



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

NEW ENGLAND
1 CONGRESS ST., SUITE 1100
BOSTON, MA 02114-2023

Superfund Records Center
SITE: Centredale Manor
BREAK: 10-7
OTHER: 25907

MAR 26 2001

VIA FACSIMILE AND REGULAR MAIL

[SEE ATTACHED LIST OF ADDRESSEES]

Re: Centredale Manor Superfund Site, North Providence, Rhode Island ("Site")

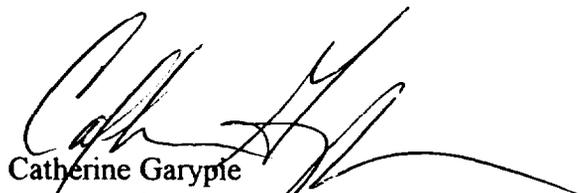
Counselors:

Please find enclosed a copy of a Unilateral Administrative Order ("UAO"), issued today by the United States Environmental Protection Agency New England ("EPA"). Please note that you may request a conference with EPA within the next three (3) business days. If a conference is requested, it must be held within the next seven (7) business days. The UAO becomes effective ten (10) business days from the date it is signed by EPA.

Additionally, to facilitate project coordination, EPA is transmitting under separate cover to Emhart a CD containing EPA's sampling data from the Site, as well as a CD containing GIS data. Finally, I am enclosing information pursuant to the Small Business Regulatory Enforcement Fairness Act for the benefit of Centerdale Manor Associates Limited Partnership, Crown-Metro, Inc., and New England Container Company, Inc.

If you have any questions regarding this matter, please contact me at 617/918-1540.

Sincerely yours,



Catherine Garyple
Senior Enforcement Counsel

Enclosure

LIST OF ADDRESSEES

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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
NEW ENGLAND

| | |
|--|--------------------------|
| _____) | |
| In the Matter of:) | U.S. EPA New England |
|) | CERCLA Docket No. |
| Centredale Manor Restoration Project) | CERCLA-1-2001-0032. |
| Superfund Site) | |
| Brook Village Associates Limited Partnership;) | |
| Centerdale Manor Associates Limited Partnership;) | |
| Crown Metro, Inc.; Emhart Industries, Inc., and;) | |
| New England Container Company, Inc.) | |
|) | |
| Respondents,) | SECOND ADMINISTRATIVE |
|) | ORDER FOR REMOVAL ACTION |
| Proceeding under Section 106(a) of the) | |
| Comprehensive Environmental Response,) | |
| Compensation and Liability Act, as) | |
| as amended, 42 U.S.C. § 9606(a)) | |
| _____) | |

JURISDICTION

1. This Administrative Order ("Order") is issued pursuant to the authority vested in the President of the United States by section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act, as amended ("CERCLA"), 42 U.S.C. § 9606(a). This authority was delegated to the Administrator of the United States Environmental Protection Agency ("EPA") on January 23, 1987, by Executive Order 12580, 52 Fed. Reg. 2926 (January 29, 1987), and further delegated to the 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 of the Office of Site Remediation and Restoration by EPA New England Delegation Nos. 14-14-A (September 29, 1995) and 14-14-B (September 3, 1996).

STATE COORDINATION

2. Pursuant to section 106(a) of CERCLA, 42 U.S.C. § 9606(a), the State of Rhode Island has been notified in writing of the issuance of this Order.

**Centredale Manor Restoration Project Superfund Site
Second Administrative Order for Removal Action
Page 2**

PURPOSE

3. The purpose of this Order is to compel the Respondents to perform removal activities at the Centredale Manor Restoration Project Superfund Site in North Providence, Rhode Island, as set forth in the Action Memorandum signed by the Director of the EPA New England Office of Site Remediation and Restoration on January 18, 2001, and the Scope of Work appended to this Order as Appendix A.

FINDINGS OF FACT

Site Description

4. The Centredale Manor Restoration Project Superfund Site ("Site") is located in North Providence, Rhode Island. It consists of two parcels, 2072 and 2074 Smith Street (or, 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.

5. 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 ground cover. 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.

6. The Centredale Manor Apartments are located at 2074 Smith Street, and consist 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 parcel was heavily wooded. EPA activities at the Site, including the construction of an interim cap, have resulted in the removal of a number of trees in that portion of the Site. The southern end of the parcel is bordered by the Woonasquatucket River to the west and south 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.

7. Pursuant to section 105(8)(B) of CERCLA, 42 U.S.C. § 9605(8)(B), the Site is listed on the National Priorities List, 40 C.F.R. Part 300, Appendix B.

Respondents

8. Respondent Brook Village Associates Limited Partnership is a Massachusetts limited partnership with its principal place of business at Six Fanueil Hall Marketplace, Boston, Massachusetts.

9. Respondent Centredale Manor Associates Limited Partnership, is a Rhode Island limited partnership with its principal place of business at 75 Newman Avenue, Rumford, Rhode Island.

