). A map of the Site as it is described in the Registry is attached to this Order as Exhibit A. The presence of lead contamination has also been confirmed in soils outside the one-acre area described in the Registry. The area of the proposed lead investigation to be conducted pursuant to this Order appears as Figure 7 in the Work Plan attached to this Order as Exhibit B.

4. The work to be performed in accordance with this Order concerns two operable units. The first Operable Unit is for PCBs ("OU-1") and the apparent source of the PCBs is the oil in the clay tile sewer pipe. The second Operable Unit ("OU-2") is for the lead and the apparent source of the lead is the "ash-like" fill materials found in the area studied inside Parking Lot No. 4.

5. The Department has designated the Site as an inactive hazardous waste disposal site, as that term is defined at ECL

Section 27-1301.2 and listed it in the Registry of Inactive Hazardous Waste Disposal Sites in New York State (the "Registry") as Site Number 915152. The Department has classified the Site as a Classification "3" pursuant to ECL Section 27-1305.4.b. A Classification "3" is assigned by the Department to sites which do not present a significant threat to the public health or the environment and at which action may be deferred.

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

7. The Department and Respondent agree that the goals of this Order are for Respondent to:

(a) implement the Department-approved interim remedial measure ("IRM") requiring Respondent to (i) remove the clay tile sewer pipe which is the suspected source of the PCB contamination; (ii) determine the extent of PCB and lead (in the area of Parking Lot No. 4) contamination and migration through analytical results from soil samples taken from additional test borings and excavations and from groundwater samples taken from monitoring wells (the "Field Investigation"); (iii) identify the remedial alternatives for each Operable Unit in accordance with the provisions of the Department-approved IRM Work Plan attached to this Order as Exhibit B; (iv) implement the remedial alternative for Operable Unit No. 1 selected by the Department in accordance with the terms of this Order, including

but not limited to Paragraphs III ("Review of Submittals") and IV ("Dispute Resolution") and the Department-approved IRM Work Plan; and

(b) reimburse the State's administrative costs pursuant to Paragraph VII of this Order.

8. Respondent, without making any admission of law or fact, hereby waives its right to a hearing herein as provided by law, consents to the issuance and entry of this Order, and agrees to be bound by its terms. Respondent consents to and agrees not to contest the authority or jurisdiction of the Department to issue or enforce this Order, and 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. Performance and Reporting of IRM Program

A. Within 30 days after the effective date of this Order, Respondent shall commence the work set forth in the Department-approved IRM Work Plan which is attached to this Order as Exhibit B ("Work Plan") and is an enforceable part hereof. The work shall be performed in accordance with the Work Plan, including the schedule set forth therein.

B. Pursuant to the Work Plan, Respondent shall submit the following deliverables for the Department's review and approval in accordance with Paragraph III ("Review of Submittals") of this Order:

1. OPERABLE UNIT NO. 1 - PCBs

a. A Site Investigation Report will be prepared describing the completed field work, geology, groundwater flow directions, analytical testing, screening of technologies, recommendations for additional work, including treatability studies and risk assessment.

b. Engineering Evaluation of Alternatives Report.

c. Remedial Design Report - Design report and drawings describing the remedial alternative selected by the Department in accordance with the terms of this Order, including but not limited to Paragraphs III ("Review of Submittals") and IV ("Dispute Resolution Procedure") and the Work Plan.

d. Remedial Alternative Certification Report - Report certifying completion of the implementation of the remedial alternative selected by the Department.

2. OPERABLE UNIT NO. 2 - LEAD

a. Technical memorandum depicting results of historical review and proposed borings/well location to evaluate the extent of lead contamination.

b. Site Investigation Report - This report will be submitted as part of the OU-1 Site Investigation Report.

c. Engineering Evaluation of Alternatives Report - This report will be submitted as part of the OU-1 Engineering Evaluation of Alternatives Report.

C. During the performance of the field work required under the Work Plan, Respondent must have on-site a full-time representative who is qualified to supervise the work done.

D. All Reports shall be prepared by and have the signature and seal of a professional engineer who shall certify that the Report was prepared in accordance with this Order.

