UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 5
77 WEST JACKSON BOULEVARD
CHICAGO, IL 60604-3590

REPLY TO THE ATTENTION OF:

DEC 2 8 2004

SPECIAL NOTICE LETTER
URGENT LEGAL MATTER – PROMPT REPLY NECESSARY
CERTIFIED MAIL: RETURN RECEIPT REQUESTED

EPA Region 5 Records Ctr.
379666

Re: Ellsworth Industrial Park Site
Downers Grove, Illinois

Dear Sir or Madam:

The United States Environmental Protection Agency (U.S. EPA) and certain Potentially Responsible Parties (PRPs) have undertaken response actions at the Ellsworth Industrial Park Site in Downers Grove, Illinois (the Site) pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C.§ 9601 *et seq.* (CERCLA). These actions included extensive sampling in and around the Site to document the release or threatened release of hazardous substances, pollutants, and contaminants at the Site. These actions have also included funding for hooking up to a public water supply certain residents in areas potentially affected by releases of Site-related hazardous substances into groundwater.

Further Response Actions

Based on the sampling results in and around the Site, U.S. EPA has determined that a Remedial Investigation/Feasibility Study (RI/FS) is now necessary for properties in the Ellsworth Industrial Park. An RI will identify site characteristics and define the nature and extent of soil, air, surface water and groundwater contamination in the Ellsworth Industrial Park and the risks posed by that contamination. An FS will evaluate different cleanup options for the contamination.

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Unless U.S. EPA determines that PRPs will voluntarily undertake or fund the RI/FS necessary at the Site, U.S. EPA may, under Section 104 of CERCLA, undertake the RI/FS itself and, under Section 107 of CERCLA, seek reimbursement from PRPs of all costs incurred in connection with the actions taken. Such costs may include, but are not limited to, expenditures for investigation, planning, response and enforcement activities. Moreover, under Section 106 of CERCLA, U.S. EPA may order PRPs to implement response actions deemed necessary by U.S. EPA to protect the public health, welfare or environment from an imminent and substantial endangerment because of an actual or threatened release of a hazardous substance from a Facility.

PRP Determination

PRPs under Section 107 of CERCLA include current owners and operators at the Site and former owners and operators at the Site at the time of disposal of hazardous substances, as well as persons who owned or possessed hazardous substances and arranged for disposal, treatment, or transportation of such hazardous substances and persons who accepted hazardous substances for transportation for disposal or treatment to a facility selected by such transporter. Based on an extensive review of records related to the release and/or disposal of hazardous substances at the Site, U.S. EPA has identified you as one of several PRPs with respect to the Site. A general description of the sources of information regarding PRPs at the Site is provided as Enclosure A to this letter. A listing of the PRPs for the Site is provided as Enclosure B to this letter. By this letter, U.S. EPA notifies you of your potential liability with regard to this matter and encourages you, as a PRP, to voluntarily perform or finance the RI/FS and any other response activities that the U.S. EPA has determined or will determine are required at the Site.

Special Notice and Negotiation

Pursuant to Section 122(e)(1) of CERCLA, U.S. EPA has determined that a period of negotiation may facilitate an agreement between the PRPs and U.S. EPA for implementation or financing of an RI/FS for the Industrial Park portion of the Site. Accordingly, U.S. EPA is contacting PRPs identified for the Site to resolve their liability with respect to the RI/FS. To assist you in negotiating with U.S. EPA concerning this matter, attached to this letter is a list of the names and addresses of other PRPs to whom this notification is being sent. It should be noted that inclusion on or exclusion from this list does not constitute a final determination by U.S. EPA concerning the liability of any party for remediation of the Site or for payment of U.S. EPA's response costs.

Upon your receipt of this Special Notice, you will have a maximum of 60 days to coordinate with any PRPs and to present to U.S. EPA a "good faith offer" to conduct and/or finance the remedial action to negotiate the terms of a administrative order on consent. In accordance with the requirements of Section 122(e)(2), during this 60-day moratorium, U.S. EPA will not commence remedial action at the Site. U.S. EPA may, however, take action at the Site at any time should a significant threat to human health or the environment arise.

Good Faith Offer

During the 60-day moratorium period, you and the other PRPs are invited to participate in negotiations with U.S. EPA in an effort to reach a settlement to conduct or finance the RI/FS. The 60-day negotiation period will be extended for up to an additional 30 days if PRPs provide U.S. EPA with a "good faith offer" to conduct or finance the RI/FS. The purpose of this additional time is to allow the PRPs and U.S. EPA a period of time to finalize the settlement, which would be embodied in an Administrative Order on Consent (AOC).

A "good faith offer" as referenced above shall include the following:

* a statement of the PRPs' willingness to conduct or finance an RI/FS which is consistent with the proposed AOC and Statement of Work (SOW) and which provides a sufficient basis for further negotiations in light of U.S. EPA's SOW;

* a detailed response to, and detailed comments, if any, on the attached proposed AOC and SOW. If the offer contemplates modifications to the AOC or SOW, it should make revisions or edits to the enclosed drafts and submit them to U.S. EPA, clearly identifying any such modifications. The response should provide explanations for any major revisions to the attached proposals;

* a demonstration of the PRPs' technical capability to undertake the RI/FS. This includes identifying the firm expected to conduct the work, or identifying the process the PRPs will undertake to select a firm;

* a demonstration of the PRPs' capability to finance the RI/FS;

* a statement concerning the PRPs' willingness to reimburse U.S. EPA for past response and oversight costs; and

* the name, address, and phone number of the party or steering committee who will represent the PRPs in negotiations.

If U.S. EPA determines that your proposal is not a "good faith offer," you will be notified in writing of U.S. EPA's decision to end the moratorium. If a "good faith offer" is not received within the initial 60-day moratorium, or if a timely settlement cannot be reached, U.S. EPA, pursuant to Section 122(e)(4), may proceed to immediately undertake such further action as is authorized by law, including funding the RI/FS and pursuing a cost recovery claim against the PRPs and/or issuing a Unilateral Administrative Order requiring PRPs to perform the RI/FS.

PRP List

As stated above, the attached list of the names and addresses of any other PRPs to whom this notification is being sent is provided to assist you in contacting other PRPs in this matter and to negotiate with U.S. EPA. This list is appended as Enclosure B to this letter. Information regarding a ranking by volume and nature of substances contributed by each PRP, as contemplated by Section 122(e)(4)(A), is not available at this time.

U.S. EPA recommends that all PRPs form a steering committee responsible for representing the group's interests. A steering committee was formed among the PRPs who previously received a special notice letter from U.S. EPA for the Site and agreed to fund drinking water hookups under an Order with U.S. EPA. The PRP Group contacts under that Order are Bruce White of Karaganis, White & Magel, 414 North Orleans Street - Suite 810, Chicago, Illinois 60610 and Brett Heinrich of Meckler, Bulger & Tilson, 123 North Wacker Drive - Suite 1800, Chicago, Illinois 60606.

U.S. EPA recognizes that the allocation of responsibility among the PRPs may be difficult. If the PRPs are unable to reach a consensus among themselves, U.S. EPA encourages the use of a neutral third party to help allocate responsibility and facilitate negotiations among the PRPs. At the PRPs' request, U.S. EPA may help arrange for a third party neutral to assist the parties.

Initial Conference

To further facilitate your and any other PRPs' ability to present a "good faith offer" within the 60-day time limit, an initial settlement conference will be held on January 12, 2005, in the Lake Superior room, 12th floor, 77 West Jackson Boulevard, Chicago, Illinois at 1:30 p.m. An agenda indicating the topics for discussion is appended as Enclosure C. A draft AOC and a SOW are enclosed as Enclosures D and E, respectively.

90 Day Deadline

Except in extraordinary circumstances explained in a written request, no extension to the second 30 day moratorium period will be granted by U.S. EPA. As stated above, if no agreement can be reached, pursuant to Section 122(e)(4), U.S. EPA may immediately proceed to undertake such further action as authorized by law to conduct or require an RI/FS at the Site.

U.S. EPA Notification

As a PRP, you should notify U.S. EPA in writing within 10 days of receipt of this letter of your willingness to participate in negotiations to perform or finance the activities described above. If U.S. EPA does not receive a timely response, U.S. EPA will assume that you do not wish to negotiate a resolution of your potential responsibility in connection with the Site and that you have declined any involvement in performing the response activities.

The response to this special notice letter should indicate the appropriate names, addresses, telephone numbers, fax numbers, and e-mail addresses for further contact with you. The response letter should be sent to:

Ross delRosario, RPM
Remedial Response Section #5
U.S. Environmental Protection Agency
77 W. Jackson Blvd. (SR-6J)
Chicago, Illinois 60604-3590

-or-

Thomas Krueger, Associate Regional Counsel
U.S. Environmental Protection Agency
77 W. Jackson Blvd. (C-14J)
Chicago, Illinois 60604-3590

The factual and legal discussions in this letter are intended solely to provide notice and information, and such discussions are not to be construed as a final U.S. EPA position on any matter set forth herein. Due to the seriousness of the environmental and legal problems posed by conditions at the Site, U.S. EPA urges that you give immediate attention, and provide a prompt response, to this letter.

Administrative Record

In accordance with Section 113 of CERCLA, 42 U.S.C. § 9613, U.S. EPA has established an Administrative Record containing the documents that serve as the basis for U.S. EPA's determination that an RI/FS is necessary for the Ellsworth Industrial Park. This Administrative Record is located at the Downers Grove Public Library, 1050 Curtiss Street, Downers Grove, Illinois and is available to the public for inspection and comment. The Administrative Record is also available, by appointment, for inspection and comment at the Superfund Records Center, U.S. EPA Region 5, 77 West Jackson Boulevard, 7th floor, Chicago, Illinois. You may wish to review the Administrative Record to assist you in responding to this letter, but your review should not delay such response beyond the 60-day period provided by CERCLA.

Natural Resource Trustee Notification

By a copy of this letter, U.S. EPA is notifying the State of Illinois and the Natural Resources Trustees, in accordance with Section 122(j) of CERCLA, of its intent to enter into negotiations concerning the conduct of an RI/FS at the Site.

Resources and Information for Small Businesses

As you may be aware, on January 11, 2002, President Bush signed into law the Superfund Small Business Liability Relief and Brownfields Revitalization Act. This Act contains several exemptions and defenses to CERCLA liability, which we suggest that all parties evaluate. You may obtain a copy of the law via the Internet at http://www.epa.gov/swerosps/bf/sblrbra.htm and review EPA guidances regarding these exemptions at http://www.epa.gov/compliance/ resources/policies/cleanup/superfund.

U.S. EPA has created a number of helpful resources for small businesses. U.S. EPA has established the National Compliance Assistance Clearinghouse as well as Compliance Assistance Centers which offer various forms of resources to small businesses. You may inquire about these resources at http://www.epa.gov. In addition, the U.S. EPA Small Business Ombudsman may be contacted at http://www.epa.gov/sbo. Finally, U.S. EPA developed a fact sheet about the Small Business Regulatory Enforcement Fairness Act ("SBREFA"), which is available on request.

Further Information

If you need further information regarding this letter, you may contact Mr. delRosario, the Remedial Project Manager at (312) 886-6195. If you have an attorney handling your legal matters, please direct his or her questions to Mr. Krueger at (312) 886-0562.

We hope that you will give this matter your immediate attention.

Sincerely,

for Wendy L. Carney, Chief
Remedial Response Branch #1

Enclosures

A. Site Activities and Information
B. PRP Service List
C. Negotiation Meeting Discussion Items
D. AOC
E. SOW
F. SBREFA Fact Sheet

cc: Fred Nika, Illinois EPA
Renee Cipriano, Illinois EPA
Karen Yates, Illinois EPA
Beth Wallace, Office of Illinois Attorney General
Joel Brunsvold, Illinois DNR
Michael T. Chezik, Natural Resources Damages Trustee

ENCLOSURE A

SITE ACTIVITIES AND INFORMATION

1. The Ellsworth Industrial Park Site located in Downers Grove, Illinois, encompasses an area in which groundwater is contaminated with chlorinated solvents. The Site is a mix of residential, recreational, and commercial/light industry properties. It is bounded by Burlington Avenue to the north, 63rd Street to the south, Lee and Springside Avenues to the east, and Interstate 355 (I-355) to the west.

2. The U.S. EPA has evaluated a large body of information and evidence in connection with its investigation of the Site. Based on these investigations, the U.S. EPA has information indicating that you are a PRP with respect to this Site. Specifically, the U.S. EPA has reason to believe that you are the owner/operator of a portion of the facility, or a former owner/operator of the facility at the time of disposal of hazardous substances at the facility.