10. Respondent Crown-Metro, Inc., is a South Carolina corporation with its principal place of business in Greenville, South Carolina.

11. Respondent Emhart Industries, Inc., is a Connecticut corporation with its principal place of business in Towson, Maryland.

12. Respondent New England Container Corporation is a Rhode Island corporation with its principal place of business in Smithfield, Rhode Island.

13. By letter dated September 15, 1999, EPA notified three Respondents of their status as a potentially responsible party at the Site and afforded them the opportunity to perform or finance necessary removal activities: Brook Village Associates Limited Partnership; Centredale Manor Associates Limited Partnership; and New England Container Company, Inc. By letter dated February 28, 2000, EPA notified two additional Respondents of their status as a potentially responsible party at the Site and afforded them the opportunity to perform or finance necessary removal activities: Emhart Industries, Inc., and Crown-Metro, Inc.

Site History

14. 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 approximately 1969. A major fire in the early 1970s destroyed most of the structures at the Site. Evidence

suggests 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.

15. Centerdale 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. Crown Metro, Inc., and Emhart Industries, Inc., are successors of certain assets and liabilities of the chemical companies which operated at the Site.

16. From approximately 1970 to approximately 1986 the Rhode Island Department of Environmental Management ("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.

17. 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.

18. In August 1986, EPA's contractors conducted a Preliminary Assessment ("PA") of the Centredale Manor 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).

19. 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.

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

21. 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.

22. EPA has conducted certain Remedial Investigation activities at the Site starting in August 1999. These activities include: the use of vapor-diffusion samplers to identify possible discharge areas for contaminated groundwater into the surface water bodies at the Site and the initiation of biota, sediment, surface water and soil sampling at the Site (including the floodplain area from Route 44 southerly to below the Lymansville Dam).

23. 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 include: 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.

24. On September 15, 1999, EPA mailed Notice of Potential Liability letters to three PRPs: Brook Village Associates Limited Partnership; Centredale Manor Associates Limited Partnership; and New England Container Company, Inc.

25. 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.

26. On December 2, 1999, EPA issued a proposed AOC for time-critical removal 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.

27. On February 3, 2000, EPA issued a letter to the three potentially responsible parties ("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.

28. 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.

29. 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.

30. 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 its work on the RI/FS.

31. On June 1, 2000, an 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 concerns the transition of certain time-critical removal activities to non-time-critical removal activities. The Action Memorandum also notes that the second interim soil cap and certain flood control measures will be performed by PRPs at the Site pursuant to a UAO.

32. 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 recreational 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.

33. On February 13, 2001, EPA issued a proposed AOC for non-time-critical removal activities to the five PRPs at the Site. These negotiations were unsuccessful.

34. On February 28, 2001, EPA issued a proposed AOC for past costs to the five PRPs at the Site. The parties declined to negotiate.

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").

“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)].

With regard to actual or potential exposure to nearby human populations, EPA has documented elevated levels of contaminants including dioxin and PCBs in numerous areas at the Site which could result in human exposure. First, elevated levels of dioxin have been found in surface soils and sediments at properties subject to residential and recreational use along the floodplain of the Woonasquatucket River.

Elevated levels of dioxin in surface soil include levels above 1 ppb. EPA has recommended that 1 ppb (TEQs, or toxicity equivalent) be used as a starting point for residential soil cleanup level for CERCLA non-time critical removal sites and as a preliminary remediation goal (PRG) for remedial sites (Approach for Addressing Dioxin on Soil at CERCLA and RCRA Sites, OSWER Directive 9200.4-26, April 13, 1998). Based on this guidance, 1 ppb of dioxins (as 2,3,7,8-TCDD) has been established as the PRG for the Site for situations involving residential exposure scenario. For the areas evaluated for the NTCRA, the criteria of 1 ppb is used for residential and recreational areas where cancer risk was estimated to exceed 1×10^{-4} and non-cancer risk was estimated to exceed 1.0.

The EE/CA evaluated exposure to floodplain sediments and soils for current and future residential and recreational receptors along the Woonasquatucket River between the Centredale Manor property and Lymanville Dam. Possible exposures of residents to site-related contaminants would be through play and yard work near their homes. Possible exposures of recreational users would be through activities such as walking, or exploring the edges of the ponds and river. Assumptions used in exposure assessment for each scenario are described in detail in the EE/CA. Dermal and accidental ingestion exposures were considered for both child and adult. Thirty-two different residential exposure areas and four recreational exposure areas were evaluated and carcinogenic and non-carcinogenic risk was calculated within each exposure area. The streamlined risk evaluation set a target cancer risk equal to or greater than one in ten thousand, or 1×10^{-4} , and a target noncancer risk hazard index (HI) equal or greater than 1 was used as an indicator of unacceptable risk.

Elevated levels of numerous hazardous substances have been found in surface soils at the residential-use areas and in areas used by recreational users of the River.

