February 11, 2011

Mr. Chad Staniszewski, P.E.
Project Manager
New York State Department of Environmental Conservation
Division of Environmental Remediation, Region 9
270 Michigan Avenue
Buffalo, New York 14203-2999

Re: Scott Rotary Seals BCP Site (Site No. C905036)
Interim Remedial Measures Work Plan

Dear Mr. Staniszewski:

As per our meeting on December 3, 2010, we are submitting this letter work plan for proposed interim remedial measures (IRM) for the Scott Rotary Seals Brownfield Cleanup Program (BCP) Site located at 301 Franklin Street, Olean, New York (Site).

BACKGROUND

TurnKey Environmental Restoration, LLC (TurnKey) completed soil and groundwater investigations on-Site from June 2009 through October 2010. The findings of those investigations, which were discussed with you and Marty Doster during our December 3rd meeting, generally included:

- The Site was historically a portion of a larger petroleum refinery and petroleum bulk storage facility commonly known as the former Socony-Vacuum facility. The Site and surrounding area were historically developed as a petroleum refinery with numerous aboveground storage tanks (ASTs) and heavy industrial operations;
- Evidence of weathered petroleum impacts in soil and groundwater across the Site. The northwest portion of the Site appears to be most-impacted;
- Apparent liquid-phase petroleum product in three monitoring wells, including MW-2 (trace), MW-4 (trace) and MW-6 (up 0.9 feet). MW-6 is located proximate to the western Site boundary;
- Elevated arsenic in surface soil samples;
- Observation of a former AST foundation;
- Observation of abandoned subsurface piping that appeared to be related to the former refinery operations; and,
- Several soil/fill piles present on-Site that were stockpiled during preliminary Site grading work.

INTERIM REMEDIAL MEASURES

Based on the investigation fieldwork and sampling results, and as discussed with the NYSDEC during our recent meeting, an IRM will be completed to immediately address certain environmental concerns and to expedite the remedial and overall project schedule. The fieldwork for the off-site investigation as it relates to the product in MW-6 was completed in January 2011. The results of that investigation will be included in the Pre-Design Investigation Report, which is forthcoming. Additional remedial measures beyond those planned as an IRM will be presented in a revised Remedial Action Work Plan (RAWP) that will be submitted to the Department in the near future.

The IRM will include the following tasks:

- Tracing and removal of known subsurface piping and disposal of liquid contents, if present;
- Exploratory trenching for additional abandoned piping. If encountered, such piping will be traced and removed in a similar manner to the known piping;
- Removal of former AST foundation(s) and related concrete structures and piping;
- Characterization of existing soil/fill piles for potential re-use; and,
- Removal and off-site disposal of soil/fill piles not suitable for reuse;

These IRM tasks are discussed individually below in greater detail.

Investigation and Removal of AST foundation(s)/Concrete and Subsurface Piping

Evidence of AST foundations/concrete and subsurface piping related to former refinery infrastructure was encountered in numerous test pits during investigation activities (See Figure 1). These structures will be further investigated via exploratory trenching and removed as part of the IRM.

Investigation and Removal of Known Subsurface Piping

Previous test pits encountered subsurface piping and/or structures at depths up to approximately six feet below ground surface (fbgs). Therefore, these structures will be traced and removed from the subsurface. The investigation and removal procedure will include the following:

- Excavate trench approximately 3-feet wide down to approximately 6-feet below average grade (i.e., approximate depth of piping);
- As the trench progresses, the trench will be continued laterally to facilitate exploration of subsurface piping and/or infrastructure, as necessary;
- Encountered pipes will be exposed, tapped, drained to the extent practicable and removed;
- Any liquids contained within the encountered piping will be visually characterized, removed, and containerized. Upon completion of the trenching, all of the recovered liquid will be characterized and properly disposed off-site;
- The proposed trenching will be completed in sections and backfilled accordingly; and,
- The subsurface conditions will be documented and photographed.

In addition to the areas of known subsurface piping, four exploratory trenches will be completed in the area of the building and the planned future building expansion to a nominal depth of six feet

below average site grade (see Figure 1). If abandoned piping is encountered, that piping will be handled in the manner described above.