3. The U.S. EPA and Illinois EPA have conducted and arranged for sampling and studies at the Site, including the Phase I and Phase II Site Assessments and Data Evaluation Summary Report prepared by Weston Solutions, Inc.

4. Response costs associated with the Site have been incurred by the U.S. EPA. The total U.S. EPA cost incurred for the above referenced studies and other response activities related to the Site is currently being determined.

ENCLOSURE B

POTENTIALLY RESPONSIBLE PARTIES

Ames Supply Company
2537 Curtiss Street
Downers Grove, Illinois 60515
fax: (630) 964-0497

Ames Supply Company
c/o Alan P. Bielawski
Sidley Austin Brown & Wood
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
fax: (312) 853-7036

Arrow Gear
James E. Pielsticker, Exec. Vice President
2301 Curtiss Street
Downers Grove, Illinois 60515-4036
fax: (630) 969-0253

Arrow Gear
c/o Carey S. Rosemarin
707 Skokie Blvd., Suite 505
Northbrook, Illinois 60062-2857
fax: (312) 896-5786

Bison Gear & Engineering Co.
3850 Ohio Avenue
St. Charles, Illinois 60174
fax: (630) 377-6777

Bison Gear & Engineering Co.
c/o Joseph A. Strubbe
Vedder, Price, Kaufman & Kammholz
222 N. LaSalle Street
Chicago, Illinois 60601
fax: (312) 609-5005

Chase Belmont Properties
5103 Chase
Downers Grove, Illinois 60515-4012

Chase Belmont Properties
c/o Jeffrey D. Jeep
The Jeff Diver Group, LLC
1749 South Naperville Road
Suite 102
Wheaton, Illinois 60187
fax: (630) 690-2812

Dynagear, Inc.
2500 Curtiss Street
Downers Grove, Illinois 60515

Dynagear, Inc.
c/o David N. Missner
Piper Rudnick, LLP
203 N. LaSalle Street
Suite 1900
Chicago, Illinois 60601-1293
fax: (312) 630-7399

Fusibond Piping Systems
2615 Curtiss Street
Downers Grove, Illinois 60515
fax: (630) 969-2355

Fusibond Piping Systems
c/o Brett D. Heinrich
Meckler, Bulger & Tilson
123 North Wacker Drive - Suite 1800
Chicago, Illinois 60606
fax: (312) 474-7898

Global Gear & Machining, LLC
2500 Curtiss Street
Downers Grove, Illinois 60515
fax: (630) 969-1736

Global Gear & Manufacturing, LLC
c/o Michael J. Hughes
Neal, Gerber & Eisenberg
2 North LaSalle Street
Chicago, Illinois 60602-3801
fax: (312) 269-1747

William Helwig
9S456 Millbrook Drive
Downers Grove, IL 60516-5040

William Helwig
c/o Eric L. Samore
Molly A. Caprez
O'Hagan, Smith & Amundsen LLC
150 North Michigan Avenue, Suite 3300
Chicago, Illinois 60601
312-894-3200
fax: (312) 894-3210

Katrine Family Limited Partnership
c/o Lindy Manufacturing Company
David A. Collins, President
6 South 167 Canterbury Court
Naperville, Illinois 60540
fax: (630) 963-5308

Lindy Manufacturing Company
David A. Collins, President
6 South 167 Canterbury Court
Naperville, Illinois 60540
fax: (630) 963-5308

Lindy Manufacturing Company
c/o Linda P. Kurtos
Eimer Stahl Klevorn & Solberg
122 S. Michigan Avenue, Suite 1776
Chicago, Illinois 60603
fax: (312) 692-1718

Lovejoy, Inc.
2655 Wisconsin Avenue
Downers Grove, Illinois 60515
fax: (630) 852-2120

Lovejoy, Inc.
c/o Nancy J. Rich
Katten Muchin Zavis Rosenman
525 West Monroe Street
Suite 1600
Chicago, Illinois 60661-3693
fax: (312) 902-1061

Magnetrol International, Inc.
5300 Belmont Road
Downers Grove, Illinois 60515
fax: (630) 969-9489

Magnetrol International, Inc.
c/o Michael J. Maher
Swanson, Martin & Bell
One IBM Plaza - Suite 2900
330 North Wabash
Chicago, Illinois 60611
fax: (312) 321-0990

The Morey Corporation
Dana Morey, Vice President
100 Morey Drive
Woodridge, Illinois 60517
fax: (630) 754-2001

The Morey Corporation
c/o Gary S. Rovner
Foley & Lardner
321 North Clark
Suite 2800
Chicago, Illinois 60610
fax: (312) 832-4700

Precision Brand Products, Inc.
2250 Curtiss Street
Downers Grove, Illinois 60515
fax: (630) 969-0310

Precision Brand Products, Inc.
c/o A. Bruce White
Karaganis, White & Magel
414 North Orleans Street - Suite 810
Chicago, Illinois 60610
fax: (312) 836-9083

Principal Manufacturing Corporation
Paul A. Barnett, President
2800 S. 19th Avenue
Broadview, Illinois 60153
fax: (708) 865-7632

Principal Manufacturing Corporation
c/o Lawrence H. Brenman
Much Shelist Freed Denenberg Ament & Rubenstein
191 North Wacker Drive
Suite 1800
Chicago, Illinois 60606
fax: (312) 521-2571

Rexnord Corporation
2400 Curtiss Street
Downers Grove, Illinois 60515
fax: (630) 969-8827

Rexnord Corporation
c/o Todd R. Weiner
McDermcot, Will & Emery
227 West Monroe Street
Chicago, Illinois 60606-5096
fax: (312) 984-2098

RHI Holdings, Inc.
1750 Tyson's Boulevard, Suite 1400
McLean, Virginia 22101

RHI Holdings, Inc.
c/o Peter V. Baugher
Schopf & Weiss
312 West Randolph Street, Suite 300
Chicago, Illinois 60606-1721
fax: (312) 701-9335

Scot Incorporated
Randy Slaboch, Director of Operations
2525 Curtiss Street
Downers Grove, Illinois 60615
fax: (630) 969-4719

Scot Incorporated
c/o Edward V. Walsh, III
Sachnoff & Weaver
30 South Wacker Drive
29th Floor
Chicago, Illinois 60606-7484
fax: (312) 207-6400

Tricon Industries, Inc.
Randolph Grandle, President
1600 Eisenhower Lane, #200
Lisle, Illinois 60532
fax: (630) 963-0597

Tricon Industries, Inc.
c/o Carol A. Douglas
Ungaretti & Harris
3500 Three Bank One Plaza
Chicago, Illinois 60602
fax: (312) 977-4405

White Lake Building Corp.
2537 Curtiss Street
Downers Grove, Illinois 60515
fax: (630) 964-0497

White Lake Building Corp.
c/o John W. Loseman
Lewis, Overbeck & Furman
135 S. LaSalle Street
Suite 2300
Chicago, Illinois 60603
fax: (312) 580-1200

Wisconsin Avenue Property LLC
527 North Sheridan Road
Waukegan, Illinois 60085

Wisconsin Avenue Property LLC
c/o Johnine J. Brown
836 West Ancona Street
Chicago, Illinois 60622
fax: (312) 829-0758

Wisconsin Avenue Property LLC
c/o Michael Caron
Bloch, Caron & Lyon
790 Estate Drive, # 180
Deerfield, Illnois 60015
fax: (847) 945-8812

ENCLOSURE C

NEGOTIATION MEETING DISCUSSION ITEMS

January 12, 2005
Lake Superior, 12th floor
77 West Jackson Boulevard
Chicago, Illinois
1:30 p.m.

Topics for discussion:

*Background Information on the Site

*Response Activities to Date

*Liability of Responsible Parties Under CERCLA

*Explanation of Expected PRP Response Activities

*Structure of Consent Order Negotiations

*Allocation/ADR issues

ENCLOSURE D

UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY
REGION 5

ELLSWORTH INDUSTRIAL PARK SITE
DOWNERS GROVE, ILLINOIS

ADMINISTRATIVE ORDER BY
CONSENT PURSUANT TO
SECTIONS 104, 107 AND 122 OF CERCLA

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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 5

IN THE MATTER OF:	)	Docket No.
	)	
ELLSWORTH INDUSTRIAL PARK SITE	)	ADMINISTRATIVE ORDER BY
	)	CONSENT PURSUANT TO
DOWNERS GROVE, ILLINOIS	)	SECTIONS 104, 107 & 122 OF THE
	)	COMPREHENSIVE ENVIRONMENTAL
Respondents:	)	RESPONSE, COMPENSATION, AND
	)	LIABILITY ACT, as amended,
Listed in Attachment A	)	42 U.S.C. §§ 9604, 9607 and
	)	9622

I. JURISDICTION AND GENERAL PROVISIONS

1. This Administrative Order by Consent (the "Order") is entered voluntarily by the United States Environmental Protection Agency ("U.S. EPA") and the Respondents. The Order is issued pursuant to the authority vested in the President of the United States by Sections 104, 107 and 122 of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §§ 9604, 9607 and 9622. This authority has been delegated to the Administrator of the U.S. EPA by Executive Order No. 12580, January 23, 1987, 52 Federal Register 2923, and further delegated to the Regional Administrators by U.S. EPA Delegation Nos. 14-14-A, 14-14-C and 14-14-D, and to the Director, Superfund Division, Region 5, by Regional Delegation Nos. 14-14-A, 14-14-C and 14-14-D.

2. This Order requires the Respondents to conduct a Remedial Investigation and Feasibility Study ("RI/FS") to investigate the nature and extent of contamination at the industrial park portion of the Ellsworth Industrial Park Site in Downers Grove, Illinois (the "Site"), which is generally depicted in figure A, and to develop and evaluate potential remedial alternatives. The RI/FS shall evaluate response actions consistent with 40 CFR Part 300.430, to address the environmental concerns in connection with the areas of contamination located within and surrounding the industrial park portion of the Site. Remedial action(s) selected through the RI/FS process will be implemented pursuant to a Record of Decision to be issued by U.S. EPA.

3. A copy of this Order will also be provided to the State of Illinois, which has been notified of the issuance of this Order. The U.S. EPA has also notified the Federal Natural Resource trustees of the negotiations in this action pursuant to the requirements of Section 122(j) of CERCLA.

4. U.S. EPA and Respondents recognize that this Order has been negotiated in good faith and that the actions undertaken by Respondents in accordance with this Order do not constitute an admission of any liability. Respondents do not admit, and retain the right to controvert in any subsequent proceedings other than proceedings to implement or enforce this Order, the validity of the findings of facts, conclusions of law, and determinations in Sections IV and V of this Order. Respondents agree to comply with and be bound by the terms of this Order and further agree that they will not contest the basis or validity of this Order or its terms, except as stated in this paragraph 4.

II. PARTIES BOUND

5. This Order applies to and is binding upon U.S. EPA and upon Respondents and Respondents' heirs, receivers, trustees, successors and assigns. Any change in ownership or corporate status of Respondents including, but not limited to, any transfer of assets or real or personal property shall not alter such Respondents' responsibilities under this Order. Respondents are jointly and severally liable for carrying out all activities required by this Order. Respondents are jointly and severally liable to carry out all activities required by this Order. In the event of the insolvency or other failure of any one or more Respondents to implement the requirements of this Order, the remaining Respondents shall complete all such requirements and shall be entitled to seek recovery or bring any other action allowed by law or pursuant to separate agreement among the Respondents regarding their participation in this Order against those Respondents who fail to comply with the Order for any reason, notwithstanding the contribution protection provision in Section XVI, paragraph 100, of this Order.

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. STATEMENT OF PURPOSE

7. In entering into this Order, the objectives of U.S. EPA and the Respondents are: (a) to determine the nature and extent of contamination and any threat to the public health, welfare, or the environment caused by the release or threatened release of hazardous substances, pollutants or contaminants at or from the industrial park portion of the Site by conducting a remedial investigation as more specifically set forth in the Statement of Work ("SOW") attached as Attachment A to this Order; (b) to

determine and evaluate alternatives for remedial action to prevent, mitigate or otherwise respond to or remedy any release or threatened release of hazardous substances, pollutants, or contaminants at or from the industrial park portion of the Site, by conducting a feasibility study as more specifically set forth in the SOW attached as Attachment A to this Order; and (c) to provide for the recovery of oversight costs incurred by U.S. EPA with respect to this Order.

