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UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY
REGION 1 - NEW ENGLAND



SDMS DocID 000204620

IN THE MATTER OF:

Centredale Manor Restoration Project
Superfund Site

North Providence, Rhode Island

Ciba Specialty Chemicals Corporation and
Organic Dyestuffs Corporation,

Respondents

THIRD UNILATERAL
ADMINISTRATIVE ORDER FOR
REMOVAL ACTION

U.S. EPA Region I
CERCLA Docket No. 01-2004-0001

Proceeding Under Section 106(a) of the
Comprehensive Environmental Response,
Compensation, and Liability Act, as
amended, 42 U.S.C. § 9606(a)

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I. JURISDICTION AND GENERAL PROVISIONS

1. This Third Unilateral Administrative Order for Removal Action ("Order") is issued by the United States Environmental Protection Agency ("EPA") to the above-captioned Respondents ("Respondents") under the authority vested in the President of the United States by Section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, 42 U.S.C. § 9606(a), as amended ("CERCLA"). This authority was delegated to the Administrator of EPA on January 23, 1987, by Executive Order 12580, 52 Fed. Reg. 2926 (1987), and further delegated to Regional Administrators by EPA Delegation Nos. 14-14-A (April 15, 1994) and 14-14-B (May 11, 1994) and further delegated to the Director, Office of Site Remediation and Restoration by Region I Delegations 14-14-A (September 29, 1995) and 14-14-B (September 3, 1996).

2. The purpose of this Order is to compel Respondents to perform certain removal activities at the Centredale Manor Restoration Project Superfund Site in North Providence, Rhode Island ("Site"), as set forth in the Action Memoranda signed by the Director of the Office of Site Remediation and Restoration on September 30, 2003 and the Statement of Work appended to this Order as Appendix A.

3. EPA has notified the State of Rhode Island of this action pursuant to Section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

II. PARTIES BOUND

4. This Order applies to and is binding upon EPA and upon Respondents and their heirs, successors and assigns. Any change in ownership or corporate status of a Respondent including, but not limited to, any transfer of assets or real or personal property shall not alter such Respondent's responsibilities under this Order.

5. Respondents are jointly and severally liable for carrying out all activities required by this Order. In the event of the insolvency or other failure of any one Respondent to implement the requirements of this Order, the remaining Respondent shall complete all such requirements.

6. Respondents shall ensure that their contractors, subcontractors, and representatives receive a copy of this Order and comply with this Order. Respondents shall be responsible for any noncompliance with this Order.

III. DEFINITIONS

7. Unless otherwise expressly provided herein, terms used in this Order which are defined in CERCLA or in regulations promulgated under CERCLA shall have the meaning assigned to them in CERCLA or in such regulations. Whenever terms listed below are used in this Order or in the appendices attached hereto and incorporated hereunder, the following definitions shall apply:

a. "AOC Parties" shall mean the Performing AOC Parties and the Payment AOC Parties.

b. "CERCLA" shall mean the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. § 9601, *et seq.*

c. "Day" shall mean a calendar day. In computing any period of time under this Order, where the last day would fall on a Saturday, Sunday, or Federal holiday, the period shall run until the close of business of the next working day.

d. "Effective Date" shall be the effective date of this Order as provided in Section XXIII.

e. "EPA" shall mean the United States Environmental Protection Agency and any successor departments or agencies of the United States.

f. "State of Rhode Island" shall mean the Rhode Island Department of Environmental Management ("RIDEM") and any successor departments or agencies of the State.

g. "Interest" shall mean interest at the rate specified for interest on investments of the EPA Hazardous Substance Superfund established by 26 U.S.C. § 9507, compounded annually on October 1 of each year, in accordance with 42 U.S.C. § 9607(a). The applicable rate of interest shall be the rate in effect at the time the interest accrues. The rate of interest is subject to change on October 1 of each year.

h. "National Contingency Plan" or "NCP" shall mean the National Oil and Hazardous Substances Pollution Contingency Plan promulgated pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, codified at 40 C.F.R. Part 300, and any amendments thereto.

i. "Order" shall mean this Third Unilateral Administrative Order for Removal Action and all appendices attached hereto. In the event of conflict between this Order and any appendix, this Order shall control.

j. "Paragraph" shall mean a portion of this Order identified by an Arabic numeral.

k. "Parties" shall mean EPA and Respondents.

l. "Payment AOC Parties" shall mean American Mineral Spirits Company, Cranston Print Works Company, CNA Holdings, Inc., Sequa Corporation, The Original Bradford Soap Works, Inc., and Teknor Apex Company.

m. "Performing AOC Parties" shall mean Brook Village Associates Limited Partnership, Centredale Manor Associates Limited Partnership, Emhart Industries, Inc. and New England Container Company, Inc.

n. "RCRA" shall mean the Solid Waste Disposal Act, as amended, 42 U.S.C. §§ 6901, *et seq.* (also known as the Resource Conservation and Recovery Act).

o. "Respondents" shall mean Ciba Specialty Chemicals Corporation and Organic Dyestuffs Corporation.

p. "Section" shall mean a portion of this Order identified by a Roman numeral.

q. "Site" shall mean the Centredale Manor Restoration Project Superfund Site, located at 2072 and 2074 Smith Street, North Providence, Rhode Island, and all areas where contamination from that source area has come to be located, or from which that contamination came.

r. "State" shall mean the State of Rhode Island.

s. "Statement of Work" or "SOW" shall mean the statement of work for implementation of the removal action, as set forth in Appendix A to this Order, and any modifications made thereto in accordance with this Order.

t. "Third AOC" shall mean the Third Administrative Order on Consent (CERCLA Docket No. 01-2003-0073).

u. "Work" shall mean all activities Respondents are required to perform under this Order.

IV. EPA'S FINDINGS OF FACT

Background

8. The Centredale Manor Restoration Project Superfund Site is located in North Providence, Rhode Island. It consists of two parcels, 2072 and 2074 Smith Street (Plat 14, Lots 200 and 250, encompassing approximately 9.7 acres) as well as sediments and floodplain areas of the Woonasquatucket River from Route 44 southerly to the breached Allendale Dam and further to an area just below the Lymansville Dam. The Site consists of all contaminated areas within this area as well as any other location to which contamination from that area has come to be located, or from which that contamination came.

9. The Brook Village Apartments are located at 2072 Smith Street, and consist of an eleven story apartment building housing approximately 135 elderly residents. A series of three parking lots extend to the south of the building. The area around the building is landscaped with grass and ground cover, including a fenced-in interim soil cap next to the Woonasquatucket River. The parcel is bordered to the north by Route 44, to the west by the Woonasquatucket River, to the east by a tailrace, and to the south by 2074 Smith Street. A road allowing 2074 Smith Street access to Route 44 is located on the eastern portion of the parcel.

10. The Centredale Manor apartment building is located at 2074 Smith Street, and consists of an eight-story apartment building housing approximately 200 elderly residents. There are two paved parking lots located to the north and west of the building. The area around the building is landscaped with grass ground cover. The building and parking lots are located on the

northern end of the parcel. At the start of EPA's activities at the Site, the southern end of the peninsula was heavily wooded. EPA activities at the Site resulted in the removal of trees in that portion of the Site and construction of a fenced-in interim soil cap. The southern end of the parcel is bordered by the Woonasquatucket River and a tailrace to the east and south. The northern end of the parcel borders 2072 Smith Street to the north, the Woonasquatucket River to the west, and a tailrace to the east. The parcel accesses Route 44 via a road running along the western portion of 2072 Smith Street.

11. Prior to 1936, the properties were occupied by Centredale Worsted Mills, a woolens manufacturing plant. Atlantic Chemical Company, a chemical manufacturer, began operating on a portion of the Site in approximately 1940. Atlantic Chemical Company changed its name in 1953 to Metro-Atlantic, Inc., and operated until the late 1960s or early 1970s. In the late 1960s or early 1970s, Metro-Atlantic, Inc., changed its name to Crown-Metro, Inc. The chemical company ceased operating in the early 1970s. New England Container Company operated a drum reconditioning facility on a portion of the Site from 1952 until the early 1970s. A major fire in the early 1970s destroyed most of the structures at the Site. Evidence shows that the operations of the chemical companies and the drum reconditioning facility at the Site resulted in releases and threats of releases of hazardous substances at the Site.