II. Progress Reports

Respondent shall submit to the parties identified in subparagraph XI.B. in the numbers specified therein copies of written monthly progress reports that: (i) describe the actions which have been taken toward achieving compliance with this Order during the previous month; (ii) include all results of sampling and tests and all other data received or generated by Respondent or Respondent's contractors or agents in the previous month, including quality assurance/quality control information, whether conducted pursuant to this Order or conducted independently by Respondent at the Site; (iii) identify all work plans, reports, and other deliverables required by this Order that were completed and submitted during the previous month; (iv) describe all actions, including, but not limited to, data collection and implementation of work plans, that are scheduled for the next month and provide other information relating to the progress at the Site; (v) include information regarding percentage of completion, unresolved delays encountered or anticipated that may affect the future schedule for implementation of the Respondent's obligations under the Order, and efforts made to mitigate those delays or anticipated delays; and (vi) include any modifications to any work plans that

Respondent has proposed to the Department or that the Department has approved. Respondent shall submit these progress reports to the Department by the tenth day of every month following the effective date of this Order beginning the tenth day following the first full month after the effective date of this Order.

III. 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 scientific and technical principles. The Department shall notify Respondent in writing of its approval or disapproval of the submittal. The Department shall make reasonable efforts to provide such notification as soon as practicable after receipt of the submittal. The Department's approval of a submittal provided that the Respondent makes certain changes to the document ("approval with conditions") or with stated reservations ("approval with reservations") shall constitute a disapproval of the submittal for purposes of this Order. 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 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 and the Department and Respondent are unable to resolve their differences, 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 invoked the dispute resolution procedures set forth in Paragraph IV within fifteen (15) business days of receipt of the Department's notice of disapproval. If the Department approves the revised submittal, it shall be incorporated into and become an enforceable part of this Order.

B. The Department may require 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. Upon written receipt of the Department's demand for modification, and/or amplification or expansion of a submittal, the Respondent shall proceed with such work unless, within fifteen (15) business days of receipt of the Department's demand, Respondent objects in writing to the

Department and invokes the dispute resolution procedures set forth in Paragraph IV.

IV. Dispute Resolution Procedure

A. (1) If the Department disapproves a revised submittal pursuant to subparagraph III.A.(2)(b), or if Respondent fails to modify and/or amplify and expand a submittal pursuant to subparagraph III.B., or if Respondent fails to reimburse the State's expenses pursuant to Paragraph VII, Respondent shall be in violation of this Order unless, within the respective time periods set forth in the above-referenced provisions specifically allowing invocation of the dispute resolution procedure of this Paragraph IV, Respondent serves on the Department's Director of the Division of Hazardous Waste Remediation ("the Director") a written statement of the issues in dispute, the relevant facts upon which the dispute is based, and factual data, analysis or opinion supporting its position, and all supporting documentation on which Respondent relies (hereinafter called the "Statement of Position"). Respondent shall also submit a copy of its Statement of Position on the Department staff identified in subparagraph XI.A of this Order. The Department shall serve its Statement of Position, including supporting documentation, no later than fifteen (15) business days after receipt of Respondent's Statement of Position. The time periods for service of Statements of Position may be shortened or extended upon and in accordance with written notice by the Department as agreed to in writing by Respondent.

(2) Respondent shall be available to meet with the Director and the Department within ten (10) business days of Respondent's receipt of the Department's Statement of Position (the "meeting").

(3) An administrative record of any dispute under this paragraph shall be maintained by the Department. The record shall include the Statement of Position of each party served pursuant to subparagraph IV.A.(1), and any relevant information, including any relevant documentation submitted by either party up to and including the time of the meeting called for in subparagraph IV.A.(2). The record shall be available for review by all parties and the public.

(4) Upon review of the administrative record as developed pursuant to this Paragraph IV, the Director shall issue a final decision and order resolving the dispute. With respect to the final determination of the Director, Respondent shall have those rights granted pursuant to Article 78 of the Civil Practice Law and Rules of New York ("CPLR"), provided that a Petition is filed within forty-five (45) days of Respondent's receipt of the Director's final decision and order.

(5) Respondent shall revise the submittal, or modify and/or amplify and expand the submittal, or reimburse the State's expenses, in accordance with the Director's final decision and order, except as that decision may be modified upon court review. The period of time within which Respondent must comply with the Director's final decision and order, including

submission to the Department of any revised or modified and/or amplified and expanded submittal, shall be as specified by the Department in its notice of disapproval, demand for modification and/or amplification and expansion, or invoice, unless the Director revises the time frame in the final decision and order.