IV. FINDINGS OF FACT

8. Based on available information, including the Administrative Record in this matter, U.S. EPA hereby finds, and, for purposes of enforceability of this Order only, the Respondents stipulate that the factual statutory prerequisites under CERCLA necessary for issuance of this Order have been met. U.S. EPA's findings and this stipulation include the following:

a. The industrial park portion of the Site is located in Downers Grove, Illinois. The approximate borders of the industrial park are Burlington Avenue on the north, Belmont Road on the east, Elmore and Inverness Avenues on the south, and I-355 on the west. St. Joseph's Creek runs through the northern end of the Site. The Site also includes areas to the south and east of the industrial park where groundwater contamination has come to be located. A map depicting the general location of the Site is appended as Attachment B.

b. The industrial park portion of the Site was developed beginning in the early 1960s. Prior to that development, the property was used as farmland. The industrial park is now surrounded by residential development.

c. Respondents are present or past owners and/or operators of industrial properties at the Site.

d. Respondents have used solvents containing volatile organic compounds ("VOCs") in their plant operations, and releases of VOCs have been detected or are suspected at those properties.

e. Soil and groundwater sampling results obtained during Site investigations by U.S. EPA and the Illinois Environmental Protection Agency ("IEPA") identified high levels of the VOCs trichloroethylene ("TCE"), tetrachloroethylene ("PCE") and 1,1,1-trichloroethane ("TCA") in soil and groundwater at the Site. Sampling data collected by IEPA also indicates that TCE, PCE and TCA contamination from the Site migrated to hundreds of drinking water wells located to the south and

east of the industrial park portion of the Site. These results are summarized in reports dated August 2002 and August 3, 2004, prepared for U.S. EPA by Weston Solutions, Inc.

f. On August 8, 2003, a group of potentially responsible parties ("PRPs"), including many of the Respondents, entered an Administrative Order on Consent with U.S. EPA. Under that Administrative Order on Consent, the PRPs agreed to pay up to $4.275 million to pay for hooking approximately 800 residences to the south and east of the industrial park to a public drinking water supply.

g. The State of Illinois has indicated its intention to propose this Site for listing on the National Priorities List.

V. CONCLUSIONS OF LAW AND DETERMINATIONS

9. Based on the Findings of Fact set forth above, and the Administrative Record in this matter, U.S. EPA has determined that:

a. The Ellsworth Industrial Park Site is a "facility" as defined by Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

b. TCE, PCE and TCA are "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. Respondents are: (1) the "owners" and/or "operators" of portions of the Site, as defined by Section 101(20) of CERCLA, 42 U.S.C. § 9601(20), and within the meaning of Section 107(a)(1) of CERCLA, 42 U.S.C. § 9607(a)(1); and/or (2) the "owners" and/or "operators" of portions of the Site at the time of disposal of hazardous substances at the Site, as defined by Section 101(20) of CERCLA, 42 U.S.C. § 9601(20), and within the meaning of Section 107(a)(2) of CERCLA, 42 U.S.C. § 9607(a)(2);

e. The presence of hazardous substances at the Site or the past, and present or potential migration of hazardous substances currently located at or emanating from the Site, constitute actual and/or threatened "releases" of hazardous substances from the facility into the "environment" as defined by Sections 101(8) and (22) of CERCLA, 42 U.S.C. §§ 9601(8) and (22).

f. The actions required by this Order are necessary to protect the public health, welfare, or the environment, and are not inconsistent with the National Contingency Plan ("NCP") and CERCLA.

g. Respondents are qualified to conduct the RI/FS within the meaning of Section 104(a) of CERCLA, 42 U.S.C.§ 9604(a), and will carry out the Work properly and promptly, in accordance with Sections 104(a) and 122(a) of CERCLA, 42 U.S.C. §§ 9604(a) and 9622(a), if Respondents comply with the terms of this Order.

VI. ORDER

Based upon the foregoing Findings of Fact, Conclusions of Law and Determinations, and the Administrative Record for this Site, it is hereby ordered and agreed that each Respondent shall comply with the following provisions, including but not limited to all attachments to this Order, and all documents incorporated by reference into this Order, and perform the following actions:

1. Designation of Contractors, Project Coordinator and Remedial Project Manager

10. All Work performed under this Order shall be under the direction and supervision of qualified personnel. Within 30 days of the effective date of this Order, and before the work outlined below begins, the Respondents shall notify U.S. EPA and IEPA in writing of the names, titles, and qualifications of the personnel, including contractors, subcontractors, consultants and laboratories to be used in carrying out such work. With respect to any proposed contractor, the Respondents shall demonstrate that the proposed contractor has a quality system which complies with ANSI/ASQC E4-1994, "Specifications and Guidelines for Quality Systems for Environmental Data Collection and Environmental Technology Programs," (American National Standard, January 5, 1995), by submitting a copy of the proposed contractor's Quality Management Plan (QMP). The QMP should be prepared in accordance with "EPA Requirements for Quality Management Plans (QA/R-2)," (EPA/240/B-01/002, March 2001) or equivalent documentation as determined by U.S. EPA. U.S. EPA retains the right to disapprove of the persons undertaking the work for Respondents. If U.S. EPA disapproves in writing a selected contractor, subcontractor, consultant or laboratory, Respondents shall retain replacement(s) and shall notify U.S. EPA and IEPA of the identity and qualifications of the replacement(s) within 14 days of the written notice. If U.S. EPA subsequently disapproves of the replacement(s), U.S. EPA reserves the right to terminate this

Order and to conduct a complete RI/FS, and to seek reimbursement for costs and penalties from Respondents. During the course of the RI/FS, Respondents shall notify U.S. EPA and IEPA in writing of any changes or additions in the contractors, subcontractors, consultants or laboratories used to carry out such work, providing their names, titles, and qualifications. U.S. EPA shall have the same right to disapprove changes and additions to personnel as it has hereunder regarding the initial notification.

11. Within 10 calendar days after the effective date of this Order, the Respondents shall designate a Project Coordinator who shall be responsible for administration of all the Respondents' actions required by the Order. Respondents shall submit the designated coordinator's name, address, telephone number, and qualifications to U.S. EPA and IEPA. U.S. EPA retains the right to disapprove of any Project Coordinator named by the Respondents. If U.S. EPA disapproves a selected Project Coordinator, Respondents shall retain a different Project Coordinator within 14 calendar days following U.S. EPA's disapproval and shall notify U.S. EPA and IEPA of that person's name and qualifications within 14 calendar days of U.S. EPA's disapproval. Receipt by Respondents' Project Coordinator of any notice or communication from U.S. EPA relating to this Order shall constitute receipt by all Respondents.

12. The U.S. EPA has designated Ross delRosario of the Remedial Response Branch, Region 5, as its Remedial Project Manager ("RPM"). Respondents shall direct all submissions required by this Order to the RPM along with the required copies in accordance with Section XX (Submittals/Correspondence) in accordance with the approved schedule under this Order. All Respondents are encouraged to make their submissions to U.S. EPA on recycled paper (which includes significant post-consumer waste paper content where possible) and using two-sided copies. Upon request by U.S. EPA, Respondents shall submit in electronic form all portions of RI and FS Reports, and any report or other deliverable Respondents are required to submit pursuant to provisions of this Order, including the SOW.

13. U.S. EPA and Respondents shall have the right, subject to the provisions of this section, to change their designated RPM or Project Coordinator. U.S. EPA shall notify the Respondents, and Respondents shall notify U.S. EPA, as early as possible before such a change is made, but in no case less than 24 hours before such a change. The initial notification may be made orally but it shall be promptly followed by a written notice within 4 calendar days of oral notification.

2. Work to Be Performed

14. Respondents shall develop and submit to U.S. EPA and IEPA an RI report, an FS report, and all other deliverables in accordance with the attached Statement of Work ("SOW"). The SOW is incorporated into and made an enforceable part of this Order. All deliverables shall be prepared in accordance with the provisions of this Order, the SOW, CERCLA, the NCP, U.S. EPA guidance related to remedial investigations and feasibility studies including, but not limited to, the "Interim Final Guidance for Conducting Remedial Investigations and Feasibility Studies under CERCLA" (OSWER Directive # 9355.3-01), "Guidance for Data Useability in Risk Assessment" (OSWER Directive #9285.7-05), Risk Assessment Guidance for Superfund (RAGS), Volume I - Human Health Evaluation Manual (Part A), Interim Final (EPA-540-1-89-002), OSWER Directive 9285.7-01A, December 1, 1989; and Risk Assessment Guidance for Superfund (RAGS), Volume I - Human Health Evaluation Manual (Part D, Standardized Planning, Reporting, and Review of Superfund Risk Assessments), Interim, (EPA 540-R-97-033), OSWER Directive 9285.7-01D, January 1998, guidances referenced in the SOW, and any RI/FS related guidance subsequently issued by U.S. EPA. In the RI and FS Reports, Respondents shall address the factors required to be taken into account in Section 121 of CERCLA, 42 U.S.C. § 9621, and Section 300.430 of the NCP, 40 C.F.R. § 300.430.

15. This RI/FS is limited to the industrial park portion of the Site. All other areas of the Site and all areas where hazardous substances, pollutants or contaminants from the Site have migrated or have been come to be located, will be addressed in a subsequent RI/FS process.

16. The RI shall characterize the geology and hydrogeology of the Site, determine the nature and extent of hazardous substances, pollutants or contaminants at or from the Site, and characterize all ecological zones including terrestrial, riparian, wetlands, aquatic/marine, and transitional. Respondents shall prepare, for inclusion with the RI Report, a determination of the nature and extent of the current and potential threat to the public health or welfare or the environment posed by the release or threatened release of any hazardous substances, pollutants, or contaminants at or from the Site, including a "Human Health Risk Assessment" and "Ecological Risk Assessment".

17. In the FS Report, Respondents shall determine and evaluate (based on treatability testing, where appropriate) alternatives for remedial action that protect human health and the environment by recycling waste or by eliminating, reducing and/or controlling risks posed through each pathway at the Site. In the FS Report,

the Respondents shall evaluate a range of alternatives including but not limited to those alternatives described in 40 C.F.R. § 300.430(e) and remedial alternatives that utilize permanent solutions and alternative treatment technologies or resource recovery technologies. The FS Reports shall include a detailed analysis of individual alternatives against each of the nine evaluation criteria in 40 C.F.R. § 300.430(e)(9)(iii) and a comparative analysis that focuses upon the relative performance of each alternative against the nine criteria in 40 C.F.R. § 300.430(e)(9)(iii).

18. Respondents shall submit to U.S. EPA and Illinois EPA copies of all plans, reports, submittals and other deliverables required under this Order, the SOW and the RI/FS Planning Documents in accordance with the approved schedule for review and approval pursuant to Section VI.2.6 of this Order (U.S. EPA Approval of Plans and Other Submissions). Upon request by U.S. EPA, Respondents shall submit in electronic form all portions of RI and FS Reports, and any report or other deliverable Respondents are required to submit pursuant to provisions of this Order, including the SOW. Upon approval by U.S. EPA, all deliverables under this Order, including the SOW, shall be incorporated into and become enforceable under this Order.

19. The Work conducted under this Order is subject to approval by U.S. EPA (in consultation with IEPA) and shall provide all appropriate and necessary information to assess site conditions and evaluate alternatives to the extent necessary to select a remedy that will be consistent with CERCLA and the National Oil and Hazardous Substances Pollution Contingency Plan, 40 C.F.R. Part 300 ("NCP").

2.1 <u>RI/FS Work Plan</u>

20. Within 90 calendar days of the effective date of this Order, the Respondents shall submit to U.S. EPA for review and approval (with a copy to IEPA) a preliminary planning report as described in the SOW. Within 30 days after U.S. EPA approval of the preliminary planning report, Respondents shall submit for review and approval a complete RI/FS work plan that is consistent with this Order and the SOW.

21. Upon approval by U.S. EPA (in consultation with IEPA), Respondents shall implement all activities required by the RI/FS Work Plan in accordance with the approved schedules. Respondents shall not commence or undertake any sampling activities either on or off-Site without prior U.S. EPA approval.

2.1.1 Health and Safety Plan

22. As part of the RI/FS work plan, the Respondents shall submit for U.S. EPA review and comment (in consultation with IEPA) a plan that ensures the protection of the public health and safety during performance of work under this Order. The plan shall comply with applicable Occupational Safety and Health Administration ("OSHA") regulations found at 29 CFR Part 1910 and shall be prepared in accordance with U.S. EPA's Standard Operating Safety Guide (PUB 9285.1-03, PB 92-963414, June 1992 or subsequently issued guidance). If U.S. EPA determines it is appropriate, the plan shall also include contingency planning. Respondents shall incorporate all changes to the plan recommended by U.S. EPA, and implement the plan during the pendency of the RI/FS.

2.1.2 Quality Assurance and Sampling

23. As part of the RI/FS work plan, the Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a sampling and analysis plan. This plan shall consist of a field sampling plan and a quality assurance project plan as described in the SOW and U.S. EPA guidances. The Respondents shall ensure that all sampling and analyses performed pursuant to this Order conforms to U.S. EPA direction, approval, and guidance regarding sampling, quality assurance/quality control ("QA/QC"), data validation, and chain of custody procedures.