12. Centredale Manor Associates Limited Partnership is a current owner of a portion of the Site, through its purchase of 2074 Smith Street on March 18, 1982. Brook Village Associates Limited Partnership is a current owner of a portion of the Site, through its purchase of 2072 Smith Street on October 19, 1976. New England Container Company, Inc., formerly operated at the Site. Emhart Industries, Inc., is a successor of certain assets and liabilities of the chemical companies which operated at the Site. American Mineral Spirits Company, Ciba Specialty Chemicals Corporation, CNA Holdings, Inc., Cranston Print Works Company, Organic Dyestuffs Corporation, The Original Bradford Soap Works, Inc., Sequa Corporation, and Teknor Apex Company are generators of hazardous substances found at the Site.

13. From approximately the 1970s to approximately 1986, RIDEM was involved in the inspection of the Site as well as oversight of response actions taken by others at the Site. Hundreds of drums were observed by RIDEM representatives at the Site, some of which were visibly smoking. Some of these drums contained hazardous waste materials requiring disposal, other (empty) drums were crushed and disposed of as non-hazardous. RIDEM also directed that soil unearthed at the Site be disposed of at a solid waste landfill.

14. In November 1981, a Notice of Violation and Order was issued by RIDEM to the then-property owners (Joseph Buonanno and Edward Ricci) for violations of the State Hazardous Waste Management Act requiring the property owners to immediately identify all hazardous material on site, then dispose of all hazardous wastes off-site.

15. In August 1986, EPA's contractors conducted a Preliminary Assessment ("PA") of the Centredale Manor apartment building property. The PA recommended a Screening Site Inspection, which was completed in October 1990. Soil sample analysis detected several VOCs and SVOCs, pesticides, and two PCB congeners (Aroclors 1242 and 1254).

16. In 1996, as part of the EPA Providence Urban Initiative Program, fish and eel tissue samples from the Woonasquatucket watershed were analyzed. This led to a joint advisory from the Rhode Island Department of Health and EPA against eating fish and eels from the Woonasquatucket River, due to PCB, mercury, and dioxin contamination concerns.

17. In June 1998, EPA initiated an Expanded Site Inspection ("ESI") of the Centredale Manor apartment building property. The ESI assessed the extent of contamination in areas of possible human exposure, the potential source areas located up-river from the Centredale Manor apartment building property, and the presence of dioxin/furan and hexachloroxanthene contamination on the Centredale Manor apartment building property.

18. Acting on a verbal approval of funding, EPA initiated a removal action (including sampling and placement of temporary fencing around contaminated surface soil) in January 1999. An Action Memorandum documenting this verbal approval, and authorizing additional activities was issued on May 4, 1999. The additional activities included: site clearing; sampling activities; the erection of permanent fencing; and community outreach.

19. On September 13, 1999, an Action Memorandum was issued which changed the scope of the ongoing removal activities and authorized the expenditure of additional funds. The removal activities approved in the September Action Memorandum included: designing and implementing a Flood Evaluation Study of the Site and surrounding area; designing and implementing interim soil caps for specific areas of the Site; and reconstruction of the former tailrace at the eastern edge of the Site.

20. In 1999, EPA began conducting Remedial Investigation ("RI") activities at the Site. These activities include: biota, sediment, vapor-diffusion, surface water and soil sampling and analyses at the Site (including the reference areas and floodplain areas from Route 44 southerly to Manton and Dyerville reaches of the Woonasquatucket River).

21. On September 15, 1999, EPA mailed Notice of Potential Liability letters to three potentially responsible parties ("PRPs"): Brook Village Associates Limited Partnership; Centredale Manor Associates Limited Partnership; and New England Container Company, Inc.

22. On November 26, 1999, EPA issued a proposed Administrative Order on Consent ("AOC") for remedial investigation/feasibility study ("RI/FS") activities to Brook Village Associates Limited Partnership and Centredale Manor Associates Limited Partnership - the two parties who indicated a willingness to participate in Site activities after receiving General Notice letters. These negotiations were unsuccessful.

23. On December 2, 1999, EPA issued a proposed Administrative Order on Consent ("AOC") for time-critical removal activities to Brook Village Associates Limited Partnership and Centredale Manor Associates Limited Partnership. These negotiations were unsuccessful.

24. On February 3, 2000, EPA issued a letter to the three PRPs requesting that they voluntarily perform or finance an Engineering Evaluation/Cost Analysis ("EE/CA") for a portion

of the Site. The parties declined to negotiate. The EE/CA was completed in September 2000, and the public comment period was held in October/November 2000.

25. On February 28, 2000, EPA mailed two additional Notice of Potential Liability letters to Emhart Industries, Inc. and Crown-Metro, Inc. Negotiations with these two PRPs, as well as the three PRPs previously named, to perform or fund the remaining time-critical removal activities at the Site were not successful.

26. The Site was placed on the National Priorities List ("NPL") on March 6, 2000.

27. On April 12, 2000, EPA issued a Unilateral Administrative Order ("UAO") to the five PRPs at the Site, ordering the parties to complete time-critical removal activities at the Site (completion of the second interim soil cap, and implementation of certain flood control measures). All five PRPs complied with the UAO. EPA approved the PRPs' Completion of Work Report on September 11, 2000.

28. On April 27, 2000, EPA issued a letter to all five PRPs requesting that they indicate their interest in completing the RI/FS at the Site, and reimbursing EPA for its past costs at the Site. These negotiations were unsuccessful and EPA is continuing work on the RI/FS.

29. On June 1, 2000, a second Action Memorandum was issued which changed the scope of the ongoing removal activities, authorized the expenditure of additional funds, and granted a 12-month exemption for a continued removal action. The change in scope primarily concerned the transition of certain time-critical removal activities to non-time critical removal activities. The Action Memorandum also noted that the second interim soil cap and certain flood control measures would be performed by PRPs at the Site pursuant to a UAO.

30. On January 18, 2001, EPA issued an Action Memorandum to mitigate the human health threats posed by dioxin and other hazardous substances released at the Site by removing contaminated soils and sediments from properties subject to residential and recreation use located in the floodplain of the Woonasquatucket River southerly from Route 44 to an area just below the Lymansville Dam and by restoring the Allendale Dam to minimize further migration of contaminated sediment in the River.

31. On March 26, 2001, EPA issued a Second UAO to the five PRPs at the Site, ordering the parties to implement the non-time-critical removal action in accordance with the January 18, 2001 Action Memorandum. The Allendale Dam restoration was completed in February, 2002. Activities associated with the removal of contaminated soil are on-going.

32. On May 16, 2002, EPA mailed a Notice of Potential Liability letter to Bernard V. Buonanno, Sr.

33. On March 3, 2003, EPA mailed Notice of Potential Liability letters to eleven PRPs: American Hoechst Corporation, American Mineral Spirits Company, Ciba Specialty Chemicals Corporation, Cranston Print Works Company, Eastern Color and Chemical Company, Eastern Smelting, Organic Dyestuffs Corporation, The Original Bradford Soap Works, Inc.,

Warwick Chemical Company, T.H. Baylis, Co., and Teknor Apex Company. EPA mailed an additional Notice of Potential Liability letter to Refinity Corporation on March 31, 2003.

34. By letter dated May 5, 2003, EPA requested the PRPs to participate in the Third Administrative Order on Consent for a Removal Action ("Third AOC") to complete time critical removal activities in the tailrace portion of the Site. Ten PRPs signed the Third AOC. Pursuant to the Third AOC, four PRPs agreed to perform the activities set forth in the Statement of Work attached to this Order as Appendix A, and six PRPs agreed to contribute to the costs of that work. The Third AOC became effective on September 16, 2003. The Respondents did not sign the Third AOC.