(6) After receipt of the revised submittal or modified and/or amplified and expanded submittal, the Department shall notify the Respondent in writing of its approval or disapproval of the submittal. If the submittal fails to comply with the Director's final decision and order and the Department disapproves the revised submittal for this reason, Respondent shall be in violation of this Order and the ECL.

(7) If Respondent fails to comply with a final decision and order of the Director requiring Respondent to reimburse the State's expenses, Respondent shall be in violation of this Order and the ECL.

B. (1) The invocation of formal dispute resolution procedures under this Paragraph IV shall suspend and toll only those obligations of Respondent under this Order which are in dispute or necessarily dependent on resolution of the matter or matters in dispute. Respondent's filing of a petition for review under Article 78 of the CPLR shall not stay or excuse performance of work or timely transmission of submittals with respect to the disputed issues, except by agreement of the Department or by order of the court upon Respondent's application. Respondent shall have the burden of establishing

before the court the necessity or appropriateness of such stay or excuse.

(2) 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 in dispute.

V. Force Majeure

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 this 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, or unforeseeable condition arising exclusively from natural causes which the exercise of ordinary human prudence could not have prevented, provided, however, that 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-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 this subparagraph V.B.

VI. 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 the Respondent by any duly designated employee, consultant, contractor, or agent of the Department or any State agency for purposes of inspection, sampling, and testing and to ensure Respondent's compliance with this Order. Such employee, consultant, contractor, or agent 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 permit the Department full access to all job meetings conducted by Respondent with its contractors and subcontractors relating to implementation of procedures required to assure performance of the work in accordance with the Work Plan.

VII. Payment of State Costs

A. Within forty-five (45) days of the effective date of this Order, Respondent shall make payment to the Department in the amount of \$26,214.72 which represents the past response costs incurred by the State of New York for the Site through May 31, 1994. These costs are not disputed by Respondent. Payment shall be made by check payable to the Department of Program Management, Division of Hazardous Waste Remediation, N.Y.S.D.E.C., 50 Wolf Road, Albany, New York 12233-7010.

B. The Department will submit itemized invoices to Respondent for costs incurred by the State of New York after May 31, 1994. Within forty-five (45) 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, overhead, travel, analytical costs, and contractor costs incurred by the State of New York for work performed at the Site since May 31, 1994, as well as for negotiating this Order, reviewing and revising submittals made pursuant to this Order, overseeing activities conducted pursuant to this Order, and collecting and analyzing samples to verify Respondent's compliance with the terms of this Order. Such payment shall be made by check payable to the Department of Environmental Conservation. Payment shall be sent to the Bureau of Program Management, Division of Hazardous Waste Remediation, N.Y.S.D.E.C., 50 Wolf Road, Albany, NY 12233-7010.

C. Itemization of the costs invoiced pursuant to subparagraph VII.B. shall include an accounting of personal services indicating 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. This information shall be documented by quarterly reports of Direct Personal Service. 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 the New York State Office of the State Comptroller's quarterly expenditure reports.

D. Within thirty (30) days of receipt of an invoice pursuant to subparagraph VII.B., Respondent may object, in writing, to the accuracy or scope of that invoice. If Respondent's objections cannot be resolved by informal discussions within twenty (20) days of the Department's receipt of Respondent's written objections, Respondent shall pay the undisputed amount no later than thirty (30) days after the Department's receipt of the written objections. Thereafter, Respondent may invoke the dispute resolution procedure pursuant to Paragraph IV of this Order to resolve the disputed amounts still owing. Unless the dispute resolution procedure is invoked within ten (10) days of the Department's receipt of the undisputed amounts, Respondent shall be in violation of this Order for failure to pay any amount still owing.

E. Notwithstanding anything in this Order to the contrary, Respondent shall not be obligated by the terms of this Order to reimburse costs incurred by the State under Paragraph VII.B. of this Order in excess of \$17,000.00 for the period from June 1, 1994, to the date of the Department's approval of Respondent's final submittal required under the terms of this Order ("the cap"). The Department and the Respondent reserve all their respective rights, claims and defenses with respect to any response or oversight costs incurred by the State in excess

of the cap. If the total sum of money paid pursuant to this Paragraph VII is insufficient to fully reimburse the State's costs, the Department may, at its option, in a separate proceeding outside the dispute resolution procedure set forth in Paragraph IV of this Order, seek to recover additional reimbursement.