24. Upon approval by U.S. EPA (in consultation with IEPA), Respondents shall implement the sampling and analysis plan.

25. Upon request by U.S. EPA, Respondents shall have such a laboratory analyze samples submitted by U.S. EPA for quality assurance monitoring. Respondents shall provide to U.S. EPA the QA/QC procedures followed by all sampling teams and laboratories performing data collection and/or analysis. Respondents shall also ensure provision of analytical tracking information consistent with, at a minimum, OSWER Directive No. 9240.0-2B, "Extending the Tracking of Analytical Services to PRP-Lead Superfund Sites."

26. Upon request by U.S. EPA, Respondents shall allow U.S. EPA, IEPA, or their authorized representatives to take split and/or duplicate samples of any samples collected by Respondents or their contractors or agents while performing work under this Order. Respondents shall notify U.S. EPA and IEPA not less than 14 calendar days in advance of any sample collection activity. U.S. EPA and IEPA shall have the right to take any additional samples that they deem necessary.

2.2 RI Report

27. The RI Report will be developed in two primary phases: the Site Characterization Technical Memorandum and the Risk Assessment Technical Memorandum.

2.2.1 Site Characterization Technical Memorandum

28. Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a Site Characterization Technical Memorandum, in accordance with the schedule contained in the SOW. The Site Characterization Technical Memorandum shall present the results of the site characterization activities as described in the SOW.

2.2.2 Risk Assessment Technical Memorandum

29. Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a Risk Assessment Technical Memorandum, in accordance with the schedule contained in the SOW. The Risk Assessment Technical Memorandum shall evaluate both ecological risks and human health risks and shall present the results of the Risk Assessment activities as described in the SOW.

2.2.3 Final RI Report

30. Within 30 calendar days after approval of the Risk Assessment Technical Memorandum, the Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a draft RI Report that is consistent with this Order and the SOW.

31. The draft RI report and all revisions thereto shall 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 this Report, the information submitted is true, accurate, and complete.

2.2.4 Interim Actions

32. In developing the RI, to the extent possible, Respondents shall also identify and evaluate potential interim response activities that may be implemented to reduce or eliminate human exposures to contamination at or from the industrial portion of the Site prior to completion of the RI. Such response activities

shall be discussed in the Phase II Technical Memorandum, and Respondents may propose to implement such activities pursuant to section VI.2.5 of this Order.

2.3 FS Report

33. Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a draft FS Report that is consistent with this Order and the SOW. The FS Report will be developed in three primary phases: the Remedial Action Objectives Technical Memorandum, the Alternatives Screening Technical Memorandum, and the Comparative Analysis of Alternatives Technical Memorandum.

2.3.1 Remedial Action Objectives Technical Memorandum

34. Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a Remedial Action Objectives Technical Memorandum, in accordance with the schedule contained in the SOW. Based on the results of the approved RI Report, the Remedial Action Objectives Technical Memorandum shall identify the constituents and media of concern, the actual and potential exposure pathways and receptors, and the appropriate cleanup objectives for the identified media and pathways.

2.3.2 Alternatives Screening Technical Memorandum

35. Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) an Alternatives Screening Technical Memorandum, in accordance with the schedule contained in the SOW. The Alternatives Screening Technical Memorandum shall develop an appropriate range of waste management options that will be evaluated through the development and screening of alternatives, as provided in the SOW and RI/FS Work Plan. Respondents shall summarize the development and screening of remedial alternatives, and include an alternatives array document as described in the SOW.

2.3.3 Comparative Analysis of Alternatives Technical Memorandum

36. Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a Comparative Analysis of Alternatives Technical Memorandum, in accordance with the schedule contained in the SOW. The Comparative Analysis of Alternatives Technical Memorandum shall summarize the results of the comparative analysis performed between the remedial alternatives and present the results of all treatability studies performed, as described in the SOW.

2.3.4 Final FS Report

37. Within 21 calendar days after approval of the Comparative Analysis of Alternatives Technical Memorandum, the Respondents shall submit to U.S. EPA for approval (with a copy to IEPA) a draft FS Report that is consistent with this Order and the SOW.

38. The draft FS report and all revisions thereto shall 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 this Report, the information submitted is true, accurate, and complete.

39. Respondents shall not commence or undertake any remedial actions at the Site without prior U.S. EPA approval.

2.4 Reporting

40. Respondents shall submit a monthly written progress report to U.S. EPA and IEPA concerning actions undertaken pursuant to this Order, beginning 30 calendar days after the effective date of this Order, until termination of this Order, unless otherwise directed in writing by the RPM. These reports shall: (1) describe all significant developments during the preceding period, including the work performed and any problems encountered; (2) provide all analytical data received during the reporting period; (3) describe all developments anticipated during the next reporting period, including a schedule of work to be performed; and (4) describe all anticipated problems and planned resolutions of past or anticipated problems.

41. Respondents shall make presentations at, and participate in, meetings at the request of U.S. EPA during the initiation, conduct, and completion of the RI/FS. In addition to discussion of the technical aspects of the RI/FS, topics will include anticipated problems or new issues. Meetings will be scheduled at U.S. EPA's discretion (in consultation with IEPA and the Respondents).

42. Any Respondent that owns any portion of the Site shall, at least 20 calendar days prior to the conveyance of any interest in real property at the Site, give written notice of this Order to the transferee and written notice of the proposed conveyance to U.S. EPA and IEPA. The notice to U.S. EPA and IEPA shall include the name and address of the transferee. The party conveying such

an interest shall require that the transferee will provide access as described in Section VI.3. (Access to Property and Information).

2.5 Additional Work

43. In the event that the U.S. EPA or the Respondents determine that additional work is necessary to accomplish the objectives of the RI/FS, notification of such additional work shall be provided to the other parties in writing. Any additional work which Respondents determine to be necessary shall be subject to U.S. EPA's written approval (in consultation with IEPA) prior to commencement of the additional work. Respondents shall complete, in accordance with standards, specifications, and schedules U.S. EPA has approved, any additional work Respondents have proposed, and which U.S. EPA has approved in writing or that U.S. EPA has determined to be necessary, and has provided written notice of pursuant to this paragraph. Subject to Dispute Resolution as provided in Section IX, Respondents shall implement the additional tasks that U.S. EPA determines are necessary.

2.6 U.S. EPA Approval of Plans and other Submissions

44. After review of any plan, report or other item that is required to be submitted for approval pursuant to this Order, including the SOW, U.S. EPA (in consultation with IEPA) 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. However, U.S. EPA shall not modify a submission without first providing Respondents at least one notice of deficiency and an opportunity to cure within 14 days, except where to do so would cause serious disruption to the Work or where previous submission(s) have been disapproved due to material defects.

45. In the event of approval, approval upon conditions, or modification by U.S. EPA, pursuant to Subparagraph 44(a), (b), (c) or (e), Respondents shall proceed to take any action required by the plan, report or other item, as approved or modified by U.S. EPA subject only to their right to invoke the Dispute Resolution procedures set forth in Section IX with respect to the modifications or conditions made by U.S. EPA. Following U.S. EPA approval or modification of a submittal or portion thereof, Respondents shall not thereafter alter or amend such submittal or portion thereof unless directed by U.S. EPA. In the event that U.S. EPA modifies the submission to cure the deficiencies pursuant

to Subparagraph 44(c) and the submission had a material defect, U.S. EPA retains the right to seek stipulated penalties, as provided in Section XI. U.S. EPA also retains the right to perform its own studies, complete the RI/FS (or any portion of the RI/FS), and seek reimbursement from Respondents for its costs; and/or seek any other appropriate relief.

46. Resubmission of Plans.

a. Upon receipt of a notice of disapproval or required modifications, Respondents shall, within 21 days or such longer time as specified by U.S. EPA in such notice, correct the deficiencies and resubmit the plan, report, or other item for approval. Any stipulated penalties applicable to the submission, as provided in Section XI, shall accrue during the 21-day period or otherwise specified period but shall not be payable unless the resubmission is disapproved or modified due to a material defect as provided in Paragraphs 47 and 48.

b. Notwithstanding the receipt of a notice of disapproval, Respondents shall proceed, at the direction of U.S. EPA, to take any action required by any non-deficient portion of the relevant submission. Implementation of any non-deficient portion of a submission shall not relieve Respondents of any liability for stipulated penalties under Section XI.

c. For all remaining deliverables not enumerated above in Sections 2.1-2.3 and 2.5, Respondents shall proceed with all subsequent tasks, activities and deliverables without awaiting U.S. EPA approval on the submitted deliverable. U.S. EPA reserves the right to stop Respondents from proceeding further, either temporarily or permanently, on any task, activity or deliverable at any point during the RI/FS.

47. If U.S. EPA disapproves a resubmitted plan, report or other item, or portion thereof, U.S. EPA may direct Respondents to correct the deficiencies and specify the date by which the corrections must be submitted. U.S. EPA also retains the right to modify or develop the plan, report or other item. Respondents shall implement any such plan, report, or item as corrected, modified or developed by U.S. EPA, subject only to their right to invoke the dispute resolution procedures set forth in Section IX. In the event of U.S. EPA disapproval of a revised submittal, Respondents may be deemed in violation of this Order. If Respondents are deemed in violation of this Order, U.S. EPA retains the right to seek stipulated or statutory penalties; perform its own studies, complete the RI/FS (or any portion of the RI/FS) under CERCLA and the NCP, and seek reimbursement from the

Respondents for its costs; to terminate this Order; and/or seek any other appropriate relief.

48. If upon resubmission, a plan, report, or item is disapproved or modified by U.S. EPA due to a material defect, Respondents shall be deemed to have failed to submit such plan, report, or item timely and adequately unless Respondents invoke the dispute resolution procedures in accordance with Section IX and U.S. EPA's action is revoked or substantially modified pursuant to a Dispute Resolution decision issued by U.S. EPA or superceded by an agreement reached pursuant to that Section. The provisions of Section IX and XI shall govern the implementation of the Work and accrual and payment of any stipulated penalties during Dispute Resolution. If U.S. EPA's disapproval or modification is not otherwise revoked, substantially modified or superceded as a result of a decision or agreement reached pursuant to the Dispute Resolution process set forth in Section IX, stipulated penalties shall accrue for such violation from the date on which the initial submission was originally required, as provided in Section XI.

49. In the event that U.S. EPA takes over some of the tasks, but not the preparation of the RI Report or the FS Report, Respondents shall incorporate and integrate information supplied by U.S. EPA into the final reports.

50. All plans, reports, and other items submitted to U.S. EPA under this Order shall, upon approval or modification by U.S. EPA, be incorporated into and enforceable under this Order. In the event U.S. EPA approves or modifies a portion of a plan, report, or other item submitted to U.S. EPA under this Order, the approved or modified portion shall be incorporated into and enforceable under this Order.

51. Neither failure of U.S. EPA to expressly approve or disapprove of Respondents' submissions within a specified time period, nor the absence of comments, shall be construed as approval by U.S. EPA. Whether or not U.S. EPA gives express approval for Respondents' deliverables, Respondents are responsible for preparing deliverables acceptable to U.S. EPA.

2.7 <u>Community Relations and Technical Assistance Plan</u>

52. U.S. EPA will prepare a Community Relations Plan, in consultation with IEPA and in accordance with U.S. EPA guidance and the NCP. Respondents shall provide information and conduct other activities as requested by U.S. EPA to support community relations programs. If a community group requests funding for technical assistance, within 30 days after notification by

U.S. EPA of such a request, Respondents shall prepare a Technical Assistance Plan ("TAP"). The Technical Assistance Plan shall provide for funding and administration of up to $50,000 in funds provided by Respondents to be used by selected qualified representatives of the community to hire independent technical advisors during the Work conducted pursuant to this Consent Order. The TAP shall state that Respondents will provide and administer any additional amounts needed if U.S. EPA, in its discretion, determines that the selected community group has demonstrated such a need (under the standards provided in 40 C.F.R. §35.4065) prior to U.S. EPA's issuance of the ROD based on the RI/FS conducted pursuant to this Order. If U.S. EPA disapproves of or requires revisions to the TAP, in whole or in part, Respondents shall amend and submit to U.S. EPA a revised TAP that is responsive to U.S. EPA's comments, within 21 days of receiving EPA's comments. TAP funds may not be used to support litigation activities and the Citizen's Advisory Group for the Site is not eligible to receive funding under the TAP.