EPA's time critical removal activities included placing fences and interim caps in the areas of surface soil contamination. However, the fences are clearly temporary measures and the caps are interim and will ultimately fail if no further action is taken where they are located. Contamination was found in Woonasquatucket River sediments between Route 44 and a point just below the Allendale Dam. The Woonasquatucket River becomes relatively shallow approximately 2,000 feet south of Route 44, in an area known as the Allendale Pond. Due to a 1991 breach of the Allendale Dam, the sediments in this portion of the river are readily accessible to neighborhood children who have been known to play in the area. Finally, data from the initial RI activities indicate that there are elevated levels of contaminants entering the Woonasquatucket River itself. The River is used by recreational boaters and wading fishermen. It is possible that these boaters and fishermen could come in contact with surface water contamination while in the Site area.

For additional information see EE/CA, Appendix B, Streamlined Human Health Risk Evaluation.

“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 of the Site that will be the subject of this removal action. These soils are in areas subject to erosion by the Woonasquatucket River 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, including below the Allendale Dam.

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

The land portions of the Site that will be the subject of this removal action are located in the floodplain and have been frequently flooded during high river stage. These weather conditions have caused and will continue to cause the migration of contaminated soil at the Site (particularly from those areas which are not covered by an interim cap) into the Woonasquatucket River and the migration of contaminated sediments further downstream. Allendale Dam, the first flood control structure downstream from 2072 and 2074 Smith Street (approximately 3,100 feet), was breached in November of 1991 and its condition is continuing to

deteriorate. This is causing the release of contaminated sediment into downstream reaches of the river, particularly during flood events.

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

There are no other known federal or state funds or response mechanisms available to finance this action.

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 |
| cadmuim | 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:

| HAZARDOUS 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; chloroacne; 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; chloroacne; 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 |
| chloro-benzene | inhalation; ingestion; skin and/or eye contact | irritated eyes, skin, nose; drowsiness, incoordination; central nervous system depression. |
| tetrachloro-ethene | inhalation; skin absorption; ingestion; skin and/or eye contact | irritated eyes, nose, throat; nausea; flushed face and neck; vertigo, dizziness, incoordination; headache, somnolence; skin erythema; liver damage |
| trichloro-ethene | 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 |
| cadmuim | inhalation; ingestion | pulmonary edema, dyspnea, cough, chest tightness, substernal pain; headache, chills, muscle aches; nausea, vomiting, diarrhea; anosmia, emphysema, proteinuria, mild anemia |

Centredale Manor Restoration Project Superfund Site
 Second Administrative Order for Removal Action
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| | | |
|-----------|---|---|
| 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; skin and/or eye contact | irritated eyes, skin and respiratory system |
| antimony | inhalation; ingestion; 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 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 pneumonia; 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. A portion of the Site (the drainage swale and the Woonasquatucket River and its floodplain extending south from Route 44 to a point just below the Lymansville Dam) is adjacent to or includes a number of residential yards as well as church grounds used for picnics and other events. The non-time-critical removal action addresses areas down stream of the highrises.

39. The Agency for Toxic Substances and Disease Registry ("ATSDR") issued a Health Consultation on June 7, 1999. In that Health Consultation, ATSDR concluded that although current exposures are probably low, significant risks could exist for children or adults who have frequent contact with contaminated soils or sediment at the Site. ATSDR made several recommendations, including that public access be restricted to surface soils which exceed 1 part per billion (ppb) of dioxin. Additional risk information relating to the specific areas addressed by this response action is explained in paragraph 35, above, and the EE/CA supporting the January 18, 2001 Action Memorandum.

40. The excavation of floodplain sediments and soils described in the January 18, 2001 Action Memorandum will prevent possible exposures to contaminants for current and future residential and recreational receptors along the Woonasquatucket River between the Centredale Manor property and Lymansville Dam. As explained above, possible exposures of residents to site-related contaminants would be through play and yard work near their homes, while possible exposures of recreational users would be through activities such as walking, or exploring the edges of the ponds and river. Both the excavation and dam restoration activities will help prevent the migration of contaminants through erosion and flooding.

CONCLUSIONS OF LAW AND DETERMINATIONS

On the basis of the findings of fact, EPA makes the following Conclusions of Law and Determinations:

41. The Centredale Manor Restoration Project Superfund Site is a "facility" as that term is defined in section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

42. Each Respondent is a "person" as that term is defined in section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

43. Each Respondent is a liable party within the meaning of section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

44. Each substance listed in paragraph 36, above, is a "hazardous substance" as that term is defined in section 101(14) of CERCLA, 42 U.S.C. § 9601(14).

45. The conditions described above in paragraph 35 constitute an actual or threatened "release" into the "environment" within the meaning of section 101(8), (22) of CERCLA, 42 U.S.C. § 9601(8), (22).

46. 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).

47. 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, a Removal Action is necessary and appropriate. The Removal Action will consist of implementation of the Scope of Work appended to this Order. 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.