Endangerment

35. The conditions present at the facility constitute an imminent and substantial endangerment to public health, welfare, or the environment. Factors that may be considered are set forth in Section 300.415(b)(2) of the National Oil and Hazardous Substances Pollution Contingency Plan, as amended, 40 C.F.R. Part 300 ("NCP").

- a. **"Actual or potential exposure to nearby human populations, animals, or the food chain from hazardous substances or pollutants or contaminants;" [§300.415(b)(2)(i)].**

There are elevated levels of numerous substances in surface soils, sub-surface soils, and sediments in proximity to residential areas at the Site. Contaminated soils have been identified within fifty feet of the Centredale Manor apartment building and in wetlands immediately adjacent to a residential neighborhood. Levels of dioxin up to 140 ppb and PCBs up to 1300 ppm along with several other chemicals have been identified in soil samples from the Site. Analysis of fish and eel tissue samples collected in the Woonasquatucket River indicate that dioxin is present in these animals and the food chain. Samples collected from the tailrace in the summer of 2002 identified dioxin in surface soil up to 40 ppb, and in sub-surface soil up to 128 ppb. In a Health Consultation (June 07, 1999) and a Record of Activity (March 19, 1999), the Agency for Toxic Substances and Disease Registry has recommended that EPA take actions to reduce exposure at the Site.

- b. **"High levels of hazardous substances or pollutants or contaminants in soils largely at or near the surface, that may migrate;" [§300.415(b)(2)(iii)].**

High levels of hazardous substances have been found in soils largely at or near the surface at the Site that will be subject to this removal action. These soils are in the areas subject to erosion by runoff as well as periodic flooding. Erosion and flooding appear to have caused the contaminated soil to migrate, since elevated levels of hazardous substances have been found in Woonasquatucket River sediments located in the downstream portion of the Site.

- c. **“Actual or potential contamination of drinking water supplies or sensitive ecosystems;” [§300.415(b)(2)(ii)].**

Dioxin, PCBs and other contaminants have been identified at elevated levels in wetlands, surface soils and floodplain soil samples that will be subject to this removal action. Wetlands, sediments and floodplains are sensitive ecosystems.

- d. **“Weather conditions that may cause hazardous substances or pollutants or contaminants to migrate or be released;” [§300.415(b)(2)(v)].**

Heavy rainfall may produce significant flooding of the Woonasquatucket River and its floodplain. These conditions have caused and will continue to cause the migration of contaminants and deposition of contaminants in the floodplain further downstream. Storm drain runoff is currently directed into the tailrace area adjacent to residential properties and contributes to the migration of contaminated soil. The tailrace area subject to this removal action is a continuing source of contamination through erosion and flooding.

- e. **“The availability of other appropriate federal or state response mechanisms to respond to the release;” [§300.415(b)(2)(vii)].**

The RIDEM has indicated that funding and staffing limitations will restrict their ability to respond to this situation. There are no other known federal or state funds or response mechanisms available to finance this action. Conditions at the Site support removal actions as described in the NCP.

- f. **“Other situations or factors that may pose threats to public health or welfare or the environment.” [§300.415(b)(2)(viii)].**

Public access to the contaminated surface soils is temporarily restricted by fencing to reduce exposure via contact and incidental ingestion. However, the fence has been breached on several occasions. Migration of the contaminants in sediment is uncontrolled and will continue to pose a human health and environmental threat until addressed by the action proposed in this Order.

36. The following table identifies the highest concentrations of some of the chemical compounds detected by EPA in soil samples collected at the Site:

CHEMICAL COMPOUND	HIGHEST CONCENTRATION (in parts per billion - ppb)
2,3,7,8 -Tetrachlorodibenzo- <i>p</i> -Dioxin	140
PCBs	1,300,000
1,2-dichlorobenzene	2,800,000
Benzene	480,000
Chlorobenzene	1,000,000

Tetrachloroethene	1,7000,000
Trichloroethene	2,400,000
Cadmium	180,000
Lead	3,160,000
Manganese	6,420,000
Aluminum	16,100,000
Antimony	27,800
Arsenic	49,300
Cadmium	180,000
Chromium	472,000
Copper	934,000
Mercury	7,400
Silver	35,500
Vanadium	72,500

37. The following table represents some of the dangers to human health associated with each of the hazardous substances found on-site, as well as the potential routes of human exposure to these wastes:

HAZARD- OUS SUBSTANCE	ROUTE(S) OF EXPOSURE	POTENTIAL HUMAN HEALTH EFFECTS
2,3,7,8 - Tetrachlorodi benzo- <i>p</i> -Dioxin	inhalation; skin absorption; ingestion; skin and/or eye contact	irritated eyes, skin, and mucous membranes; chloracne; porphyria; gastrointestinal disturbances; possible reproductive problems; teratogenic effects The World Health Organization has classified dioxin as a human carcinogen
PCBs	inhalation; skin absorption	irritated eyes; chloracne; liver damage; reproductive problems
1,2-dichloro- benzene	inhalation; skin absorption; ingestion; skin and/or eye contact	irritated eyes and nose; liver and kidney damage; skin blisters
Benzene	inhalation; skin absorption; ingestion; skin and/or eye contact	irritated eyes, skin, nose and respiratory system; giddiness; headache; nausea; staggered gait; fatigue; anorexia; lassitude; dermatitis; bone marrow depression The U.S. Department of Health and Human Services has designated benzene as a known human carcinogen
chlorobenzene	inhalation; ingestion; skin and/or eye contact	irritated eyes, skin, nose; drowsiness, incoordination; central nervous system depression

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tetrachloro-ethene	inhalation; skin absorption; ingestion; skin and/or eye contact	irritated eyes and skin; vertigo; dizziness; incoordination; headache, somnolence; skin erythema; liver damage
trichloroethene	inhalation; skin absorption; ingestion; skin and/or eye contact	irritates eyes and skin; headache; vertigo; visual disturbance; fatigue; giddiness; tremors; somnolence; nausea; vomiting; dermatitis; cardiac arrhythmia; paresthesia; liver injury
Cadmium	inhalation; ingestion	pulmonary edema; dyspnea; cough; chest tightness; substernal pain; headache; chills; muscle aches; nausea; vomiting; diarrhea; anosmia, emphysema; proteinuria; mild anemia
Lead	inhalation; ingestion; skin and/or eye contact	[NOTE: THESE SYMPTOMS ARE MORE PRONOUNCED IN CHILDREN] weakness; lassitude insomnia; facial pallor; anorexia; weight loss; constipation; abdominal pain; colic; anemia; gingival lead line; tremors; paralysis of the wrist and ankles; encephalopathy; kidney disease; irritated eyes; hypotension
Manganese	inhalation; ingestion	Parkinson's; asthenia; insomnia; mental confusion; metal fume fever; dry throat, cough, chest tightness, dyspnea, rales flu-like fever; lower back pain; vomiting; malaise; fatigue; kidney damage
Aluminum	inhalation; ingestion; skin and/or eye contact	irritated eyes, skin and respiratory system
Antimony	inhalation; skin and/or eye contact	irritated eyes, skin, nose, throat, mouth; cough; dizziness; headache; nausea; vomiting; diarrhea; stomach cramps; insomnia; anorexia; unable to smell properly
Arsenic	inhalation; skin absorption; ingestion; skin and or eye contact	ulceration of nasal septum; dermatitis, gastrointestinal disturbances; peripheral neuropathy; respiratory irritation; hyperpigmentation of skin The U.S. Department of Health and Human Services has designated arsenic as a known human carcinogen
Cadmium	inhalation; ingestion	pulmonary edema; dyspnea; cough; chest tightness; substernal pain; headache; chills; muscle aches; nausea; vomiting; diarrhea; anosmia; emphysema; proteinuria; mild anemia
Chromium	inhalation; ingestion; skin and/or eye contact	irritated eyes and skin; lung fibrosis