3. Access to Property and Information

53. Respondents shall provide or obtain access to the Site and off-site areas to which access is necessary to implement this Order, and shall provide access to all records and documentation in their possession or control, or that of their contractors or agents, related to the conditions at the Site and the actions conducted pursuant to this Order. Such access shall be provided to U.S. EPA, IEPA, and their employees, contractors, agents, consultants, designees, representatives. These individuals shall be permitted to move freely at the Site and appropriate off-site areas to which Respondents have access in order to conduct actions which U.S. EPA determines to be necessary. Respondents shall submit to U.S. EPA and IEPA, upon receipt, the results of all sampling or tests and all other data generated by Respondents or their contractor(s), or on the Respondents' behalf during implementation of this Order.

54. Where work or action under this Order is to be performed in areas owned by or in possession of someone other than Respondents, Respondents shall use their best efforts to obtain all necessary access agreements within 30 calendar days after the effective date of this Order, or as otherwise specified in writing by the RPM. Respondents shall notify U.S. EPA within 4 calendar days if, after using their best efforts, they are unable to obtain such agreements. Respondents shall describe in writing their efforts to obtain access. If Respondents cannot obtain access agreements, U.S. EPA may, in its discretion, obtain access for Respondents, perform those tasks or activities with U.S. EPA contractors, or

terminate the Order. In the event that U.S. EPA performs those tasks or activities with U.S. EPA contractors and does not terminate the Order, Respondents shall perform all other activities not requiring access to that property, and shall reimburse U.S. EPA for all costs incurred in performing such activities. Respondents shall integrate the results of any such tasks undertaken by U.S. EPA into its reports and deliverables.

55. Respondents shall provide to U.S. EPA and the State, upon request, copies of all non-privileged documents and information within their possession or control or that of their agents relating to the Work. Respondents shall also make available to U.S. 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. Prior to requesting any such access to individuals, U.S. EPA shall make reasonable efforts to secure such information from Respondents' Project Coordinator.

56. Respondents may assert business confidentiality claims covering part or all of the documents or information submitted to U.S. 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 U.S. 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 U.S. EPA and the State, or if U.S. 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.

57. 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 a Respondent asserts such a privilege in lieu of providing documents, it shall provide U.S. EPA with the following information, to the extent that such information is not covered by the applicable privilege: 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 Respondent. However, no documents, reports or other information

required to be submitted pursuant to this Order shall be withheld on the grounds that they are privileged.

4. Record Retention, Documentation, Availability of Information

58. Until six years after Respondents' receipt of U.S. EPA's notification pursuant to Section XIX, 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 six years after Respondents' receipt of U.S. EPA's notification pursuant to Section XIX, 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. Any information that Respondents are required to provide or maintain pursuant to this Order is not subject to the Paperwork Reduction Act of 1995, 44 U.S.C. §3501 et seq.

59. At the conclusion of this document retention period, Respondents shall notify U.S. EPA and IEPA at least 90 days prior to the destruction of any such records or documents, and, upon request by U.S. EPA or IEPA, Respondents shall deliver any such records or documents to U.S. EPA or the State. 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 U.S. 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 required to be submitted pursuant to this Order shall be withheld on the grounds that they are privileged.

60. Each Respondent hereby certifies individually that to the best of its knowledge and belief, after thorough inquiry, it has not altered, mutilated, discarded, destroyed or otherwise disposed of any records, documents or other information (other than identical copies) relating to its potential liability regarding the Site since notification of potential liability by U.S. EPA or the filing of suit against it regarding the Site and that it has

fully complied with any and all U.S. EPA requests for information pursuant to Sections 104(e) and 122(e) of CERCLA, 42 U.S.C. §§ 9604(e) and 9622(e), and Section 3007 of RCRA, 42 U.S.C. § 6927.

5. Off-Site Shipments

61. a. Respondents shall, 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 U.S. EPA's Designated Project 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.

b. Respondents shall 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 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.

c. The identity of the receiving facility and state will be determined by Respondents following the award of the contract for the remedial investigation and feasibility study. Respondents shall provide the information required by Subparagraph 61.b and 38.d as soon as practicable after the award of the contract and before the Waste Material is actually shipped.

d. Before shipping any hazardous substances, pollutants, or contaminants from the Site to an off-site location, Respondents shall obtain U.S. 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, pollutants, or contaminants from the Site to an off-site facility that complies with the requirements of the statutory provision and regulation cited in the preceding sentence.

6. Compliance With Other Laws

62. Respondents shall perform all activities required pursuant to this Order in accordance with all the requirements of all federal

and state laws and regulations. U.S. EPA has determined that the activities required by this Order are consistent with the NCP.

63. Except as provided in Section 121(e) of CERCLA and the NCP, no permit shall be required for any portion of the activities conducted entirely on-site. Where any portion of the activities is to be conducted off-site and requires a federal or state permit or approval, the Respondents shall submit timely and complete applications and take all other actions necessary to obtain and to comply with all such permits or approvals.

64. This Order is not, and shall not be construed to be, a permit issued pursuant to any federal or state statue or regulation.

7. Emergency Response and Notification of Releases

65. If any incident, or change in Site conditions, during the activities conducted pursuant to this Order causes or threatens to cause an additional release of hazardous substances from the Site or an endangerment to the public health, welfare, or the environment, the Respondents shall immediately take all appropriate action to prevent, abate or minimize such release or endangerment caused or threatened by the release. Respondents shall also immediately notify the RPM or, in the event of his unavailability, shall notify the Regional Duty Officer, Emergency Response Branch, Region 5 at (312) 353-2318, of the incident or Site conditions. If Respondents fail to respond, U.S. EPA may respond to the release or endangerment and reserve the right to recover costs associated with that response.

66. Respondents shall submit a written report to U.S. EPA and IEPA within 10 calendar days after each 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. Respondents shall also comply with any other notification requirements, including those in CERCLA Section 103, 42 U.S.C. § 9603, and Section 304 of the Emergency Planning and Community Right-To-Know Act, 42 U.S.C. § 11004.

VII. AUTHORITY OF THE U.S. EPA REMEDIAL PROJECT MANAGER

67. The RPM shall be responsible for overseeing the implementation of this Order. The RPM shall have the authority vested in an RPM and an On-Scene Coordinator by the NCP, including the authority to halt, conduct, or direct any activities required by this Order, or to direct any other response action undertaken

by U.S. EPA or Respondents at the Site. Absence of the RPM from the Site shall not be cause for stoppage of work unless specifically directed by the RPM.

VIII. REIMBURSEMENT OF COSTS

68. Respondents shall pay all Oversight Costs of the United States related to the Site that are not inconsistent with the NCP. U.S. EPA will send Respondents a bill for Oversight Costs on an annual basis. The bill shall consist of an Itemized Costs Summary. "Oversight Costs" are all costs paid by U.S. EPA after the effective date of this Order relating to this Order, including, but not limited to direct and indirect costs related to overseeing work performed under this Order, and reviewing or developing plans, reports and other items pursuant to this Order.

69. Respondents shall, within 45 calendar days of receipt of a bill from U.S. EPA, remit a cashier's or certified check for the amount of the bill made payable to the "Hazardous Substance Superfund," to the following address:

U.S. Environmental Protection Agency
Program Accounting and Analysis Section
P.O. Box 70753
Chicago, Illinois 60673

Respondents shall simultaneously transmit a copy of the check to the Director, Superfund Division, U.S. EPA Region 5, 77 West Jackson Blvd., Chicago, Illinois, 60604-3590. Payments shall be designated as "Response Costs - Ellsworth Industrial Park Site" and shall reference the payor(')s(') name and address, the U.S. EPA site identification number B52A, and the docket number of this Order.

70. The total amount to be paid by Respondents under this Section shall be deposited in the Ellsworth Industrial Park Special Account within the U.S. EPA Hazardous Substance Superfund to be retained and used to conduct or finance response actions at or in connection with the Site, or to be transferred by U.S. EPA to the U.S. EPA Hazardous Substance Superfund.

71. In the event that any payment is not made within the deadlines described above, Respondents shall pay interest on the unpaid balance. Interest is established at the rate specified in Section 107(a) of CERCLA, 42 U.S.C. § 9607(a). The interest shall begin to accrue on the date of the Respondents' receipt of the bill (or for Past Response Costs, on the effective date of this Order). Interest shall accrue at the rate specified through the

date of the payment. Payments of interest made under this paragraph shall be in addition to such other remedies or sanctions available to the United States by virtue of Respondents' failure to make timely payments under this Section.

72. If any dispute over costs is resolved before payment is due, the amount due will be adjusted as necessary. If the dispute is not resolved before payment is due, Respondents shall pay the full amount of the uncontested costs into the Hazardous Substance Fund as specified above on or before the due date. Within the same time period, Respondents shall pay the full amount of the contested costs into an interest-bearing escrow account. Respondents shall simultaneously transmit a copy of both checks to the RPM. Respondents shall ensure that the prevailing party or parties in the dispute shall receive the amount upon which they prevailed from the escrow funds plus interest within 20 calendar days after the dispute is resolved.

IX. DISPUTE RESOLUTION

73. Unless otherwise expressly provided for in this Order, the dispute resolution procedures of this Section shall be the exclusive mechanism for resolving disputes arising under this Order. The Parties shall attempt to resolve any disagreements concerning this Order expeditiously and informally. Any agreement reached by the parties pursuant to this Section shall be in writing and shall, upon signature by both parties, be incorporated into and become an enforceable part of this Order.

74. If the Respondents object to any U.S. EPA action taken pursuant to this Order, including billings for response costs, the Respondents shall notify U.S. EPA in writing of their objection(s) within 10 calendar days of such action, unless the objection(s) have been informally resolved. This written notice shall include a statement of the issues in dispute, the relevant facts upon which the dispute is based, all factual data, analysis or opinion supporting Respondents' position, and all supporting documentation on which the Respondents rely. U.S. EPA shall submit its Statement of Position, including supporting documentation, within 15 business days of receipt of the written notice of dispute. In the event that these time periods for exchange of written documents may cause a delay in the Work, they shall be shortened upon, and in accordance with, notice by U.S. EPA.

75. U.S. EPA and Respondents shall within 15 calendar days of U.S. EPA's receipt of the Respondents' Statement of Position, attempt to resolve the dispute through formal negotiations

("Negotiation Period"). The Negotiation Period of 15 calendar days may be extended at the sole discretion of U.S. EPA. U.S. EPA's decision regarding an extension of the Negotiation Period shall not constitute a U.S. EPA action subject to dispute resolution or a final Agency action giving rise to judicial review.

76. Any agreement reached by the parties pursuant to this Section shall be in writing, signed by all parties, and shall upon the signature by the parties be incorporated into and become an enforceable element of this Order.

77. U.S. EPA shall maintain an administrative record of any formal dispute under this Section. The record shall include the written notification of such dispute, and the Statement of Position served pursuant to paragraph 74. If the parties are unable to reach an agreement within the Negotiation Period, upon review of the administrative record, the Director of the Superfund Division, U.S. EPA Region 5, shall resolve the dispute consistent with the NCP and the terms of this Order. The decision of U.S. EPA shall be incorporated into and become an enforceable element of this Order upon Respondents' receipt of the decision regarding the dispute.

78. Respondents' obligations under this Order shall not be tolled by submission of any objection for dispute resolution under this Section. Following resolution of the dispute, as provided by this Section, Respondents shall fulfill the requirement that was the subject of the dispute in accordance with the agreement reached or with U.S. EPA's decision, whichever occurs. No U.S. EPA decision made pursuant to this Section shall constitute a final Agency action giving rise to judicial review.

X. FORCE MAJEURE

79. Respondents agree to perform all requirements under this Order within the time limits established under this Order, unless the performance is delayed or prevented by a force majeure. For purposes of this Order, a force majeure is defined as any event arising from causes beyond the control of Respondents, or of any entity controlled by Respondents, including but not limited to their contractors and subcontractors, which delays or prevents performance of any obligation under this Order despite Respondents' best efforts to fulfill the obligation. Force majeure does not include financial inability to complete the work, increased cost of performance, or normal weather events.

80. If any event occurs or has occurred that may delay the performance of any Work obligation under this Order, whether or not caused by a force majeure event, Respondents shall notify

U.S. EPA orally within 24 hours of when Respondents first knew that the event might cause a delay. Within 7 business days thereafter, Respondents shall provide to U.S. EPA in writing an explanation and description of the reasons for the delay; the anticipated duration of the delay; all actions taken or to be taken to prevent or minimize the delay; a schedule for implementation of any measures to be taken to prevent or mitigate the delay or the effect of the delay; Respondents' rationale for attributing such delay to a force majeure event if they intend to assert such a claim; and a statement as to whether, in the opinion of Respondents, such event may cause or contribute to an endangerment to public health, welfare or the environment. Failure to comply with the notice provision of this Section shall be grounds for U.S. EPA to deny Respondents an extension of time for performance. Respondents shall have the burden of demonstrating by a preponderance of the evidence that the event is a force majeure, that the delay is warranted under the circumstances, and that best efforts were exercised to avoid and mitigate the effects of the delay to the satisfaction of U.S. EPA.