48. The removal actions specified in this Order will be done promptly and properly by the Respondents, and will be consistent with the NCP, if performed in accordance with the terms of this Order and Scope of Work.

ORDER

49. Based upon EPA's jurisdiction, and the findings of fact and determinations set forth above, the Respondents are **ORDERED** to perform all work required under this Order. The Respondents shall comply with the following provisions and perform all actions required by the terms and conditions of this Order.

PARTIES BOUND

50. This Order shall apply to and be binding upon the Respondents and upon their receivers, trustees, successors, and assigns. No change in ownership or corporate status shall in any way alter the Respondents' responsibilities under this Order. Respondents are jointly and severally responsible for carrying out all activities required of them by this Order. The failure of

one or more Respondent to comply with all or any part of this Order shall not in any way excuse or justify noncompliance by any other Respondent, including but not limited to the failure to perform all obligations of any defaulting Respondent.

DESIGNATION OF SUPERVISING CONTRACTOR AND PROJECT COORDINATOR

51. Within five (5) days after the effective date of this Order, the Respondents shall retain the services of a qualified and experienced Supervising Contractor for the purpose of performing the work required by this Order in accordance with the terms and conditions of the Scope of Work. Within the same five (5) day period, the Respondents shall notify EPA in writing of the name, address, and qualifications of the proposed supervising contractor and the name and telephone number of the supervising contractor's primary contact person. The Respondents shall also notify EPA of the identity and qualifications of any other contractor(s) or subcontractor(s) to be used at the Site at least seven (7) days in advance of their performing any work under this Order.

52. The supervising contractor shall be a qualified professional engineer with substantial expertise and experience in the cleanup of hazardous waste sites. EPA reserves the right to disapprove, based on professional qualifications, conflicts of interest, and/or deficiencies in previous similar work, any contractor or subcontractor or other person engaged directly or indirectly by the Respondents to conduct work activities under this Order. If EPA disapproves the selection of any proposed contractor, the Respondents shall notify EPA in writing of the name, address, and qualifications of another contractor within seven (7) days after receipt of the notice of disapproval.

53. The Respondents shall provide a copy of this Order to all contractors, subcontractors, laboratories, and consultants retained in connection with this Order within seven (7) days after the Order's effective date or of such retention, whichever is later. The Respondents shall ensure that all such contractors, subcontractors, laboratories and consultants will perform all work in conformity with CERCLA, the NCP, and the terms and conditions of this Order and Scope of Work.

54. Within five (5) days after the effective date of this Order, the Respondents shall designate a Project Coordinator who shall be responsible for administration of all of the Respondents' actions called for by this Order, and shall submit the designated coordinator's name, address, and telephone number to EPA. EPA will deem the project coordinator's receipt of any notice or communication from EPA relating to this Order as receipt by the Respondents.

COMMUNICATION AND COOPERATION AMONG THE RESPONDENTS

55. Within twenty-one (21) days after the effective date of this Order, the Respondents shall submit to EPA for approval a Communication and Coordination Plan (CCP) that specifies the requirements and procedures by which the Respondents will communicate and coordinate with one another in carrying out the requirements of this Order. The CCP shall include at a minimum the following:

A. **Communication Strategy.** The Respondents shall specify how the designated coordinator and the individual Respondents will communicate and disseminate information relative to this Order. The name, title, address and telephone number of the primary contact person for each Respondent shall be included in the communication strategy.

B. **Coordination of Efforts.** The Respondents shall describe with specificity how the technical, financial, and administrative requirements of this Order are to be coordinated and distributed among and performed by the Respondents. The CCP shall describe the obligations of each and every Respondent in full.

Each Respondent shall sign the CCP (by a duly authorized representative if the Respondent is other than a natural person) prior to its submission to EPA. Failure of any Respondent to sign the CCP will constitute a violation of this Order by that individual Respondent. The Respondents shall submit all proposed changes or amendments to the CCP to EPA for approval. The CCP as approved by EPA shall be incorporated into and enforceable under this Order.

EPA ON-SCENE COORDINATOR

56. The EPA On-Scene Coordinator ("OSC") will administer EPA's responsibilities and receive all written notices, reports, plans and other documents required by this Order. All submissions required by this Order shall be sent to EPA's OSC at the following address:

Anna Krasko, On-Scene Coordinator
U.S. Environmental Protection Agency New England
1 Congress Street, Suite 1100 (HBR)
Boston, MA 02114
(617) 918-1232
FAX (617) 918-1291

57. EPA's OSC shall have the authority vested in her/him by the NCP, including but not limited to the authority to stop work being performed pursuant to this Order and the authority to modify the Scope of Work. Absence of the OSC from the Site shall not be cause for stoppage of work by the Respondents unless specifically directed by the OSC.