F. Respondent is not required by the terms of this Order to reimburse costs incurred by the Department's Spill Prevention, Response & Remediation Division ("SPRRD"). Nothing in this Order shall be construed as barring, diminishing, adjudicating, or in any way affecting the Department's right to recover costs incurred at the Site by the SPRRD.

VIII. 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 rights including, but not limited to nor exemplified by, the following:

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

2. the Department's right to enforce this Order consistent with paragraph XII.G. against Respondent and/or any of Respondent's directors, officers, employees, servants, agents, successors, and assigns if Respondent fails to satisfy

any of the terms of this Order;

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

4. the Department's right to bring any action or proceeding against Respondent and/or any of Respondent's directors, officers, employees, servants, agents, successors, and assigns with respect to hazardous substances that are present at the Site or that have migrated from the Site;

5. the Department's right to bring any criminal action against the Respondent and/or any of Respondent's directors, officers, employees, servants, agents, successors, and assigns; and

6. the Department's right to gather information and enter and inspect property and premises.

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

IX. 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.

X. Public Notice

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

XI. 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:

Communication from Respondent shall be sent to:

1. Jaspal Walia, P.E.
Division of Hazardous Waste Remediation
New York State Department of Environmental
Conservation
270 Michigan Avenue
Buffalo, New York 14203-2999

2. Director, Bureau of Environmental

Exposure

Investigation
New York State Department of Health
2 University Place
Albany, New York 12203

3. James M. Hazel, Esq.
Division of Environmental Enforcement
New York State Department of Environmental
Conservation
270 Michigan Avenue
Buffalo, New York 14203-2999

B. Copies of work plans and reports shall be submitted

as follows:

1. Four copies (one unbound) to
Jaspal Walia, P.E.
Division of Hazardous Waste Remediation
New York State Department of Environmental
Conservation
Buffalo, New York 14203-2999.
2. Two copies to the Director,
Bureau of Environmental Exposure
Investigation
New York State Department of Health
2 University Place
Albany, New York 12203
3. One copy to Division of Hazardous Waste
Remediation
New York State Department of Environmental
Conservation
50 Wolf Road
Albany, New York 12233-7010
4. One copy to James M. Hazel, Esq.
Division of Environmental Enforcement
New York State Department of Environmental
Conservation
270 Michigan Avenue
Buffalo, New York 14203-2999

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

1. Mark Napolitan
General Motors - Remediation
1085A Arognaut A
485 West Milwaukee Avenue
Detroit, Michigan 48202
2. Jeffrey N. Braun, Esq.
General Motors Corporation
Legal Staff
New Center One Building
3031 West Grand Boulevard
P.O. Box 33122
Detroit, Michigan 48232

D. The Department and Respondent reserve the right to
designate additional or different addressees for communication

on written notice to the other.

XII. Miscellaneous

A. As set forth in the Work Plan, all activities and submittals required by this Order shall address both on-Site and off-Site contamination resulting from the disposal of hazardous waste at the Site.

B. Respondent shall retain professional consultants, contractors, laboratories, quality assurance/quality control personnel, and data validators acceptable to the Department to perform the technical, engineering, and analytical obligations required by this Order. The experience, capabilities, and qualifications of the firms or individuals selected by Respondent shall be submitted to the Department within 15 business days after the effective date of this Order. The Department's approval of these firms or individuals shall be obtained before the start of any activities for which the Respondent and such firms or individuals will be responsible. The responsibility for the performance of the professionals retained by Respondent shall rest solely with Respondent.

C. With respect to the work to be performed under this Order, the parties shall have the right to obtain split samples, duplicate samples, or both, of all substances and materials sampled by one another, and they shall also make available to one another the results of all such sampling and testing. Tests or other data generated by Respondent with respect to implementation of this Order shall be submitted in the progress

reports required by this Order.

D. Respondent has submitted to the Department information within Respondent's possession or control regarding environmental conditions at the Site. Respondent, within 15 days after receipt of a written request of the Department, will provide in accordance with ECL Section 27-1307, additional information, if any, within Respondent's possession or control.