81. If U.S. EPA agrees that the delay or anticipated delay is attributable to a force majeure event, the time for performance of the Work obligations under this Order that are affected by the force majeure event will be extended by U.S. EPA for such time as is necessary to complete those obligations. An extension of the time for performance of the Work obligations affected by the force majeure event shall not, of itself, extend the time for performance of any other Work obligation that is not so affected. If U.S. EPA does not agree that the delay or anticipated delay has been or will be caused by a force majeure event, U.S. EPA will notify Respondents in writing of its decision. If U.S. EPA agrees that the delay is attributable to a force majeure event, U.S. EPA will notify Respondents in writing of the length of the extension, if any, for performance of the obligations affected by the force majeure event.

XI. STIPULATED AND STATUTORY PENALTIES

82. Respondents shall be liable to U.S. EPA for stipulated penalties in the amounts set forth below for failure to comply with the Work requirements of this Order specified below, unless excused under Section X, or modified by written agreement of the parties under Section XVIII:

Deliverable/Activity	Penalty For Days 1-7	Penalty For > 7 Days
Failure to Submit a Draft work plan or RI or FS Report	$500/Day	$1250/Day

Failure to Submit a revised work plan or RI or FS Report	$500/Day	$1250/Day
Failure to Submit a Data Report or Technical Memorandum	$500/Day	$1,000/Day
Late Submittal of Progress Reports or Other Miscellaneous Reports/Submittals	$250/Day	$ 500/Day
Failure to Meet any Scheduled Deadline in the Order	$250/Day	$ 500/Day

83. Unless the failure to perform is excused or the timing for performance is otherwise modified by the parties, all penalties shall begin to accrue on the day after the complete performance is due or the day a violation occurs, and shall continue to accrue through the final day of the correction of the noncompliance or completion of the activity. However, stipulated penalties shall not accrue: 1) with respect to a deficient submission under Section VI.2 (Work to be Performed), during the period, if any, beginning on the 31st day after U.S. EPA's receipt of such submission until the date that U.S. EPA notifies Respondents of any deficiency; and 2) with respect to a decision by the Director of the Superfund Division, U.S. EPA Region 5, under Section IX (Dispute Resolution), during the period, if any, beginning on the 21st day after the U.S. EPA submits its Statement of Position until the date that the Director of the Superfund Division, U.S. EPA Region 5, issues a final decision regarding such dispute. Nothing herein shall prevent the simultaneous accrual of separate penalties for separate violations of this Order.

84. Following U.S. EPA's determination that Respondents have failed to comply with a requirement of this Order, U.S. EPA may give Respondents written notification of the failure and describe the noncompliance. U.S. EPA may send Respondents a written demand for payment of the penalties. However, penalties shall accrue as provided in the preceding paragraphs regardless of whether U.S. EPA has notified Respondents of a violation. Penalties accrue and are assessed per violation per day.

85. All penalties accruing under this Section shall be due and payable to U.S. EPA within 30 days of Respondents' receipt from U.S. EPA of a demand for payment of the penalties, unless

Respondents invoke the dispute resolution procedures under Section XIV (Dispute Resolution). All payments to U.S. EPA under this Section shall be paid by certified or cashier's check(s) made payable to "EPA Hazardous Substances Superfund," to the following address:

U.S. Environmental Protection Agency
Program Accounting & Analysis Section
P.O. Box 70753
Chicago, Illinois 60673

Respondents shall simultaneously transmit a copy of the check to the Director, Superfund Division, U.S. EPA Region 5, 77 West Jackson Blvd., Chicago, Illinois, 60604-3590. Payments shall be designated as "Stipulated Penalties - Ellsworth Industrial Park Site" and shall reference the payers' name and address, the U.S. EPA site identification number (05B52A), and the docket number of this Order.

86. The payment of penalties shall not alter in any way Respondents' obligation to complete performance of the Work required under this Order.

87. Penalties shall continue to accrue during any dispute resolution period, but need not be paid until 15 days after the dispute is resolved by agreement or by receipt of U.S. EPA's decision determining that payment is due.

88. If Respondents fail to pay stipulated penalties when due, U.S. EPA may institute proceedings to collect the penalties, as well as Interest. Respondents shall pay Interest on the unpaid balance, which shall begin to accrue on the date of demand made pursuant to paragraph 84. Nothing in this Order shall be construed as prohibiting, altering, or in any way limiting the ability of U.S. EPA to seek any other remedies or sanctions available by virtue of Respondents' violation of this Order, including, but not limited to, penalties pursuant to Sections 106(b) and 122(*l*) of CERCLA, 42 U.S.C. §§ 9606(b) and 9622(*l*), and punitive damages pursuant to Section 107(c)(3) of CERCLA, 42 U.S.C. § 9607(c)(3). Provided, however, that, U.S. EPA shall not seek civil penalties pursuant to Section 106(b) or 122(*l*) of CERCLA or punitive damages pursuant to Section 107(c)(3) of CERCLA for any violation for which a stipulated penalty is provided herein, except in the case of a willful violation of this Order. Should Respondents violate this Order or any portion hereof, U.S. EPA may carry out all or part of the required actions unilaterally, pursuant to Section 104 of CERCLA, 42 U.S.C. §§ 9604. Notwithstanding any other provision of this Section, U.S. EPA may, in its unreviewable discretion, waive any portion of stipulated penalties that have accrued pursuant to this Order.

XII. RESERVATION OF RIGHTS

89. Except as specifically provided in this Order, nothing herein shall limit the power and authority of U.S. 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, contaminants, or oil or hazardous or solid waste on, at, or from the Site. Further, nothing herein shall prevent U.S. EPA from seeking legal or equitable relief to enforce the terms of this Order. U.S. EPA also reserves the right to take any other legal or equitable action as it deems appropriate and necessary, or to require the Respondents in the future to perform additional activities pursuant to CERCLA or any other applicable law. U.S. EPA reserves its rights in regard to claims, prior actions, orders, or agreements with Respondents. The covenant not to sue by U.S. EPA set forth in Section XIV does not pertain to any matters other than those expressly identified therein. The United States and U.S. EPA reserve, and this Agreement is without prejudice to, all rights against the Respondents with respect to all other matters, including but not limited to:

a. liability for failure of Respondents to meet a requirement of this Order by Consent;

b. liability for costs incurred or to be incurred that are not Oversight Costs as defined in Section VII of this Order;

c. liability for injunctive relief or administrative order enforcement under Section 106 of CERCLA, 42 U.S.C. § 9606, excluding work performed under the terms of this Order;

d. criminal liability;

e. liability for damages for injury to, destruction of, or loss of natural resources, and for the costs of any natural resource damage assessments.

f. liability arising from the past, present, or future disposal, release or threat of release of Waste Materials outside of the Site; and

g. liability for costs incurred or to be incurred by the Agency for Toxic Substances and Disease Registry related to the Site.

XIII. OTHER CLAIMS

90. By issuance of this Order, the United States and U.S. EPA assume no liability for injuries or damages to persons or property resulting from any acts or omissions of Respondents. The United

States or U.S. EPA shall not be a party or be held out as a party to any contract entered into by the Respondents or their directors, officers, employees, agents, successors, representatives, assigns, contractors, or consultants in carrying out activities pursuant to this Order.

91. Except as expressly provided in Section XIV (Covenant Not To Sue), nothing in this Order constitutes a satisfaction of or release from any claim or cause of action against the Respondents or any person not a party to this Order, for any liability such person may have under CERCLA, other statutes, or the common law, including but not limited to any claims of the United States for costs, damages and interest under Sections 106(a) or 107(a) of CERCLA, 42 U.S.C. §§ 9606(a), 9607(a).

92. No action or decision by U.S. EPA pursuant to this Order shall give rise to any right to judicial review except as set forth in Section 113(h) of CERCLA, 42 U.S.C. § 9613(h).

93. For the purposes of Section 113(g)(1) of CERCLA, the parties agree that, upon issuance of this Administrative Order on Consent for performance of an RI/FS at the Site, remedial action under CERCLA shall be deemed to be scheduled and an action for damages (as defined in 42 U.S.C. § 9601(6)) must be commenced within 3 years after the completion of the remedial action.

XIV. COVENANT NOT TO SUE BY U.S. EPA

94. Except as reserved in Section XII of this Order, in consideration of the actions that will be performed and the payments that will be made by Respondents under the terms of this Order, and except as otherwise specifically provided in this Order, U.S. EPA covenants not to sue or to take administrative action against Respondents pursuant to Sections 106 and 107(a) of CERCLA, 42 U.S.C. §§ 9606 and 9607(a), for performance of the Work and for recovery of Future Response Costs. This covenant not to sue shall take effect upon the Effective Date and is conditioned upon the complete and satisfactory performance by Respondents of all obligations under this Order, including, but not limited to, payment of Oversight Costs pursuant to Section VIII. This covenant not to sue extends only to Respondents and does not extend to any other person.

XV. COVENANT NOT TO SUE BY RESPONDENTS

95. Respondents covenant not to sue and agree not to assert any claims or causes of action against the United States, or its contractors or employees, with respect to the Work, Oversight Costs, or this Order, including, but not limited to:

a. any direct or indirect claim for reimbursement from the Hazardous Substance Superfund established by 26 U.S.C. § 9507, based on Sections 106(b)(2), 107, 111, 112, or 113 of CERCLA, 42 U.S.C. §§ 9606(b)(2), 9607, 9611, 9612, or 9613, or any other provision of law;

b. any claim arising out of the Work or arising out of the response actions for which the Oversight Costs have or will be incurred, including any claim under the United States Constitution, the Illinois Constitution, the Tucker Act, 28 U.S.C. § 1491, the Equal Access to Justice Act, 28 U.S.C. § 2412, as amended, or at common law; or

c. any claim against the United States pursuant to Sections 107 and 113 of CERCLA, 42 U.S.C. §§ 9607 and 9613, relating to the Work or payment of Past Response Costs or Future Response Costs.

96. These covenants not to sue shall not apply in the event the United States brings a cause of action or issues an order pursuant to the reservations set forth in Paragraphs 89 (b), (c), and (e) - (g), but only to the extent that Respondents' claims arise from the same response action, response costs, or damages that the United States is seeking pursuant to the applicable reservation.

97. The Respondents reserve, and this Order is without prejudice to, their potential claims against the United States for intentional or willful torts committed by any employee of the United States while acting within the scope of their office or employment, to the extent such claims are otherwise allowed by any statute other than CERCLA and for which the waiver of sovereign immunity is found in a statute other than CERCLA. Respondents' reservation does not include any claim based on U.S. EPA's selection of response actions, or U.S. EPA's oversight or approval of the Work.

98. Nothing in this Agreement shall be deemed to constitute approval or preauthorization of a claim within the meaning of Section 111 of CERCLA, 42 U.S.C. § 9611, or 40 C.F.R.§ 300.700(d).

99. Respondents agree not to seek judicial review of the final rule listing the Site on the NPL based on a claim that changed site conditions that resulted from the performance of response actions under this Order or previous Orders related to the Site in any way affected the basis for listing the Site.

XVI. CONTRIBUTION PROTECTION

100. With regard to claims for contribution against Respondents for matters addressed in this Order, the Parties hereto agree that

the Respondents are entitled to protection from contribution actions or claims to the extent provided by Section 113(f)(2) and 122(h)(4) of CERCLA, 42 U.S.C. §§ 9613(f)(2) and 9622(h)(4) for "matters addressed" in this Order. The "matters addressed" in this Order are the performance of an RI/FS for the industrial portion of the Site. Except as expressly provided herein, nothing in this Order precludes the United States or Respondents from asserting any claims, causes of action, or demands against any persons not parties to this Order for indemnification, contribution, or cost recovery. Nothing in this Order precludes Respondents from asserting any claims, causes of action, or demands against any Respondents who fail to comply with this Order for any reason, or any action allowed by separate agreement among the Respondents regarding their participation in this Order.

XVII. INDEMNIFICATION

101. Respondents shall indemnify, save and hold harmless the United States, its officials, agents, contractors, subcontractors, employees and representatives from any and all claims or causes of action arising from, or on account of, negligent or other wrongful acts or omissions of Respondents, their officers, directors, employees, agents, contractors, or subcontractors, in carrying out the Work pursuant to this Order. In addition, Respondents agree to pay the United States all costs incurred by the United States, including but not limited to attorneys fees and other expenses of litigation and settlement, arising from or on account of claims made against the United States based on negligent or other wrongful acts or omissions of Respondents, their officers, directors, employees, agents, contractors, subcontractors and any persons acting on their behalf or under their control, in carrying out activities pursuant to this Order. The United States shall not be held out as a party to any contract entered into by or on behalf of Respondents in carrying out activities pursuant to this Order. Neither Respondents nor any such contractor shall be considered an agent of the United States.