REMOVAL WORK TO BE PERFORMED; COMPLETION OF WORK

58. Respondents shall perform, at a minimum, the removal action described in the Statement of Work, which is included as Attachment A to this Order and generally includes: (1) excavation of impacted recreational and residential use soils and flood plain sediments; and (2) restoration of Allendale Dam.

Work Plan and Implementation

59. Within fourteen (14) days after the effective date of this Order, the Respondents shall submit to EPA for approval and the State for review and comment, a Design Schedule for performing the removal action set forth above. Within thirty (30) days after the effective date of this Order the Respondents shall submit to EPA for approval and the State for review and comment, a Design Work Plan. Within ninety (90) days after the effective date of this Order, Respondents shall submit to EPA for approval and the State for review and comment, a 100% Design, an Institutional Controls Plan, an Implementation Schedule, an Implementation Work Plan, and a Project Operations Plan.

60. Within ten (10) days of EPA approval of the 100% Design, Respondents shall conduct a preconstruction meeting and start construction. Within one hundred twenty (120) days of EPA approval of the 100% Design, Respondents shall submit to EPA for approval and the State for review and comment, a Post-Removal Site Control Plan. Within one hundred eighty (180) days of EPA approval of the 100% Design, Respondents shall substantially complete construction and implement all institutional controls.

61. Within fifteen (15) days of completing all work required under this Order, the Respondents shall schedule and conduct a Pre-Final Inspection, including the development of a "Punch List". Within forty five (45) days of completing all work required under this Order, the Respondents shall submit to EPA for approval and the State for review and comment, a Completion of Work Report.

62. Within fifteen (15) days after the Respondents conclude that the "Punch List" deficiencies have been corrected and the Performance Standards have been met, the Respondents shall schedule and conduct a Final Inspection

63. Within ten (10) days of EPA approval of a Completion of Work Report, Respondents shall implement all Post-Removal Site Controls.

Site Management Plan

64. Before any field activities shall commence at the Site, Respondents shall obtain EPA approval of a Site Management Plan pursuant to Appendix E to this Order.

Sampling and Analysis Plan

65. Before any field activities shall commence at the Site, EPA Respondents shall obtain EPA approval of a Sampling and Analysis Plan pursuant to Appendix E to this Order.

Health and Safety Plan

66. Before any field activities shall commence at the Site, Respondents shall submit to EPA and the State for comment a Health and Safety Plan pursuant to Appendix E to this Order. The Health and Safety Plan shall be an enforceable part of this Order.

Community Relations Support Plan

67. Before any field activities shall commence at the Site, Respondents shall obtain EPA approval of a Community Relations Support Plan pursuant to Appendix E to this Order.

REPORTING

68. The Respondents shall submit a written progress report to EPA concerning activities undertaken pursuant to this Order by the tenth day of each calendar month until termination of this Order. These reports shall describe all significant developments during the preceding month, including the work performed and any problems encountered, and the developments anticipated during the next calendar month, including the work to be performed, anticipated problems, and planned resolutions of past or anticipated problems.

69. Respondents shall submit a written progress report with a certification to EPA concerning actions undertaken pursuant to this Order every tenth (10th) day of each month, consistent with Appendix D.

70. Respondents or their representatives shall be listed as the generator(s) on all manifested shipments of hazardous waste generated during performance of the Work.

71. With respect to any property owned or controlled by the Owner Respondents that is located within the Site, within 15 days after the entry of this Order, the Owner Respondents shall submit to EPA for review and approval a notice to be filed with the Recorder's Office or Registry of Deeds or other appropriate office, Providence County, State of Rhode Island, which shall provide notice to all successors-in-title that the property is part of the Site, that EPA selected a non-time-critical removal remedy for the Site on January 18, 2001, and that potentially responsible parties have been issued an Order requiring implementation of the response action. Such notice(s) shall identify the name and administrative action number of this case, and the date the Order became effective. The Owner Respondents shall record the notice(s) within 10 days of EPA's approval of the notice(s). The Owner Respondents shall provide EPA with a certified copy of the recorded notice(s) within 10 days of recording such notice(s).

72. At least 30 days prior to the conveyance of any interest in property located within the Site including, but not limited to, fee interests, leasehold interests, and mortgage interests, the Owner Respondent conveying the interest shall give the grantee written notice of (i) this Order, (ii) any instrument by which an interest in real property has been conveyed that confers a right of access to the Site (hereinafter referred to as "access easements") pursuant to this Section VII.3 ("Access to Property and Information") and Section VII.4 ("Institutional Controls"), and (iii) any instrument by which an interest in real property has been conveyed that confers a right to enforce restrictions on the use of such property (hereinafter referred to as "restrictive easements") pursuant to Section VII.4 ("Institutional Controls"). At least 30 days prior to such conveyance, the Owner Respondent conveying the interest shall also give written notice to EPA and the State of the proposed conveyance, including the name and address of the grantee, and the date on which notice of the Order, access easements, and/or restrictive easements was given to the grantee.