E. Respondent shall notify the Department at least 5 business days in advance of any field activities to be conducted pursuant to this Order.

F. (1) Respondent shall obtain all permits, easements, rights-of-way, rights-of-entry, approvals, or authorizations necessary to perform Respondent's obligations under this Order. In the event that Respondent is unable to obtain the necessary authorizations required to perform its obligations under this Order, the Department shall, consistent with its legal authority, assist in obtaining such authorizations which Respondent was unable to obtain despite its best efforts. If any necessary authorization cannot be obtained on a timely basis, the time for performance of any obligation which the Department determines is dependent upon such authorization shall be appropriately extended upon written request.

(2) Notwithstanding anything in this subparagraph XII. F. to the contrary, Respondent shall not be required to obtain State or local permits for certain work conducted under

this Order consistent with the criteria set forth in 6 NYCRR §375-1.7 and the Department's "Division Technical and Administrative Guidance Memorandum: Permitting Jurisdiction Over Inactive Hazardous Waste Site Remediation - O & D Memo 94-04 [Supersedes TAGM 4040]", dated March 21, 1994.

G. Respondent and Respondent's successors and assigns shall be bound by 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 the Respondent. 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.

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. "Interim Remedial Measure" shall have the meaning set forth in the Department's "Division Technical and Administrative Guidance Memorandum: Interim Remedial Measures" (# HWR-92-4042, dated June 1, 1992) or modifications thereto.

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.

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

L. The section 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) The terms of this Order shall constitute the complete and entire Order between Respondent and the Department concerning the Site. 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.

(2) If Respondent desires that any provision of this Order be changed, Respondent shall make timely written

application, signed by the Respondent, to the Commissioner setting forth reasonable grounds for the relief sought. Timely written application shall be as soon as reasonably possible after the Respondent identifies the grounds for such relief. Copies of such written application shall be delivered or mailed to: James M. Hazel, Esq. and Jaspal Walia, P.E.


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

DATED: Albany, New York

February 2, 1995

Langdon Marsh
Commissioner
New York State Department
of Environmental Conservation

By:


ANN H. DeBARBIERI
Deputy Commissioner

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.