Copper	inhalation; ingestion; skin and/or eye contact	irritated eyes, nose, pharynx; nasal perforation; metallic taste; dermatitis
Mercury	inhalation; skin absorption; ingestion; skin and/or eye contact	irritated eyes and skin; cough, chest pain, dyspnea, bronchial pneutis; tremors; insomnia; irritability; indecision; headache; fatigue; weakness; stomatitis; salivation; gastrointestinal disturbance; anorexia; weight loss; proteinuria
Silver	inhalation; ingestion; skin and/or eye contact	blue-gray eyes; nasal septum, throat and skin irritation, ulceration skin; gastrointestinal disturbance
Vanadium	inhalation; ingestion; skin and/or eye contact	irritated eyes, skin and throat; green tongue; metallic taste; eczema; cough; fine rales; wheezing; bronchitis; dyspnea

38. Analysis of soils, sediments, wetlands and floodplain samples at the Site indicated elevated levels of hazardous substances, pollutants or contaminants, including 2,3,7,8-Tetrachlorodibenzo-p-Dioxin ("dioxin"), polychlorinated biphenyls ("PCBs" or "Aroclors"), polycyclic aromatic hydrocarbons ("PAHs"), including benzo(a)anthracene, benzo(a)pyrene, benzo(b)fluoranthene, benzo(k)fluoranthene, dibenzo(a,h)anthracene, and indeno(1,2,3-cd)pyrene, metals (including antimony, arsenic, chromium, lead, and manganese), and several Volatile Organic Compounds ("VOCs") and Semi-Volatile Organic Compounds ("SVOCs").

39. In the spring and summer of 2002, as part of a non-time critical removal action, samples for dioxin analysis were collected in the former tailrace behind the Centredale Manor apartment building, on the eastern embankment which also abuts residential-use properties. The area had not been previously extensively characterized. Levels of dioxin up to 128 ppb were found at depths to 3 feet, with results in surface samples as high as 40 ppb. EPA and the Army Corps of Engineers ("ACOE") also investigated the surface hydrology of the former tailrace, which indicated that significant drainage run-off flows enter the former tailrace during storm events. But for the temporary fencing, the soils and sediments are accessible to residential and recreational users.

40. A portion of the Site (the tailrace) is adjacent to or includes the Centredale Manor apartment building property and a number of residential and commercial-use properties, and is immediately upstream of the Allendale Pond. The tailrace is one of the remaining source areas of contamination at the Site. Additional risk information relating to the specific area of the tailrace addressed by this response action is explained in Paragraph 35. The removal action is a continuing response to reduce the potential for migration of, and direct contact with, dioxin, PCBs, PAHs, VOCs and SVOCs in contaminated surface soil, sub-surface soil and exposed sediments at the Site, and further, to address the potential migration of contaminants by moderating the impact of flood conditions at the Site.

41. EPA/OSWER Directive 9200.4-26, Memorandum – Approach for Addressing Dioxin in Soil at CERCLA and RCRA Sites, April 13, 1998, was considered in developing interim cleanup goals for dioxin at this Site. The work contemplated by Appendix A will reduce risks from exposure to contaminants in the area of concern.

42. The reconstruction of the tail-race, including a cap over contaminated soil and sediment, and construction of a drainage swale in the tailrace will help prevent the migration of contaminants through erosion and flooding.

43. This removal action is based on documents and data which will be available to the public in the Administrative Record, to be available for public review within 60 days of the inception of these proposed actions, as described in the National Contingency Plan (40 C.F.R. 300.415(m)(i)).

V. EPA'S CONCLUSIONS OF LAW AND DETERMINATIONS

44. Based on the Findings of Fact set forth above, EPA has determined that:

a. The Centredale Manor Restoration Project Superfund Site is a "facility" as defined by Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

b. The contamination found at the Site, as identified in the Findings of Fact above, includes "hazardous substances" as defined by Section 101(14) of CERCLA, 42 U.S.C. § 9601(14).

c. Each Respondent is a "person" as defined by Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

d. Each Respondent is a responsible party under Section 107(a)(3) of CERCLA, 42 U.S.C. § 9607(a), and is jointly and severally liable for performance of response actions and for response costs incurred and to be incurred at the Site.

e. The conditions described in Paragraphs 35 through 42 of the Findings of Fact above constitute an actual or threatened "release" of a hazardous substance from the facility as defined by Section 101(22) of CERCLA, 42 U.S.C. § 9601(22).

f. The actual or threatened releases of hazardous substances at or from the Site may pose an "imminent and substantial endangerment to the public health or welfare or the environment" within the meaning of Section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

g. In order to protect public health and welfare and the environment, and prevent further release or threat of release of hazardous substances at or from the Site, the removal action required by this Order is necessary and appropriate. The removal action is designed to prevent, minimize, and/or mitigate damage to the public health or welfare or the environment which may otherwise result from the release or threat of release of hazardous substances, and was developed in accordance with the criteria set forth at Section 300.415 of the National Contingency Plan ("NCP"), 40 C.F.R. § 300.415.

h. Respondents were given the opportunity to consent to perform the work required by this Order but did not do so.

i. The removal action required by this Order shall be done promptly and properly by Respondents, and will be consistent with the NCP, if performed in accordance with the terms of this Order and Statement of Work

VI. ORDER

WHEREAS, based upon the foregoing Findings of Fact, Conclusions of Law, Determinations, and the Administrative Record for this Site, Respondents are hereby ORDERED to perform all Work required under this Order. Respondents shall comply with the following provisions and perform all actions required by the terms and conditions of this Order.

VII. WORK TO BE PERFORMED

45. Respondents shall, in cooperation and coordination with the Performing AOC Parties, perform the actions necessary to implement the Statement of Work which is included as Appendix A to this Order and generally includes: (1) control of storm drain runoff and sedimentation entering the tailrace; and (2) construction and short-term maintenance of a protective cap over the tailrace area.

46. EPA has issued a Third AOC (CERCLA Docket No. 01-2003-0073) to Brook Village Associates Limited Partnership, Centredale Manor Associates Limited Partnership, Emhart Industries, Inc. and New England Container Company, Inc. (collectively referred to as "Performing AOC Parties"), and American Mineral Spirits Company, Cranston Print Works Company, CNA Holdings, Inc., Sequa Corporation, The Original Bradford Soap Works, Inc., and Teknor Apex Company (collectively referred to as "Payment AOC Parties"), which requires the Performing AOC Parties to conduct the same response actions as those required by this Order, and the Payment AOC Parties to contribute to the costs of those actions. The Performing AOC Parties are in the process of implementing the activities required by the Third AOC. Each Respondent shall make best efforts to cooperate and coordinate with the AOC Parties. All contacts with the AOC Parties should be made in accordance with Paragraph 48, below. Best efforts to coordinate shall include, at a minimum:

a. Communication in writing within five (5) days of the Effective Date of this Order to EPA and the AOC Parties as to Respondents' desire to comply with this Order and to participate in the performance of the Work or in lieu of performance to pay for the performance of the Work;

b. submission within seven (7) days of the Effective Date of this Order of a good-faith offer to the AOC Parties to perform the Work, in whole or in part, or in lieu of performance to pay for the Work, in whole or in part; and

c. engaging in good-faith negotiations with the AOC Parties to perform or in lieu of performance to pay for the Work required by this Order if the AOC Parties do not accept Respondents' first offer in whole or in part.

47. To the extent that the Performing AOC Parties are performing or have stated an intent to perform any requirement of this Order, pursuant to any other order or agreement, Respondents shall make best efforts to participate in the performance of the work with the Performing AOC Parties. Best efforts to participate shall include, at a minimum:

a. performance of the Work as agreed by Respondent and the Performing AOC Parties to be undertaken by Respondents; and

b. payment of all amounts as agreed by Respondents and the AOC Parties to be paid by Respondents if, in lieu of performance, Respondents have offered to pay for the Work required by this Order, in whole or in part.