73. In the event of any such conveyance, the Owner Respondents' obligations under this Order, including, but not limited to, its obligation to provide or secure access and institutional controls, as well as to abide by such institutional controls, pursuant to this Section VII.3 ("Access to Property and Information") and Section VII.4 ("Institutional Controls") of this Order, shall continue to be met by the Owner Respondents. In no event shall the conveyance release or otherwise affect the liability of the Owner Respondents to comply with all provisions of this Order, absent the prior written consent of EPA. If EPA approves, the grantee may perform some or all of the work under this Order.

**SUBMISSIONS REQUIRING AGENCY APPROVAL;
RESPONDENTS' OBLIGATION TO PROCEED**

74. After review of any deliverable, plan, report or other item ("submission") which the Respondents are required to submit for approval pursuant to this Order and Scope of Work, EPA may: (i) approve the submission; (ii) conditionally approve the submission with required

modifications; (iii) disapprove the submission and notify the Respondents of deficiencies; or (iv) disapprove the submission and modify the deliverable, plan, report, or other item itself to cure any deficiencies. In the event EPA approves or conditionally approves the submission, or disapproves and modifies the submission itself, the Respondents shall perform all actions required by the submission, as approved, conditionally approved, or modified by EPA.

75. Upon receipt of a notice of disapproval with deficiencies ((iii) above), the Respondents shall correct the deficiencies and resubmit the submission within seven (7) days or such other time period specified in the notice of disapproval. Notwithstanding a notice of disapproval, the Respondents shall proceed to take any action required by any non-deficient portion of the submission. If EPA does not approve the submission as resubmitted, Respondents shall be in violation of the Order.

76. For each submission provided to EPA, the Respondents shall submit such copies as specified by the OSC. Any deliverable, plan, or report submitted to EPA pursuant to this Order shall be dated and shall include, in a prominent location in the document, the following disclaimer: "Disclaimer: This document has been prepared pursuant to a government administrative order (U.S. EPA New England CERCLA Docket No. CERCLA-1-2001-0032) and is subject to approval by the U.S. Environmental Protection Agency. The opinions, findings, and conclusions expressed are those of the authors and not those of the U.S. Environmental Protection Agency." In addition, any such deliverable, plan, or report which has not received final approval from EPA shall be marked "Draft" on each page.

INCORPORATION AND ENFORCEABILITY OF DOCUMENTS

77. The Scope 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 74-76, 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.

SITE ACCESS

78. All Respondents that own, occupy, or control property at the Site, or property other than the Site to which access is required in order to properly carry out the terms of this Order, shall grant access to the other Respondents, the other Respondents' authorized representatives, and EPA and its officers, employees, agents, contractors, consultants, and other

authorized representatives for purposes of implementing and monitoring work to be performed under this Order.

79. To the extent access to, use or ownership of, or easements over property other than property owned by Respondent at the Site is required for the proper and complete implementation of this Order, the Respondents shall use their best efforts to obtain site access agreements or other interests in the property, in writing, sufficient to allow implementation of this Order within sixty (60) days after the Order's effective date. For purposes of this paragraph, "best efforts" include but are not limited to the payment of money in consideration of access to property.

80. Such written access agreements or other interests obtained pursuant to the preceding paragraph shall provide the Respondents, the Respondents' authorized representatives, and EPA and its officers, employees, agents, contractors, consultants, and other authorized representatives access to the Site at all times for purposes of implementing and monitoring work under this Order. Such written access agreements or other interests shall specify that the Respondents are not EPA's representatives or agents with respect to liability associated with the Site.

81. In the event that site access agreements or other interests sufficient for implementation and monitoring of work under this Order are not obtained within the time period specified above, the Respondents shall notify EPA in writing within three (3) days thereafter regarding the lack of such agreements and the efforts made by the Respondents to obtain them. 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.

QUALITY ASSURANCE/SAMPLING

82. The Respondents shall submit to EPA, upon request, the results of all sampling or tests and all other data generated by the Respondents, their contractor(s), or on the Respondents' behalf in the course of implementing this Order. The Respondents shall also provide the quality assurance/quality control procedures followed by all sampling teams and laboratories performing data collection and/or analysis.

83. Upon request, the Respondents shall allow EPA or its authorized representatives to take split and/or duplicate samples of any samples collected by the Respondents while performing work under this Order. The Respondents shall notify EPA not less than fourteen (14) days in advance of any sample collection activity. In addition, EPA shall have the right to take any additional samples that it deems necessary.

84. The Respondents shall assure that EPA and its authorized representatives are allowed access to any laboratory utilized by the Respondents in implementing this Order. Upon request, the Respondents shall have a designated laboratory analyze samples submitted by EPA for quality assurance monitoring.