GENERAL MOTORS CORPORATION

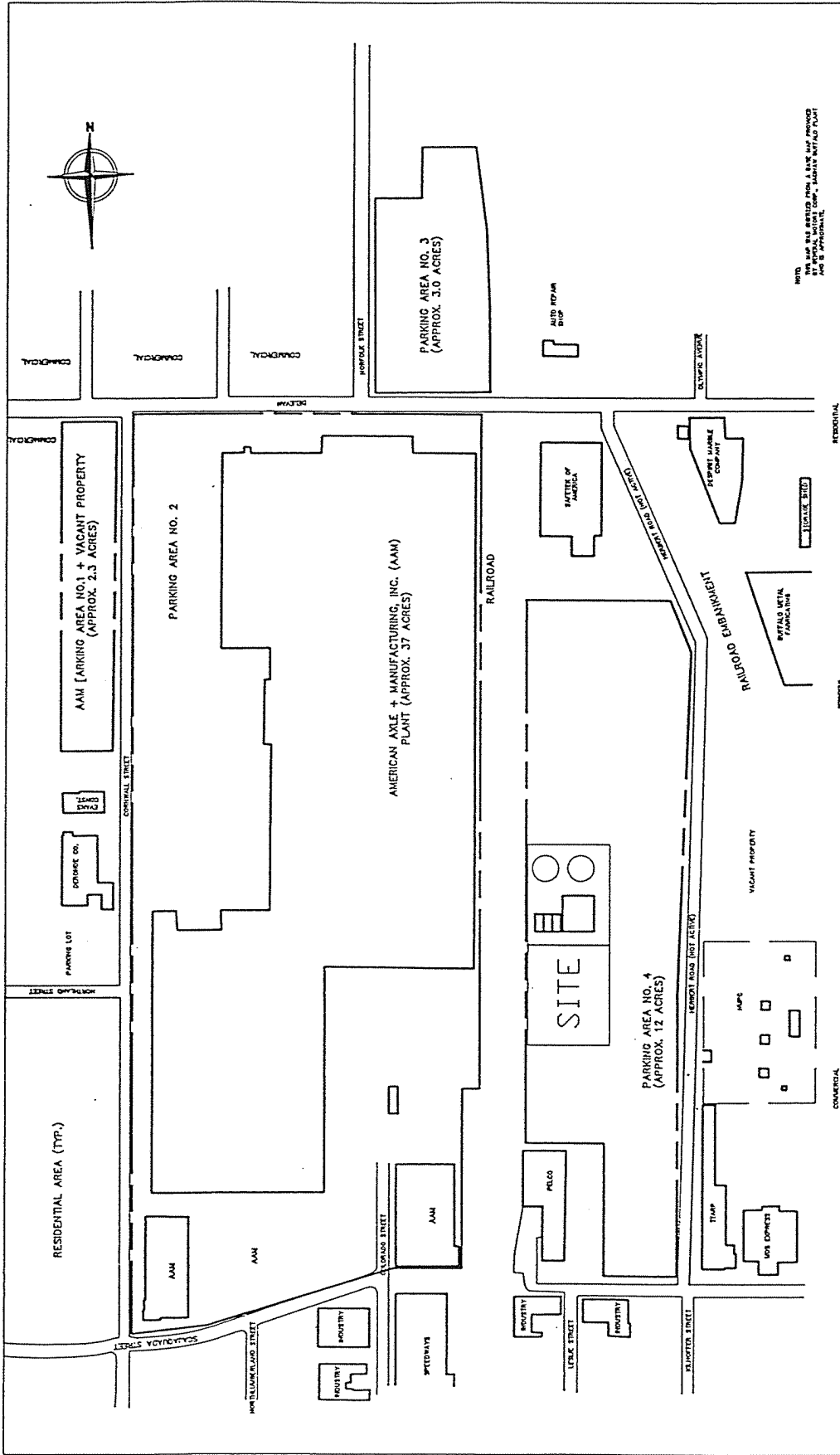
By: Jeffrey M. Braun

Date: 1-12-95

STATE OF Michigan)
COUNTY OF Wayne) s.s.:

On this 12th day of January, 1995,
before me personally came Jeffrey M. Braun, to me known,
who being duly sworn, did depose and say that he resides in
Detroit, Michigan; that he is
an Attorney for of the General
Motors Corporation, the corporation described in and which
executed the foregoing instrument; that he signed his name
hereto on behalf of said corporation and that he is authorized
to obligate the corporation in such matters pursuant to the
articles of incorporation, by-laws and duly delegated powers of
the corporation.

Janet Maxwell
Notary Public



DATE 10/19/94
 DWN. —DJM—
 APPR. —
 REVIS. —
 PROJECT NO. 04428

FIGURE 1
 GENERAL MOTORS CORP.
 SAGINAW DIVISION
 CITY OF BUFFALO, ERIE COUNTY, N.Y.
 SITE LOCATION PLAN

RECEIVED

NOV - 7 1994

NYSDEC-REG. 9

FOIL
___REL___UNREL

PCB AND LEAD WORK PLAN
FORMER GM-SAGINAW BUFFALO FACILITY
NYSDEC SITE NO. 915152

Prepared For
GENERAL MOTORS CORPORATION
Detroit, Michigan

and

GENERAL MOTORS CORPORATION
Saginaw, Michigan

June 1994
Revised November 1994

Wehran EMCON Northeast
Grand Island, New York

Environmental Engineers • Scientists • Constructors

November 5, 1994

Jaspal Walia, P.E.
New York State Department
of Environmental Conservation
270 Michigan Avenue
Buffalo, New York 14203-2999

Re: Work Plan for the Former GM-Saginaw Facility
Buffalo, New York
NYSDEC Site No. 915152

Dear Mr. Walia:

General Motors Corporation (GM) is pleased to present two copies of the final Work Plan for the above-referenced site.

I will contact you to discuss the schedule of activities. Should you have any questions, please feel free to contact me in this office.

Very truly yours,

Mark Napolitan
Project Manager

/jmv
Enclosures

cc: J. Hazel - NYSDEC
M. Doster - NYSDEC
B. Kogut - Bond, Schoeneck & King
J. Braun - GM Legal
R. Laport - Wehran EMCON