48. Communication with the Performing AOC Parties, as required by this Order, shall be sent, with a copy to EPA, to:

Jerome C. Muys, Jr. Esq.
Swidler Berlin Shereff Friedman LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
(P) (202) 424-7547
(F) (202) 424-7643

Communication with the Payment AOC Parties, as required by this Order, shall be sent, with a copy to EPA, to:

David B. Graham, Esq.
Kaufman & Canoles, P.C.
1200 Old Colony Lane
Williamsburg, VA 23188
(P) (757) 259-3855
(F) (757) 259-3838

Communication with the AOC Parties shall be sent to both of the preceding designated individuals.

49. Respondent shall provide EPA with notice of its intent to comply with this Order, consistent with Paragraph 96, below. In addition, Respondents shall notify EPA in writing within five (5) days of the rejection, if any, by the AOC Parties of Respondents' offer to perform or, in lieu of performance, to pay for the Work.

50. The undertaking or completion of any requirement of this Order by any other person, with or without the participation of Respondents, shall not relieve Respondents of their obligations to perform each and every other requirement of this Order.

51. Respondents are jointly and severally liable with the Performing AOC Parties for carrying out all activities required by this Order and the Third AOC. Accordingly, any failure to perform, in whole or in part, any requirement of this order by any other person with whom each Respondent is coordinating or participating in the performance of such requirement shall not relieve each Respondent of its obligation to perform each and every requirement of this Order.

Designation of Contractor, Project Coordinator, and On-Scene Coordinator

52. Respondents shall, in cooperation and coordination with the Performing AOC Parties, retain one or more contractors to perform the Work and shall notify EPA of the name and qualifications of such contractor. Respondents shall also notify EPA, in cooperation and coordination with the Performing AOC Parties, of the name and qualifications of any other contractor or subcontractor retained to perform the Work at least seven (7) days prior to commencement of such Work. EPA retains the right to disapprove of any or all of the contractors and/or subcontractors retained by Respondents. If EPA disapproves of a selected contractor, Respondents shall, in cooperation and coordination with the Performing AOC Parties, retain a different contractor and shall notify EPA of that contractor's name and qualifications within five (5) days of EPA's disapproval.

53. Within seven (7) days after the Effective Date, Respondents shall, in cooperation and coordination with the Performing AOC Parties, designate a Project Coordinator who shall be responsible for administration of all actions by Respondents required by this Order and shall submit to EPA the designated Project Coordinator's name, address, telephone number, and qualifications. To the greatest extent possible, the Project Coordinator shall be present on Site or readily available during Site work. EPA retains the right to disapprove of the designated Project Coordinator. If EPA disapproves of the designated Project Coordinator, Respondents shall, in cooperation and coordination with the Performing AOC Parties, retain a different Project Coordinator and shall notify EPA of that person's name, address, telephone number, and qualifications within five (5) days following EPA's disapproval. Receipt by Respondents' Project Coordinator of any notice or communication from EPA relating to this Order shall constitute receipt by all Respondents.

54. EPA has designated Edward Bzenas of the Emergency Planning and Response Branch, Region I, as its On-Scene Coordinator ("OSC"). Except as otherwise provided in this Order, Respondents shall direct all submissions required by this Order to the OSC at the U.S. Environmental Protection Agency, Region I, One Congress Street, Suite 1100, Mail Code HBR, Boston, Massachusetts 02114-2023.

55. EPA and Respondents shall have the right, subject to Paragraph 53, to change their respective designated OSC or Project Coordinator. Respondents shall, in cooperation and coordination with the Performing AOC Parties, notify EPA five (5) days before such a change is made. The initial notification may be made orally, but shall be promptly followed by a written notice.

Plans and Implementation

56. Work Plan.

a. Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit to EPA for approval a draft Work Plan for performing the removal action generally described in Paragraph 45. The draft Work Plan shall provide a description of, and an expeditious schedule for, the actions required by this Order.

b. EPA may approve, disapprove, require revisions to, or modify the draft Work Plan in whole or in part. If EPA requires revisions, Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit a revised draft Work Plan within seven (7) days of receipt of EPA's notification of the required revisions. Respondents shall, in cooperation and coordination with the Performing AOC Parties, implement the Work Plan as approved in writing by EPA in accordance with the schedule approved by EPA. Once approved, or approved with modifications, the Work Plan, the schedule, and any subsequent modifications shall be incorporated into and become fully enforceable under this Order.

c. Respondents shall not commence any Work except in conformance with the terms of this Order. Respondents shall not commence implementation of the Work Plan developed hereunder until receiving written EPA approval pursuant to Paragraph 56(b).

57. Health and Safety Plan.

Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit for EPA review and comment a plan that ensures the protection of the public health and safety during performance of on-Site work under this Order. This plan shall be prepared in accordance with EPA's Standard Operating Safety Guide (PUB 9285.1-03, PB 92-963414, June 1992). In addition, the plan shall comply with all currently applicable Occupational Safety and Health Administration ("OSHA") regulations found at 29 C.F.R. Part 1910. If EPA determines that it is appropriate, the plan shall also include contingency planning. Respondents shall, in cooperation and coordination with the Performing AOC Parties, incorporate all changes to the plan recommended by EPA and shall, in cooperation and coordination with the Performing AOC Parties, implement the plan during the pendency of the removal action.

58. Construction Quality Assurance

Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit a Construction Quality Assurance Plan ("CQAP") with the Work Plan required in Paragraph 56. The CQAP shall detail the testing and inspections required to assure that the purchase and installation of specified materials are in conformance with the project plans and specifications. The CQAP shall include references to standard test methods customarily employed in the construction of similar work (such as those produced by the American Society of Testing Materials ("ASTM")). The frequency of testing and inspections along with acceptance criteria for each test or inspection shall also be specified.

59. Community Relations Support Plan.

Respondents shall, in cooperation and coordination with the Performing AOC Parties, provide to EPA a Community Relations Support Plan, the objective of which is to ensure and specify support activities for the community relations efforts of EPA.

60. Post-Removal Site Control.

In accordance with the Work Plan schedule, or as otherwise directed by EPA, Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit a proposal for post-removal site control consistent with Section 300.415(I) of the NCP and OSWER Directive No. 9360.2-02. Upon EPA approval, Respondents shall, in cooperation and coordination with the Performing AOC Parties, implement such controls until June 30, 2005.

61. Reporting.

a. Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit a written progress report to EPA concerning actions undertaken pursuant to this Order every thirtieth (30th) day after the date of receipt of EPA's approval of the Work Plan until termination of this Order, unless otherwise directed in writing by the OSC. These reports shall describe all significant developments during the preceding period, including the actions performed and any problems encountered, analytical data received during the reporting period, and the developments anticipated during the next reporting period, including a schedule of actions to be performed, anticipated problems, and planned resolutions of past or anticipated problems.

b. Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit four (4) copies of all plans, reports or other submissions required by this Order, the Statement of Work, or any approved work plan. Upon request by EPA, Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit such documents in electronic form.

c. Respondents who own or control property at the Site shall, at least 30 days prior to the conveyance of any interest in real property at the Site, give written notice that the property is subject to this Order to the transferee and written notice to EPA and the State of the proposed conveyance, including the name and address of the transferee. Respondents who own or control property at the Site also agree to require that their successors comply with the immediately preceding sentence and Sections VIII (Site Access) and IX (Access to Information).

62. Final Report.

Within forty five (45) days after completion of all Work required by this Order, Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit for EPA review and approval a final report summarizing the actions taken to comply with this Order. The final report shall conform with the requirements set forth in Section 300.165 of the NCP entitled "OSC Reports." The final report shall include a listing of quantities and types of

materials removed off-Site or handled on-Site, a discussion of removal and disposal options considered for those materials, a listing of the ultimate destination(s) of those materials, a presentation of the analytical results of all sampling and analyses performed, and accompanying appendices containing all relevant documentation generated during the removal action (e.g., manifests, invoices, bills, contracts, and permits). The final report shall also include the following certification signed by a person who supervised or directed the preparation of that report:

“Under penalty of law, I certify that to the best of my knowledge, after appropriate inquiries of all relevant persons involved in the preparation of the report, the information submitted is true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.”