AST Foundations/Concrete

If the AST foundations/concrete structures encountered during exploratory trenching appear contaminated based on visual or olfactory evidence of impacts, they will be excavated, transported and disposed at a commercial landfill. If the structures have no evidence of contamination, they will be considered for on-Site reuse or recycled at a NYSDEC-permitted recycling facility.

Characterization and Handling of Soil/Fill Piles

Three soil/fill piles, designated as North Pile, East Pile and South Pile are located on-Site. None of the piles sampled during the preliminary sampling were impacted with volatile organic compounds (VOCs) or semi-volatile organic compounds (SVOCs) above Part 375 Commercial soil cleanup objectives (SCOs). However, the piles were not thoroughly characterized for on-Site re-use during the previous sampling. Therefore, soil/fill piles will be field-screened and characterized during the IRM as follows:

- ***General Characterization:*** The soil/fill piles will be segregated into approximate 500 cubic yard sections and inspected for staining, odors or discoloration, and field screened for the presence of VOCs with a photoionization detector (PID). Based on the field screening, the soil/fill piles will be characterized as either grossly-impacted soil/fill or potentially-impacted soil/fill and sampled as follows:

    - ***Grossly-Impacted On-Site Soil/Fill:*** Grossly-impacted soil/fill (i.e., soils that exhibit visible product or strong olfactory evidence of contamination and/or with elevated PID readings above 100 ppm) will be segregated and sampled for waste disposal characterization and will not be considered re-use on-Site. Waste characterization samples will be analyzed per the requirements of the permitted solid waste facility (as determined by that facility). Based on the results of the characterization sampling, the piles will be removed from the Site and properly disposed of at a permitted solid waste facility. If TCLP thresholds are exceeded, the material will be handled as a characteristic hazardous waste and disposed of at a permitted hazardous waste treatment, storage and disposal facility.

    - ***Potentially-Impacted On-Site Soil/Fill:*** Potentially-impacted soil/fill (i.e., soils other than grossly-impacted soils) may be re-used on-Site if tested and determined to meet the chemical criteria for Commercial SCOs per 6NYCRR Part 375. Each approximate 500-cubic yard section of soil/fill pile be sampled for Target Compound List (TCL) VOCs, TCL SVOCs, Target Analyte List (TAL) metals,polychlorinated biphenyls (PCBs), pesticides and herbicides. Soil/fill pile samples meeting Commercial SCOs are acceptable for re-use on-Site.

Removal and Off-Site Disposal of Impacted Soil/Fill

Upon review of the soil/fill pile characterization data TurnKey will determine if any soil/fill will require off-Site disposal. If required, TurnKey personnel will complete requisite waste profile forms as required by the landfill to obtain approval for disposal of the material at a permitted commercial

waste disposal facility. Upon acquiring an approved waste profile impacted soil/fill piles will be loaded into dump trucks/trailers and transported to a permitted commercial waste disposal facility. Waste disposal receipts will be obtained and provided to the Department.

Reporting

Upon completion of the fieldwork a letter report documenting IRM activities will be prepared. The letter report will include: a description of the work completed; approximated quantities of piping/infrastructure removed; quantities of liquid removed (if any); site figures; and, disposal/recycling receipts of piping, liquid and infrastructure.

We respectfully request that the Department provide any comments to the planned activities at your earliest convenience. We will make ourselves available at your convenience if you have any questions regarding this matter.