102. The United States shall give Respondents notice of any claim for which the United States plans to seek indemnification pursuant to this Section and shall consult with Respondents prior to settling such claim.

103. Respondents waive all claims against the United States for damages or reimbursement or for set-off of any payments made or to be made to the United States, arising from or on account of any contract, agreement, or arrangement between any one or more of Respondents and any person for performance of Work. In addition, Respondents shall indemnify and hold harmless the United States with respect to any and all claims for damages or reimbursement arising from or on account of any contract, agreement, or

arrangement between any one or more of Respondents and any person for performance of Work.

XVIII. MODIFICATIONS

104. Except as otherwise specified in Section VI.2. (Work To Be Performed), if any party believes modifications to any plan or schedule are necessary during the course of this project, they shall conduct informal discussions regarding such modifications with the other parties. Any agreed-upon modifications to any plan or schedule shall be memorialized in writing within 10 calendar days; however, the effective date of the modification shall be the date of the RPM's oral direction. Any other requirements of this Order may be modified in writing by mutual agreement of the parties. Any modification to this Order shall be incorporated into and made an enforceable part of this Order.

105. If Respondents seek permission to deviate from any approved plan or schedule, Respondents' Project Coordinator shall submit a written request to U.S. EPA for approval (in consultation with IEPA) outlining the proposed modification and its basis. Respondents may not proceed with the requested deviation until receiving oral or written approval from the RPM pursuant to paragraph 104.

106. No informal advice, guidance, suggestion, or comment by U.S. EPA regarding reports, plans, specifications, schedules, or any other writing submitted by the Respondents shall relieve Respondents of their obligations to obtain such formal approval as may be required by this Order, and to comply with all requirements of this Order unless it is formally modified.

XIX. NOTICE OF COMPLETION

107. When U.S. EPA determines (in consultation with IEPA) that all work, including the RI and FS Reports, has been fully performed in accordance with this Order, except for certain continuing obligations required by this Order (e.g., record retention, payment of costs), U.S. EPA will provide written notice to the Respondents. If U.S. EPA determines (in consultation with IEPA) that any such Work has not been completed in accordance with this Order, U.S. EPA will notify Respondents, provide a list of the deficiencies, and require that Respondents modify the RI/FS Planning Documents or other work plan if appropriate in order to correct such deficiencies. Respondents shall implement the modified and approved RI/FS Planning Documents or other approved work plan and shall submit the required deliverable(s) in accordance with the U.S. EPA notice. Failure by Respondents to implement the approved modified RI/FS Planning Documents or other work plan shall be a violation of this Order.

XX. SUBMITTALS/CORRESPONDENCE

108. Any notices, documents, information, reports, plans, approvals, disapprovals, or other correspondence required to be submitted from one party to another under this Order, shall be deemed submitted either when hand-delivered or as of the date of receipt by certified mail/return receipt requested, express mail, or facsimile in accordance with this section.

109. Correspondence and communications from U.S. EPA and IEPA shall be addressed to:

[insert names]

Three copies of all correspondence, communication, and submittals from Respondents shall be directed to the following, and additional copies to other individuals he may identify:

Ross delRosario
Remedial Project Manager
United States Environmental Protection Agency
77 West Jackson Blvd., Mailcode SR-6J
Chicago, Illinois 60604-3590
Phone (312) 886-7167
FAX (312) 353-5541
Email "delrosario.rosauro@epa.gov"

Two copies of all correspondence, communication, and submittals from Respondents shall be directed to the following, and additional copies to other individuals he may identify:

Fred W. Nika, Jr.
Remedial Project Manager
Illinois Environmental Protection Agency
Division of Remediation Management
1021 North Grand Avenue East
Springfield, Illinois 62702
Phone (217) 782-3983
FAX (217) 782-3258
E-mail "epa4217@epa.state.il.us"

One copy of all correspondence, communication, and submittals from Respondents shall be directed to:

Thomas Krueger
Associate Regional Counsel
U.S. EPA - Region 5

77 West Jackson Boulevard, C-14J
Chicago, Illinois 606064-3590
Phone (312) 886-0562
FAX (312) 886-0747
E-mail "krueger.thomas@epa.gov"

XXI. SEVERABILITY

110. If a court of competent jurisdiction issues an order that invalidates any provision of this Order or finds that Respondents have sufficient cause not to comply with one or more provisions of this Order, Respondents shall remain bound to comply with all provisions of this Order not invalidated or determined to be subject to a sufficient cause defense by the court's order.

XXII. FINANCIAL ASSURANCE AND INSURANCE

111. Respondents shall establish and maintain a financial instrument or trust account or other financial mechanism acceptable to U.S. EPA, funded sufficiently to perform the work and any other obligations required under this Order, including a margin for cost overruns.

112. Within 15 days after the effective date of this Order, Respondents shall fund the financial instrument or trust account sufficiently to perform the work required under this Order projected for the period beginning with the effective date of the Order through December 31, 2005. Beginning December 15, 2005, and on or before the 15th calendar day of each calendar year quarter thereafter, Respondents shall fund the financial instrument or trust account sufficiently to perform the work and other activities required under this Order projected for the succeeding calendar year quarter.

113. If at any time the net worth of the financial instrument or trust account is insufficient to perform the work and other obligations under the Order for the upcoming quarter, Respondents shall provide written notice to U.S. EPA within 7 days after the net worth of the financial instrument or trust account becomes insufficient. The written notice shall describe why the financial instrument or trust account is funded insufficiently and explain what actions have been or will be taken to fund the financial instrument or trust account adequately. Respondents' inability to demonstrate financial ability to complete the Work shall in no way excuse performance of any activities required under this Order.

114. Respondents may change the form of financial assurance provided under this Section at any time, upon notice to and prior written approval by U.S. EPA, provided that U.S. EPA determines that the new form of assurance meets the requirements of this Section.

115. Prior to commencement of any work under this Order, Respondents shall secure, and shall maintain in force for the duration of this Order, and for two years after the completion of all activities required by this Order, Comprehensive General Liability ("CGL") and automobile insurance, with limits of $2 million dollars, combined single limit, naming as insured the United States. The CGL insurance shall include Contractual Liability Insurance in the amount of $_____ per occurrence, and Umbrella Liability Insurance in the amount of $2 million per occurrence.

116. Respondents shall also secure, and maintain in force for the duration of this Order and for two years after the completion of all activities required by this Consent Order the following:

a. Professional Errors and Omissions Insurance in the amount of $1,000,000.00 per occurrence.

b. Pollution Liability Insurance in the amount of $1,000,000.00 per occurrence, covering as appropriate both general liability and professional liability arising from pollution conditions.

117. For the duration of this Order, Respondents shall satisfy, or shall ensure that their contractors or subcontractors satisfy, all applicable laws and regulations regarding the provision of employer's liability insurance and workmen's compensation insurance for all persons performing work on behalf of the Respondents, in furtherance of this Order.

118. If Respondents demonstrate by evidence satisfactory to U.S. 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 with respect to that contractor or subcontractor Respondents need provide only that portion of the insurance described above which is not maintained by the contractor or subcontractor.

119. Prior to commencement of any work under this Order, and annually thereafter on the anniversary of the effective date of this Order, Respondents shall provide to U.S. EPA certificates of such insurance and a copy of each insurance policy.

120. At least 7 days prior to commencing any work under this Order, Respondents shall certify to U.S. EPA that the required insurance has been obtained by that contractor.

XXIII. EFFECTIVE DATE AND COMPUTATION OF TIME

121. This Order shall be effective upon signature by the Director, Superfund Division, U.S. EPA Region 5. For the purposes

of this Order, the term "day" shall mean a calendar day. In computing any period of time under this Order, where the last day of the period would fall on a Saturday or Sunday, the period shall run until noon, Central Time of the following Monday.

IN THE MATTER OF:

ELLSWORTH INDUSTRIAL PARK SITE, DOWNERS GROVE, IL

SIGNATORIES

Each undersigned representative of a signatory to this Administrative Order on Consent certifies that he or she is fully authorized to enter into the terms and conditions of this Order and to bind such signatory, its directors, officers, employees, agents, successors and assigns, to this document.

Agreed this _____ day of _____, 2005.

By _____

By _____

By _____

IT IS SO ORDERED AND AGREED

BY:_____ DATE:_____

Richard C. Karl, Director
Superfund Division
United States Environmental Protection Agency
Region 5

ATTACHMENT A

To be developed

ATTACHMENT B

To be developed

ENCLOSURE E

STATEMENT OF WORK
FOR A REMEDIAL INVESTIGATION AND FEASIBILITY STUDY
AT THE ELLSWORTH INDUSTRIAL PARK SITE
SOURCE AREA OPERABLE UNIT
IN THE VILLAGE OF DOWNERS GROVE, DuPAGE COUNTY, ILLINOIS

PURPOSE:

The purpose of this Statement of Work (SOW) is to set forth requirements for conducting a Remedial Investigation and Feasibility Study (RI/FS) at the industrial park portion of the Ellsworth Industrial Park Site (the "Site"). The RI/FS shall be limited to the area of the site designated as the Source Area (OU1). The RI shall evaluate the nature and extent of hazardous substances or contaminants at the industrial park or from past operations at the industrial park Source Area. The RI shall also assess the risk which these hazardous substances or contaminants may present for human health and the environment. The FS Report shall evaluate remedy alternatives for addressing the impact to human health and the environment from hazardous substances or contaminants at the Source Area. It is expected that this RI/FS can be expedited and streamlined due to existence of a substantial data set and knowledge gathered by the Illinois EPA (IEPA) and United States Environmental Protection Agency (USEPA) from site investigations, sampling surveys, and other field work performed since 1991. Given this situation and the desire to complete the work as soon as practicable, the RI/FS shall be performed using the Triad approach for conducting site investigations. A copy of the guidance on the Triad approach is enclosed (see *Technical and Regulatory Guidance for the Triad Approach: A New Paradigm for Environmental Project Management*, December 2003).

The RI/FS shall also be consistent with the relevant portions of the *Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA* (USEPA, Office of Emergency and Remedial Response, October, 1988) and any other guidance that USEPA uses to conduct an RI/FS, as well as any additional requirements in the AOC.

All documents or deliverables required as part of this SOW shall be submitted to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. Respondents shall furnish all personnel, materials, and services necessary for, or incidental to, performing the RI/FS for the Source Area operable unit, except as otherwise specified herein. USEPA, after reasonable opportunity for review and comment by IEPA, may:

1. Approve, in whole or in part, the submission;
2. Require revisions to the submission;
3. Modify the submission;
4. Disapprove, in whole or in part, the submission; or
5. Any combination of the above to conform with the requirements of the AOC, SOW, NCP, or applicable USEPA guidance.

As specified in CERCLA Section 104(a)(1), as amended by SARA, USEPA will provide oversight of the Respondents' activities throughout the RI/FS, including all field sampling activities. The Respondents will support USEPA's initiation and conduct of activities related to the implementation of oversight activities.

At the completion of the RI/FS, USEPA, in consultation with IEPA, will be responsible for the selection of a remedy or remedies for the Source Area and will document this remedy selection in a Record of Decision (ROD). The remedial actions selected by USEPA will meet the cleanup standards specified in CERCLA Section 121. That is, the selected remedial actions will be protective of human health and the environment, will be in compliance with, or include a waiver of, applicable or relevant and appropriate requirements of other laws, will be cost-effective, will use permanent solutions and alternative treatment technologies or resource recovery technologies to the maximum extent practicable, and will address the statutory preference for treatment as a principal element. The final RI and FS Reports as adopted by USEPA will, with the administrative record, form the basis for the selection of the remedies and will provide the information necessary to support the development of the ROD for the Source Area.

SCOPE:

Respondents shall complete the following tasks as part of this RI/FS:

Task 1: Project Scoping and RI/FS Planning Documents
Task 2: Community Involvement Plan
Task 3: Site Characterization and Risk Assessment
Task 4: Remedial Investigation (RI) Report
Task 5: Treatability Studies
Task 6: Development and Screening of Alternatives (Technical Memorandum)
Task 7: Detailed Analysis of Alternatives (FS Report)
Task 8: Progress Reports

TASK 1: PROJECT SCOPING AND RI/FS PLANNING DOCUMENTS

Project Scoping

Scoping is the initial planning phase of the RI/FS process and many of the planning steps begun here are continued and refined in later phases of the RI/FS. For the Ellsworth Industrial Park Source Area (OU1), Respondents shall perform the following scoping activities:

- Meeting with USEPA and IEPA
- Collect and Analyze Existing Data
- Identify Data Gaps
- Identify Preliminary ARARs
- Identify Initial Data Quality Objectives
- Preliminary Planning Report

Meeting: Within thirty (30) days of effective date of this AOC, Respondents shall meet with USEPA/IEPA representatives to discuss all project planning decisions and special concerns associated with the site. The parties shall discuss, among other things, the boundaries of the study area and if a site visit is necessary. The parties shall also discuss the contents of the preliminary planning report described below, which the Respondents will prepare and submit to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA.