63. EPA Approval of Plans and Other Submissions.

After review of any plan, report or other item which is required to be submitted for approval pursuant to this Order, EPA, shall: (a) approve, in whole or in part, the submission; (b) approve the submission upon specified conditions; (c) modify the submission to cure the deficiencies; (d) disapprove, in whole or in part, the submission, directing that Respondents modify the submission; or (e) any combination of the above. In the event EPA approves or conditionally approves the submission, or disapproves and modifies the submission itself, Respondents shall, in cooperation and coordination with the Performing AOC Parties, perform all actions required by the submission, as approved, conditionally approved, or modified by EPA.

64. Resubmission of Plans. Upon receipt of a notice of disapproval pursuant to Paragraph 63(d), Respondents shall, in cooperation and coordination with the Performing AOC Parties, and within 14 days or such longer time as specified by EPA in such notice, correct the deficiencies and resubmit the plan, report, or other item for approval. Notwithstanding the receipt of a notice of disapproval pursuant to Paragraph 63(d), Respondents shall, in cooperation and coordination with the Performing AOC Parties, proceed, at the direction of EPA, to take any action required by any non-disapproved portion of the submission. If EPA does not approve the submission as resubmitted, Respondents shall be in violation of the Order.

65. The Statement of Work and all other appendices or attachments to this Order shall be deemed incorporated into, and made an enforceable part of, this Order. Upon approval by EPA pursuant to the procedures of paragraphs 63 and 64, all contracts, deliverables, plans, reports, specifications, schedules, or other items required by or developed under this Order shall be deemed incorporated into, and made an enforceable part of, this Order. In the event of conflict between this Order and any document attached to, incorporated into, or enforceable hereunder, the provisions of this Order shall control.

66. Off-Site Shipments.

a. Respondents shall, in cooperation and coordination with the Performing AOC Parties, and prior to any off-Site shipment of Waste Material from the Site to an out-of-

state waste management facility, provide written notification of such shipment of Waste Material to the appropriate state environmental official in the receiving facility's state and to the On-Scene Coordinator. However, this notification requirement shall not apply to any off-Site shipments when the total volume of all such shipments will not exceed 10 cubic yards.

1. Respondents shall, in cooperation and coordination with the Performing AOC Parties, include in the written notification the following information: 1) the name and location of the facility to which the Waste Material is to be shipped; 2) the type and quantity of the Waste Material to be shipped; 3) the expected schedule for the shipment of the Waste Material; and 4) the method of transportation. Respondents shall, in cooperation and coordination with the Performing AOC Parties, notify the state in which the planned receiving facility is located of major changes in the shipment plan, such as a decision to ship the Waste Material to another facility within the same state, or to a facility in another state.

2. The identity of the receiving facility and state will be determined by Respondents, in cooperation and coordination with the Performing AOC Parties, following the award of the contract for the removal action. Respondents shall, in cooperation and coordination with the Performing AOC Parties, provide the information required by Paragraphs 66(a) and (b) as soon as practicable after the award of the contract and before the Waste Material is actually shipped.

b. Before shipping any hazardous substances from the Site to an off-site location, Respondents shall, in cooperation and coordination with the Performing AOC Parties, obtain EPA's certification that the proposed receiving facility is operating in compliance with the requirements of CERCLA Section 121(d)(3), 42 U.S.C. § 9621(d)(3), and 40 C.F.R. § 300.440. Respondents shall only send hazardous substances from the Site to an off-site facility that complies with the requirements of the statutory provision and regulation cited in the preceding sentence.

VIII. SITE ACCESS

67. If the Site, or any other property where access is needed to implement this Order, is owned or controlled by any of Respondents, such Respondents shall, commencing on the Effective Date, provide EPA, the State, and their representatives, including contractors, with access at all reasonable times to the Site, or such other property, for the purpose of conducting any activity related to this Order.

68. Where any action under this Order is to be performed in areas owned by or in possession of someone other than Respondents, Respondents shall, in cooperation and coordination with the Performing AOC Parties, use their best efforts to obtain all necessary access agreements. For purposes of this paragraph, "best efforts" include but are not limited to the payment of money in consideration of access to property.

69. Respondents shall, in cooperation and coordination with the Performing AOC Parties, immediately notify EPA if after using their best efforts they are unable to obtain such agreements. Respondents shall describe in writing their efforts to obtain access. Lack of access

shall not excuse or justify failure to perform any activity or to meet any deadline not requiring or directly dependent upon such access.

70. Notwithstanding any provision of this Order, EPA and the State retain all of their access authorities and rights, including enforcement authorities related thereto, under CERCLA, RCRA, and any other applicable statutes or regulations.

IX. ACCESS TO INFORMATION

71. Respondents shall provide to EPA and the State, upon request, copies of all documents and information within their possession or control or that of their contractors or agents relating to activities at the Site or to the implementation of this Order, including, but not limited to, sampling, analysis, chain of custody records, manifests, trucking logs, receipts, reports, sample traffic routing, correspondence, or other documents or information related to the Work. Respondents shall also make available to EPA and the State, for purposes of investigation, information gathering, or testimony, their employees, agents, or representatives with knowledge of relevant facts concerning the performance of the Work.

72. Respondents may assert business confidentiality claims covering part or all of the documents or information submitted to EPA and the State under this Order to the extent permitted by and in accordance with Section 104(e)(7) of CERCLA, 42 U.S.C. § 9604(e)(7), and 40 C.F.R. § 2.203(b). Documents or information determined to be confidential by EPA will be afforded the protection specified in 40 C.F.R. Part 2, Subpart B. If no claim of confidentiality accompanies documents or information when they are submitted to EPA and the State, or if EPA has notified Respondents that the documents or information are not confidential under the standards of Section 104(e)(7) of CERCLA or 40 C.F.R. Part 2, Subpart B, the public may be given access to such documents or information without further notice to Respondents.

73. Respondents may assert that certain documents, records and other information are privileged under the attorney-client privilege or any other privilege recognized by federal law. If Respondents assert such a privilege in lieu of providing documents, they shall provide EPA and the State with the following: 1) the title of the document, record, or information; 2) the date of the document, record, or information; 3) the name and title of the author of the document, record, or information; 4) the name and title of each addressee and recipient; 5) a description of the contents of the document, record, or information; and 6) the privilege asserted by Respondents. However, no documents, reports or other information submitted pursuant to the requirements of this Order shall be withheld on the grounds that they are privileged.

74. No claim of confidentiality shall be made with respect to any data, including, but not limited to, all sampling, analytical, monitoring, hydrogeologic, scientific, chemical, or engineering data, or any other documents or information evidencing conditions at or around the Site.

X. RECORD RETENTION

75. Until 10 years after Respondents' receipt of EPA's notification pursuant to Section XX (Notice of Completion), each Respondent shall preserve and retain all non-identical copies of records and documents (including records or documents in electronic form) now in its possession or control or which come into its possession or control that relate in any manner to the performance of the Work or the liability of any person under CERCLA with respect to the Site, regardless of any corporate retention policy to the contrary. Until 10 years after Respondents' receipt of EPA's notification pursuant to Section XX (Notice of Completion), Respondents shall also instruct their contractors and agents to preserve all documents, records, and information of whatever kind, nature or description relating to performance of the Work.

76. After this ten (10) year period has expired, Respondents shall provide EPA with thirty (30) days advance written notice prior to the destruction of any such records, documents, or information. Respondents shall send such notice, accompanied by a copy of this Order, to:

Eve S. Vaudo, Esq.
Office of Environmental Stewardship
U.S. Environmental Protection Agency
1 Congress Street, Suite 1100 (SES)
Boston, MA 02114-2023

Re: Removal Action at Centredale Manor Restoration Project Superfund Site
CERCLA Docket No. 01-2004-0001

Upon request, Respondents shall provide to EPA copies of all such records, documents, or information.