**ACCESS TO INFORMATION; RECORD PRESERVATION;
CONFIDENTIALITY CLAIMS**

85. Upon request, the Respondents shall provide EPA with copies of all records, documents, and other information generated by the Respondents and their contractor(s) which relates in any way to the Site or to the implementation of this Order, including but not limited to, sampling and analysis records, field sheets and field notes, engineering logs, chain of custody records, contracts, bills of lading, trucking logs, manifests, receipts, reports, and correspondence. In addition, the Respondents' employees, agents, or representatives with knowledge of facts concerning the conditions at the Site or performance of work under this Order shall be made available to EPA to provide such information.

86. For a period of at least nine (9) years following completion of all work conducted by the Respondents pursuant to this Order, the Respondents shall preserve all documents, records, and information of whatever kind, nature or description in their possession and/or control or that of their officers, employees, agents, accountants, contractors, attorneys, successors and assigns, that relate in any way to liability and/or the performance of work under this Order, or relate in any way to releases or threatened releases of hazardous substances which are the subject of the removal action addressed by this Order. After this nine (9) year period has expired, the Respondents shall provide EPA with thirty (30) days advance written notice prior to the destruction of any such records, documents, or information. The Respondents shall send such notice, accompanied by a copy of this Order, to:

**Office of Environmental Stewardship
U.S. Environmental Protection Agency New England
1 Congress Street, Suite 1100 (SES)
Boston, MA 02114**

**Re: Removal Action at Centredale Manor Restoration Project Superfund Site,
CERCLA Docket No. CERCLA-1-2001-0032**

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

87. The Respondents may assert a confidentiality claim, if appropriate, covering part or all of the information required by or requested under this Order, pursuant to section 104(e)(7)

of CERCLA, 42 U.S.C. § 9604(e)(7), and 40 C.F.R. § 2.203(b) (1989). The Respondents shall adequately substantiate all such assertions. Analytical and other data specified in section 104(e)(7)(F) of CERCLA shall not be claimed as confidential by the Respondents. Information determined to be confidential by EPA will be afforded the protection required by section 104(e)(7) of CERCLA and by 40 C.F.R. Part 2, Subpart B. If no confidentiality claim accompanies the information when submitted to EPA, EPA may make it available to the public without further notice to the Respondents.

CREATION OF DANGER; EMERGENCY RESPONSE

88. Upon the occurrence of any incident or change of conditions during the activities conducted pursuant to this Order that causes or threatens a release of hazardous substances from the Site or an endangerment to the public health or welfare or the environment, the Respondents shall immediately take all appropriate action to prevent, abate or minimize such release or endangerment. The Respondents shall also immediately notify the Regional Duty Officer of the Emergency Planning and Response Branch, EPA New England, telephone (617) 223-7265. In taking any actions under this paragraph, the Respondents shall act in accordance with all applicable provisions of the Health and Safety Plan prepared pursuant to the Scope of Work.

89. The Respondents shall submit a written report to EPA within seven (7) days after each incident specified above, setting forth the events that occurred and the measures taken and to be taken to mitigate any release or endangerment caused or threatened by the incident and to prevent the reoccurrence of such an incident.

90. 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.

OFF-SITE RULE

91. All hazardous substances, pollutants, or contaminants removed off-site for treatment, storage, or disposal pursuant to this Order shall be treated, stored, or disposed of at a facility in compliance with the EPA Off-Site Rule pursuant to the National Contingency Plan, 40 C.F.R. § 300.440 (Procedures for Planning and Implementing Off-Site Response Actions). This Rule was published in the Federal Register, Volume 58, Number 182, Page 49200, on Wednesday, September 22, 1993.

AMENDMENTS

92. This Order, other than the Scope of Work and the schedule of work in paragraphs 49-67 of this Order, may only be amended in writing by signature of the Director of the Office of Site Remediation & Restoration of EPA New England. Amendments to the Scope of Work and changes to the schedule of work in paragraphs 49-67 may be made in writing by the OSC or at the OSC's oral direction. Where the OSC makes an oral modification, he/she will memorialize the modification in writing to the Respondents within three (3) days; provided, however, that the effective date of the modification shall be the date of the OSC's oral direction.

93. No informal advice, guidance, suggestion, or comment by EPA regarding reports, plans, specifications, schedules, and any other writing submitted by the Respondents shall be construed as relieving the Respondents of their obligation to obtain such formal approval as may be required by this Order.

OTHER APPLICABLE LAWS

94. Except as otherwise provided pursuant to paragraph 95 herein and Section 121(e) of CERCLA, all on-site and off-site actions required pursuant to this Order shall be performed in accordance with all applicable local, state, and federal laws and regulations. Such laws shall include, but not be limited to, the laws relating to occupational health and safety and worker's compensation.

95. 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 under federal environmental, state environmental, or facility siting laws.