Sincerely,
TurnKey Environmental Restoration, LLC

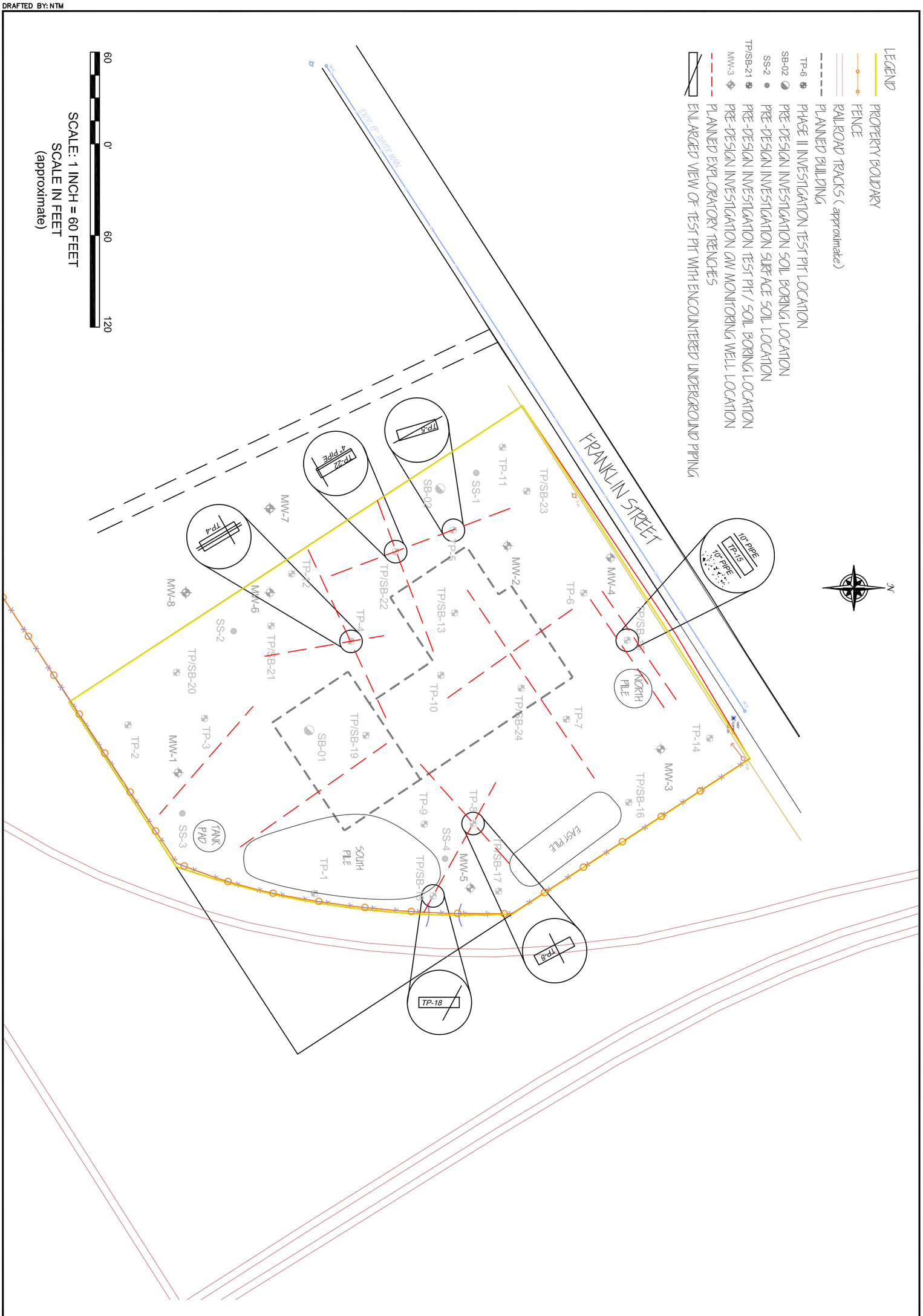
Michael Lesakowski
Project Manager

cc: Crystal Wiech (Scott Rotary Seals)
Jeff Meister (Scott Rotary Seals)
Robert Knoer, Esq. (The Knoer Group)
Marty Doster (NYSDEC Region 9)
Matt Forcucci (NYSDOH)

File: 189-001-107

FIGURE

DATE: DECEMBER 2010
DRAFTED BY: NTM



PLANNED IRM ACTIVITIES

INTERIM REMEDIAL MEASURES WORK PLAN

SCOTT ROTARY SEALS SITE
OLEAN, NEW YORK
PREPARED FOR
SCOTT ROTARY SEALS

FIGURE 1

TurnKey Environmental Restoration, LLC
2558 HAMBURG TURNPIKE
SUITE 300
BUFFALO, NY 14218
(716) 856-0635

JOB NO.: 0189-001-107