77. Respondents may assert that certain documents, records and other information are privileged under the attorney-client privilege or any other privilege recognized by federal law. If Respondents assert such a privilege, they shall provide EPA or the State with the following: 1) the title of the document, record, or information; 2) the date of the document, record, or information; 3) the name and title of the author of the document, record, or information; 4) the name and title of each addressee and recipient; 5) a description of the subject of the document, record, or information; and 6) the privilege asserted by Respondents. However, no documents, reports or other information submitted pursuant to the requirements of this Order shall be withheld on the grounds that they are privileged.

XI. COMPLIANCE WITH OTHER LAWS

78. Respondents shall perform all actions required pursuant to this Order in accordance with all applicable local, state, and federal laws and regulations except as provided in Section 121(e) of CERCLA, 42 U.S.C. § 6921(e), and 40 C.F.R. §§ 300.400(e) and 300.415(j). In accordance with 40 C.F.R. § 300.415(i), all on-Site actions required pursuant to this Order shall, to the extent practicable, as determined by EPA, considering the exigencies of the situation, attain applicable or relevant and appropriate requirements ("ARARs") under federal environmental or state environmental or facility siting laws.

XII. EMERGENCY RESPONSE AND NOTIFICATION OF RELEASES

79. In the event of any action or occurrence during performance of the Work which causes or threatens a release of a hazardous substance from the Site that constitutes an emergency situation or may present an immediate threat to public health or welfare or the environment, Respondents shall, in cooperation and coordination with the Performing AOC Parties, immediately take all appropriate action. Respondents shall take these actions in accordance with all applicable provisions of this Order, including, but not limited to, the Health and Safety Plan, in order to prevent, abate or minimize such release or endangerment caused or threatened by the release. Respondents shall, in cooperation and coordination with the Performing AOC Parties, also immediately notify the OSC or, in the event of his unavailability, the Regional Duty Officer, Emergency Planning and Response Branch, EPA Region I, at (617) 723-8928, and the National Response Center at (800) 424-8802 of the incident or Site conditions. In the event that Respondents fail to take appropriate response action as required by this Paragraph, and EPA takes such action instead, EPA reserves the right to bring an action to recover such costs, in accordance with Section XVII (Reservation of Rights By the United States Government).

80. Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit a written report to EPA within 7 days after any such release, setting forth the events that occurred and the measures taken or to be taken to mitigate any release or endangerment caused or threatened by the release and to prevent the reoccurrence of such a release. This reporting requirement is in addition to, and not in lieu of, reporting under Section 103(c) of CERCLA, 42 U.S.C. § 9603(c), and Section 304 of the Emergency Planning and Community Right-To-Know Act of 1986, 42 U.S.C. § 11004, *et seq.*

81. Nothing herein shall limit the power and authority of EPA or the United States to take, direct, or order all actions necessary to protect public health, welfare, or the environment or to prevent, abate, or minimize an actual or threatened release of hazardous substances, pollutants or contaminants, or hazardous or solid waste on, at, or from the Site.

XIII. AUTHORITY OF ON-SCENE COORDINATOR

82. The OSC shall be responsible for overseeing Respondents' implementation of this Order. The OSC shall have the authority vested in an OSC by the NCP, including the authority to halt, conduct, or direct any Work required by this Order, or to direct any other removal action undertaken at the Site. Absence of the OSC from the Site shall not be cause for stoppage of work unless specifically directed by the OSC.

XIV. ENFORCEMENT; PENALTIES FOR NONCOMPLIANCE

83. Violation of this Order may subject Respondents to civil penalties of up to twenty-seven thousand five hundred dollars (\$27,500) for each day the violation occurs, as provided in Section 106(b)(1) of CERCLA, 42 U.S.C. § 9606(b)(1). Respondents may also be subject to punitive damages in an amount up to three (3) times the amount of any costs incurred by the United States as a result of such violation, as provided in Section 107(c)(3) of CERCLA, 42 U.S.C. § 9607(c)(3).

XV. DISCLAIMER OF LIABILITY BY EPA

84. By issuance of this Order, the United States and EPA assume no liability for injuries or damages to persons or property resulting from acts or omissions by Respondents, their officers, employees, agents, representatives, successors, assigns, contractors, or consultants in carrying out activities pursuant to this Order. Neither the United States nor EPA shall be held as a party to any contract entered into by Respondents or their directors, officers, employees, agents, representatives, successors, assigns, contractors, or consultants in carrying out activities pursuant to this Order.

XVI. NO RELEASE FROM LIABILITY

85. Nothing in this Order shall constitute or be construed as a satisfaction or release from any claim, cause of action, or demand in law or equity against Respondents or any other person, whether or not a party to this order, for any liability such person may have for any conditions or claims arising out of or relating in any way to the generation, storage, treatment, handling, transportation, release, or disposal of any hazardous substances, hazardous wastes, pollutants, or contaminants found at, taken to, or taken from the Site, including but not limited to any and all claims of the United States for money damages and interest under Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), or under any other applicable statute or the common law.

86. Nothing in this Order shall be deemed to constitute any decision on preauthorization of a claim within the meaning of Section 111 of CERCLA, 42 U.S.C. § 9611.

XVII. RESERVATIONS OF RIGHTS BY THE UNITED STATES GOVERNMENT

87. The United States reserves all rights against Respondents and all other persons to take any further civil, criminal, or administrative enforcement action pursuant to CERCLA and/or any other available legal authority, including natural resource damages, the right to seek injunctive relief; the recovery of money expended or to be expended (plus interest); monetary penalties; criminal sanctions; and/or punitive damages regarding: (i) any violation of this Order; or (ii) any actual or potential threat to human health or welfare or the environment, or any release or threat of release of hazardous substances on, at, in, or near the Site.

88. EPA further expressly reserves the right both to disapprove work performed by Respondents and to request or order Respondents to perform tasks in addition to those detailed in the Order. In addition, EPA reserves the right to undertake response actions at any time and to perform any and all portions of the work activities which Respondents have failed or refused to perform properly or promptly.

89. Notwithstanding any other provision of this Order, EPA shall retain all of its information gathering, entry, inspection, and enforcement authorities and rights under CERCLA and under any other applicable law, regulation, or permit.

XVIII. INSURANCE

90. At least 7 days prior to commencing any on-Site work under this Order, Respondents shall, in cooperation and coordination with the Performing AOC Parties, secure, and shall maintain for the duration of this Order, comprehensive general liability insurance and automobile insurance with limits of one (1) million dollars, combined single limit. Within the same time period, Respondents shall, in cooperation and coordination with the Performing AOC Parties, provide EPA with certificates of such insurance and a copy of each insurance policy. In addition, for the duration of the Order, Respondents shall, in cooperation and coordination with the Performing AOC Parties, satisfy, or shall ensure that their contractors or subcontractors satisfy, all applicable laws and regulations regarding the provision of worker's compensation insurance for all persons performing the Work on behalf of Respondents in furtherance of this Order. If Respondents demonstrate by evidence satisfactory to EPA that any contractor or subcontractor maintains insurance equivalent to that described above, or insurance covering some or all of the same risks but in an equal or lesser amount, then Respondents need provide only that portion of the insurance described above which is not maintained by such contractor or subcontractor.

XIX. AMENDMENTS

91. This Order, other than the Scope of Work, may only be amended in writing by signature of the EPA New England Director of the Office of Site Remediation and Restoration. Amendments to the Scope of Work may be made in writing by the OSC or at the OSC's oral direction. Where the OSC makes an oral modification, he will memorialize the modification in writing to Respondents within three (3) days; provided, however, that the effective date of the modification shall be the date of the OSC's oral direction.

92. No informal advice, guidance, suggestion, or comment by the OSC or other EPA representatives regarding reports, plans, specifications, schedules, or any other writing submitted by Respondents shall relieve Respondents of their obligation to obtain any formal approval required by this Order, or to comply with all requirements of this Order, unless it is formally modified.