INSURANCE

96. At least seven (7) days prior to commencing any on-site work under this Order, the Respondents shall secure, and shall maintain for the duration of this Order, comprehensive general liability and automobile insurance with limits of \$2.6 million dollars, combined single limit. The United States shall be named as an additional insured for all such insurance policies. Within the same time period, the Respondents shall provide EPA with certificates of such insurance and a copy of each insurance policy. If the Respondents demonstrates to EPA that any contractor or subcontractor maintains insurance equivalent to that described above or insurance covering the same risks but in a lesser amount, then the Respondents need provide only that portion of the insurance described above which is not maintained by such contractor or subcontractor.

ENFORCEMENT; PENALTIES FOR NONCOMPLIANCE

97. Violation of this Order may subject the 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). The 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).

DISCLAIMER OF LIABILITY BY EPA

98. 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 the Respondents, its/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 the Respondents or their directors, officers, employees, agents, representatives, successors, assigns, contractors, or consultants in carrying out activities pursuant to this Order.

NO RELEASE FROM LIABILITY

99. 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 the 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.

100. 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.

RESERVATION OF RIGHTS BY THE UNITED STATES GOVERNMENT

101. The United States reserves all rights against the 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 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.

102. EPA further expressly reserves the right both to disapprove work performed by the Respondents and to request or order the 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 the Respondents have failed or refused to perform properly or promptly.

103. EPA further expressly reserves, and this Order is without prejudice to, all rights against Respondents with respect to all other matters, including but not limited to, the following: (1) claims based on a failure by Respondents to meet a requirement of this Order; (2) liability arising from the past, present, or future disposal, release, or threat of release of waste materials outside of the Site; (3) liability for future disposal of waste material at the Site, other than as provided in the January 18, 2001 Action Memorandum, the Work, or otherwise ordered by EPA; (4) liability for damages for injury to, destruction of, or loss of natural resources, and for the costs of any natural resource damage assessments; (5) criminal liability; (6) liability for violations of federal or state law which occurred before, during or after implementation of the removal activities selected in the January 18, 2001 Action Memorandum; (7) liability for additional response actions that EPA determines are necessary; and (8) liability for costs that EPA and/or the United States have incurred or will incur related to the Site.

104. 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.

OPPORTUNITY TO CONFER

105. Within three (3) business days after receipt of this Order, the Respondents may request a conference with EPA to be held no later than three (3) business days before the effective date. Requests for a conference should be submitted to:

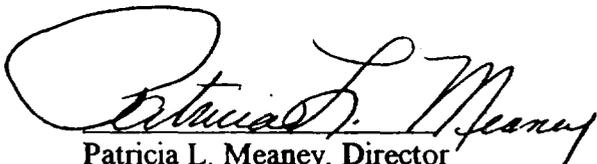
Catherine Garypie, Senior Enforcement Counsel
Office of Environmental Stewardship
U.S. Environmental Protection Agency New England
1 Congress Street, Suite 1100 (SES)
Boston, MA 02114
(617) 918-1540
FAX (617) 918-1809

106. 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 the 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 the 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, the Respondents may appear in person or by attorney or other representative.

EFFECTIVE DATE; COMPUTATION OF TIME

107. This Order shall be effective ten business (10) days after the Order is signed by the Director of the Office of Site Remediation & Restoration. All times for performance of obligations under this Order shall be calculated from the effective date. For purposes of this Order, the term "day" shall mean a calendar day unless otherwise noted herein. When computing any period of time under this Order, if the last day would fall on a Saturday, Sunday, or federal holiday, the period shall run until the next working day.

IT IS SO ORDERED. Issued at Boston, Massachusetts this 26th day of March, 2001.



Patricia L. Meaney, Director
Office of Site Remediation & Restoration

LIST OF ADDRESSEES

For Brook Village Associates Limited Partnership:

Colburn T. Cherney
Ropes & Gray
One Franklin Square
1301 K Street, NW, Suite 800 East
Washington, D.C. 20005-3333
PH 202-626-3900
FAX 202-626-3961

Howard Castleman
Murtha Cullina Roche Carens & DeGiacomo
99 High Street
Boston, MA 02110
PH 617-457-4000
FAX 617-482-3868

For Centerdale Manor Associates Limited Partnership (C/S Housing Associates):

Leonard H. Freiman
Goulston & Storrs, A Professional Corporation
400 Atlantic Avenue
Boston, MA 02110-3333
PH 617-482-1776
FAX 617-574-4112

For Centerdale Manor Associates Limited Partnership (Centerdale Associates):

Richard J. Welch
Moses & Alfonso, Ltd.
170 Westminster Street, Suite 201
Providence, RI 02903
PH 401-453-3600
FAX 401-453-3604

For Emhart Industries, Inc.

Jerome C. Muys, Jr.
Swidler Berlin Shereff Friedman LLP
3000 K Street, NW, Suite 300
Washington DC 20007-5116
PH 202-424-7547
FAX 202-424-7643

For New England Container Company, Inc.:

Stuart R. Deans, Esq.

Robinson & Cole LLP

Financial Centre

695 East Main Street

P.O. 10305

Stamford, CT 06904-2304

PH 203-462-7500

FAX 203-462-7599