XX. NOTICE OF COMPLETION OF WORK

93. When EPA determines, after EPA's review of the Final Report, that all Work has been fully performed in accordance with this Order, with the exception of any continuing obligations required by this Order, including post removal site controls or record retention, EPA will provide written notice to Respondents. If EPA determines that any such Work has not been completed in accordance with this Order, EPA shall notify Respondents, provide a list of the deficiencies, and require that Respondents, in cooperation and coordination with the Performing AOC Parties, modify the Work Plan if appropriate in order to correct such deficiencies. Respondents shall, in cooperation and coordination with the Performing AOC Parties, implement the modified and approved Work Plan, if any, and shall, in cooperation and coordination with the Performing AOC Parties, submit a modified Final Report in accordance with the EPA notice.

Failure by Respondents to implement the approved modified Work Plan, if any, shall be a violation of this Order.

XXI. OPPORTUNITY TO CONFER

94. Within six (6) days after receipt of this Order, Respondents may request a conference with EPA to be held no later than two (2) days before the Effective Date. Requests for a conference should be submitted to:

Eve Vaudo, Senior Enforcement Counsel
Office of Environmental Stewardship
U.S. Environmental Protection Agency – New England
1 Congress Street, Suite 1100 (SES)
Boston, MA 02114-2023
(617) 918-1089
FAX (617) 918-1809

95. The purpose and scope of the conference shall be limited to issues involving the implementation of the response actions required by this Order and the extent to which Respondents intend to comply with this Order. The conference is not an evidentiary or adversarial hearing and is not part of any proceeding to enforce or challenge the Order. The conference does not give Respondents a right to seek review of this Order, or to seek resolution of potential liability, and no official stenographic record of the conference will be made. At any conference held pursuant to this section, Respondents may appear in person or by attorney or other representative.

XXII. NOTICE OF INTENT TO COMPLY

96. Respondents shall provide, not later than five (5) days after the effective date of this Order, written notice to EPA stating whether they will comply with the terms of this Order and specifying Respondents' proposed manner of compliance with this Order. Respondents' written notice shall describe, using facts that exist on or prior to the effective date of this Order, any "sufficient cause" defenses asserted by Respondent under Sections 106(b) and (107(c)(3) of CERCLA. The absence of a response by EPA to the notice required by this paragraph shall not be deemed to be an acceptance of Respondents' assertions.

XXIII. EFFECTIVE DATE

97. This Order shall be effective fifteen (15) days after the Order is signed by the Director, Office of Site Remediation and Restoration. All times for performance of obligations under this Order shall be calculated from the Effective Date.

It is so ORDERED. Issued at Boston, Massachusetts this 8th day of October, 2003.

By Susan Studlien

Susan Studlien, Acting Director
Office of Site Remediation and Restoration
Region I
U.S. Environmental Protection Agency

APPENDIX A

STATEMENT OF WORK

This Statement of Work is provided for the Centredale Manor Restoration Project in North Providence, Rhode Island

GENERAL COMPONENTS

1. All actions taken by Respondents shall be consistent with the National Contingency Plan (NCP), found in Title 40, Part 300 of the Code of Federal Regulations (40 CFR 300).
2. Respondents shall communicate freely with the On-Scene Coordinator (OSC) prior to and during development of plans and deliverables, and throughout the implementation of approved plans. At a minimum, weekly progress meetings will be scheduled throughout the implementation of the Order.
3. **Site Security** - The plan shall provide for on-site security during construction by, at a minimum, maintaining the current fences and signs which are in place to limit access to the portion of the Site where work is proposed under this Order. The effectiveness of signs, fences, and barriers at the portion of the Site where work is proposed under this Order will be evaluated during the construction phase to determine if they adequately restrict access. If not deemed to be sufficient by the OSC, additional fencing, the placement of security guards or other measures may be warranted. Site security shall be maintained until June 30, 2005.
4. **Project schedule** - The plan will provide a detailed project schedule, including completion dates for interim activities. Out of respect for the residents, noisy equipment (such as dump trucks or bulldozers) will be operated not earlier than 0800AM. *A daily work schedule will also be provided to the OSC.*
5. **Site-Specific Health and Safety Plan (HASP)** - Respondents shall, in cooperation and coordination with the Performing AOC Parties, develop and implement a HASP for all activities to be conducted at the Site in accordance with the NCP §300.150, and OSHA. The HASP shall be developed to protect all on-site personnel and the general public. Private employers are responsible for the health and safety of their own employees. Nothing contained in this SOW or the Order shall relieve Respondents of their liability in this regard.
6. **Construction Quality Assurance Plan (CQAP)** - The CQAP shall detail the testing and inspections required to assure that the purchase and installation of specified materials are in conformance with the project plans and specifications. The CQAP shall include references to standard test methods customarily employed in the construction of similar work (such as those produced by the American Society of Testing Materials (ASTM)).

The frequency of testing and inspections along with acceptance criteria for each test or inspection shall also be specified. If requested by EPA pursuant to Paragraph 58 of the Order, Respondents shall, in cooperation and coordination with the Performing AOC Parties, develop a Quality Assurance Plan (QAP) to be used in conducting any field and laboratory analysis. The QAP shall ensure that analytical results generated are of known quality. The QAP will be consistent with the Region I, EPA-New England Compendium of Quality Assurance Project Plan Guidance.

7. **Community Relations Support Plan** - Respondents shall, in cooperation and coordination with the Performing AOC Parties, develop a Community Relations Support Plan, with the objective of ensuring and specifying support activities for the community relations efforts of EPA.
8. **Proposal for Post-Removal Site Control** - Respondents shall, in cooperation and coordination with the Performing AOC Parties, submit a proposal for post-removal site control consistent with Section 300.415(l) of the NCP and OSWER Directive No. 9360.2-02. Upon EPA approval, Respondents shall implement such controls and shall provide EPA with documentation of all post-removal site control arrangements.
9. **Final Report/Completion of Work Report (CWR)** - Upon completion of the tasks in this Order and SOW, Respondents shall submit a CWR summarizing the work performed. At a minimum, the CWR will identify all required activities and certify that each has been completed in accordance with the approved plans; include original photographs with written descriptions; include analytical results of any environmental samples collected during the period of performance, in both tables and on site maps; include 'as-built' drawings of any structures or features constructed; contain a chronology of onsite activities; and identify subcontractors and their roles.

SPECIFIC ACTIONS

10. Conduct, in cooperation and coordination with the Performing AOC Parties, all action summarized in Attachment 1.
11. Obtain, in cooperation and coordination with the Performing AOC Parties, all necessary local, state or federal permits for construction, except as specifically exempted by the OSC.

ATTACHMENT 1

- Lower the elevation of Allendale Pond using the gate structure in the rebuild dam.
- Perform land survey to layout project limits and provide ground control. The lateral extent of the soil and stone caps is as shown on the attached map. As indicated, the limits of the soil and stone "caps" do not extend onto private properties bordering the east side of the project. However, the extent of clearing and loam/seed activities to back up the edge of the caps does extend onto some of these properties. The soil cap consists of 20 inches of bank-run gravel and 4 inches of loam while the stone cap consists of 6 inches of sand and 6 inches of stone in a 5 inch cellular confinement system.
- Clear and grub within the project limits.
- Power wash and dispose of stumps (non- hazardous).
- Install decontamination pads for equipment and anti-tracking pad for general construction traffic.
- Install hay bale erosion controls at the outlet of each piped discharge to the swale and install a check dam at the southern limit of the work.
- Rough grade the project limits and install the gravity dewatering trench – dust control will be conducted using clean water to moisten traffic areas. All storm water and groundwater from the project will be routed through the check dam referenced above to Allendale pond.
- Regrade the north end of the project as indicated on the attached cross-sections. Install the sediment trap on existing 24 inch diameter CMP drain from Smith Street, relocate excess material in adjacent area of new soil cap.
- Install sand bedding layer over area of new stone cap.
- Install geotextile filter fabric throughout the limits of both the soil and stone caps.
- Place bank-run gravel (clean fill) to bring soil cap to grade.
- Place cellular confinement system over area of stone cap and fill with one and one half inch stone.
- Place loam over area of new soil cap and along the perimeter of the stone cap to blend into existing grade.
- Seed and mulch the newly loamed areas.
- Remove erosion and sediment controls.