Collect and Analyze Existing Data: Respondents shall collect and analyze existing data for the site and develop an initial conceptual site model (CSM) for OU1 from the data collected/analyzed. From this initial CSM, Respondents shall identify the initial remedial action objectives (RAOs) for each actually and potentially affected medium. Respondents shall then identify a preliminary range of broadly defined potential remedial alternatives and associated technology relevant to the known site characteristics. The range of potential alternatives shall encompass, where appropriate, alternatives in which treatment significantly reduces the toxicity, mobility, or volume of the waste, alternatives that involve containment with little or no treatment, and a no-action alternative.

Identify Data Gaps: After analyzing existing data and preparing the initial CSM and RAOs, Respondents shall identify what additional data must be collected in and around the Source Area. These additional data will be used to further refine the CSM, continously as the new data is generated, and assist in modifying the initial set of RAOs. The continous refinement of the CSM and RAOs provides a cost-effective way to ensure confidence in the project outcome, despite the persistence of uncertainties with some of the decision inputs.

Identify Preliminary ARARs: With assistance from USEPA and IEPA, Respondents shall prepare a list of preliminary state and federal applicable or relevant and appropriate requirements (ARARs) for the Source Area.

Data Quality Objectives: Respondents shall identify data quality objectives (DQOs) appropriate for the work at the site. DQOs are statements that specify the type and quality of data to support decisions that have to be made on all remedial response activities at the site. For this project, Respondents shall employ, to the extent possible, real-time measurement technologies (e.g., field-based analysis, high-density sampling, non-specific screening methods, etc.) to support principles of data gathering under the Triad Approach.

Preliminary Planning Report: Within 90 days of effective date of the AOC, Respondents shall submit a preliminary planning report (PPR) to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA The PPR shall: 1) summarize efforts on collecting and analyzing existing data; 2) provide narrative and graphical representations of preliminary CSM and RAOs based on analysis of existing data; 3) describe what additional data is needed to refine the preliminary CSM and RAOs, minimizing uncertainties in decision-making; 4) identify a preliminary set of state and federal ARARs that apply to the Source Area operable unit; and 5) provide a preliminary set of DQO's for all data gathering efforts, including field-based or real-time measurements discussed under the Triad Approach.

RI/FS Planning Documents

Within 30 days of approval of the PPR, Respondents shall submit draft RI/FS planning documents to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. The draft RI/FS planning documents shall include a 1) draft RI/FS Work Plan and 2) draft Sampling and Analysis Plan (SAP) consisting of a draft Field Sampling Plan (FSP) and a draft Quality Assurance Project Plan (QAPP). Respondents shall submit the final RI/FS planning documents to USEPA and IEPA within twenty-one (21) days of receipt of USEPA's comments. The Respondents shall submit any subsequent revisions, if required, to USEPA and IEPA, within fifteen (15) days of receipt of USEPA's comments on the final document. In its response to USEPA's comments, Respondents shall identify all revisions it has made to previous-version RI/FS planning documents and shall not make any changes to the RI/FS planning documents that are not a direct result of addressing comments. In addition to the above documents, Respondents shall also submit to USEPA a site-specific Health and Safety Plan (HASP) and other site-specific plans as described below.

RI/FS Work Plan: Respondents shall use information from the scoping efforts discussed above, including information contained in the PPR, appropriate USEPA guidance, and technical direction provided by the USEPA Remedial Project Manager (RPM), as the basis for preparing the RI/FS Work Plan. For the purposes of formatting, Respondents

shall refer to Appendix B of the RI/FS Guidance for a comprehensive description of the contents of the RI/FS Work Plan. The document should include, at a minimum, the following items related to the Source Area:

- A summary of the information collected during the project scoping phase, including site history/location, description, known site hydrology/geology, demographics, ecological and natural resource features, locations of existing monitoring wells, areas previously sampled by federal, state, and local agencies, etc.;

- A summary description of available data and identify areas where hazardous substances or contaminants were detected and the detected levels;

- A detailed description of the tasks Respondents will undertake to fill in the data gaps determined during scoping activities, with the primary objective of reducing decision uncertainty by refining and/or fine-tuning the CSM and RAOs previously developed for the site;

- A process for and manner of refining and/or identifying additional state and federal ARARs;

- A process for preparing the human health and ecological risk assessments and the Feasibility Study (FS);

- A detailed description of the information the Respondents will produce during and at the conclusion of each task;

- A description of work products/deliverables Respondents will submit to USEPA and IEPA, including deliverables required by this SOW;

- A schedule for starting and completing each of the required activities and submissions, consistent with the RI/FS guidance and other relevant guidance; and

- A project management plan, including a data management plan (e.g., requirements for project management systems and software, minimum data requirments, data format, and backup data management), monthly reports to USEPA and IEPA, and any presentations to USEPA and IEPA at the conclusion of each major phase of the RI/FS.

- A list of key personnel providing support on the RI.

Sampling and Analysis Plan: Within 30 days after approval of the PPR, Respondents shall prepare a draft sampling and analysis plan (SAP) consisting of the Quality Assurance Project Plan (QAPP) and the Field Sampling Plan (FSP). All sampling and analyses performed at the site, including field-based or real-time measurements advocated

in the Triad Approach, shall conform to USEPA direction, approval, and guidance. Respondents shall also ensure that all laboratories used to perform sample analysis participate in a QA/QC program that complies with USEPA guidance. Respondents shall submit a final SAP within 21 days after receipt of comments on the draft version from USEPA.

Upon request by USEPA, Respondents shall have its laboratory analyze samples submitted by USEPA for quality assurance monitoring. The Respondents shall provide USEPA the QA/QC procedures followed by all sampling teams and laboratories performing data collection and/or analysis. The Respondents shall also ensure the provision of analytical tracking information consistent with OSWER Directive No. 9240.0-2B, *Extending the Tracking of Analytical Services to PRP-lead Superfund Sites*.

Respondents shall notify USEPA not less than fourteen (14) days in advance of any sample collection activity. USEPA reserves the right to take any additional samples that it deems necessary. Upon request by USEPA, Respondents shall allow USEPA or its authorized representatives to take split and/or duplicate samples of any samples collected by Respondents, its contractors, or its agents.

Quality Assurance Project Plan (QAPP). Respondents shall prepare a site-specific QAPP covering sample analysis and data handling for the samples and data collected during the RI. The QAPP shall be prepared in accordance with the *Region 5 Instructions on the Preparation of a Superfund Division Quality Assurance Project Plan Based on EPA QA/R-5* (Revision 0, June 2000); *EPA Requirements for Quality Assurance Project Plans (QA/R-5)* (EPA/240/B-01/003, March 2001); and *EPA Guidance for Quality Assurance Project Plans (QA/G-5)* (EPA/600/R-98/018, February 1998). The QAPP shall describe the project objectives and organization, functional activities, and quality assurance and quality control (QA/QC) protocols the Respondents shall use to achieve the desired DQOs. The DQOs shall at a minimum reflect use of analytic methods to identify contamination and remediate contamination consistent with the levels for remedial action objectives identified in the National Contingency Plan, 40 C.F.R. Part 300. In addition, the QAPP shall address sampling procedures, sample custody, analytical procedures, and data reduction, validation, reporting and personnel qualifications. The Respondents shall also ensure the provision of analytical tracking information consistent with USEPA's Office of Solid Waste and Emergency Response (OSWER) Directive No. 9240.0-2B *Extending the Tracking of Analytical Services to PRP-Lead Superfund Sites*. Field personnel shall be available for USEPA QA/QC training and orientation where applicable.

The Respondents shall demonstrate, in advance, to USEPA's satisfaction, that each laboratory they may use is qualified to conduct the proposed work. This includes the use of methods and analytical protocols for the chemicals of concern in the media of interest within detection and quantification limits consistent with both QA/QC procedures and the

DQOs in the USEPA-approved QAPP for the Site. The laboratory must have and follow an approved QA program.

If the Respondents select a laboratory that is not in the Contract Laboratory Program (CLP), the laboratory must use methods consistent with the CLP methods that would be used at this Site for the purposes proposed and the QA/QC procedures approved by USEPA. The laboratory must be accredited under the National Environmental Laboratory Accreditation Program (NELAP) to meet the quality system requirements. Each laboratory and contractor who performs work involving environmental data operation activities for the Respondents under this SOW shall submit a Quality Management Plan (QMP) to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. The contractors' QMPs shall provide information on how the contractor's management will plan, implement, and assess its Quality System that complies with ANSI/ASQC E4-1994, *Specifications and Guidelines for Quality Systems for Environmental Data Collection and Environmental Technology Programs*. The Respondents shall prepare the QMPs according to *EPA Requirements for Quality Management Plans*, EPA QA/R-2, March 2001, or equivalent documentation. The Respondents may submit the QMPs as part of the QAPP or as separate documents. USEPA may also require the Respondents to submit detailed information to demonstrate that a laboratory is qualified to conduct the work, including information on personnel qualifications, equipment and material specifications. The Respondents shall provide assurances that USEPA and IEPA have access to laboratory personnel, equipment and records for sample collection, transportation and analysis.
Upon request by U.S. EPA, Respondents shall have such a laboratory analyze samples submitted by U.S. EPA for quality assurance monitoring. Respondents shall provide to U.S. EPA the QA/QC procedures followed by all sampling teams and laboratories performing data collection and/or analysis. Respondents shall also ensure provision of analytical tracking information consistent with, at a minimum, OSWER Directive No. 9240.0-2B, *Extending the Tracking of Analytical Services to PRP-Lead Superfund Sites*.

The Respondents shall participate in a pre-QAPP meeting or conference call with USEPA. The purpose of this meeting or conference call is to discuss the QAPP requirements and to obtain any clarification needed to prepare the QAPP.

Field Sampling Plan (FSP): Respondents shall submit a FSP that defines in detail the sampling and data-gathering methods that will be used to collect data for this project. The FSP shall discuss how the specific tasks outlined in the FSP meet the Site-specific objectives of the RI/FS, the detailed objectives of each investigation, and the DQOs.

For each investigation (e.g., waste characterization, etc.), the FSP shall present a statement of the problems and the potential problems posed by the Site; discuss previous sampling locations, analytical results and other relevant information (e.g., visual

observations, historical records, air photo analyses); discuss the detailed objectives of each investigation, including the DQOs; and discuss and explain in detail how the specific work and activities the Respondents shall perform as part of each investigation will meet the objectives of the investigation and be used in the remedial investigation, the human health and ecological risk assessments and the feasibility study.

For each investigation, the FSP shall include a detailed description of the sampling objectives; sample locations, depths and frequency; sampling equipment and procedures; field measurements, analyses and procedures; sample preservation and handling; the field notes that the Respondents shall collect; field quality assurance; planned analyses; standard operating procedures; and decontamination procedures. The FSP shall include step-by-step instructions and be written so that a field sampling team unfamiliar with the Site would be able to gather the samples and the required field information according to the approved protocols. The FSP shall explain and justify why specific equipment and sampling procedures were selected and how they are appropriate for the work being performed and the objectives of this investigation. The FSP shall also include one or more figures that show all previous sampling locations with notes for any significant findings including groundwater elevation contours and the planned RI sample locations on the same map. The FSP shall also include a schedule which identifies the timing for the initiation and completion of all tasks the Respondents shall complete as a part of the FSP. If the Respondents plan to collect data from existing monitoring wells, they must collect additional data and/or demonstrate to USEPA's satisfaction that the wells are appropriately located and screened to meet the sampling objectives (e.g., most existing wells are screened 5 to 10 or more feet below the water table).

Respondents shall notify USEPA and IEPA not less than 14 calendar days in advance of any sample collection activity. USEPA and IEPA shall have the right to take any additional samples that they deem necessary, including split and/or duplicate samples of any samples collected by Respondents or their contractors or agents performing work under this AOC..

Health and Safety Plan. Respondents shall prepare a site-specific Health and Safety Plan (HASP) that complies with applicable Occupational Safety and Health Administration (OSHA) regulations found at 29 CFR Part 1910. At a minimum, the HASP must follow USEPA's guidance document, *Standard Operating Safety Guides* (Publication 9285.1-03, PB92-963414, June 1992). The HASP shall include the eleven (11) elements described in the RI/FS Guidance, such as a health and safety risk analysis, a description of monitoring and personal protective equipment, medical monitoring, and site control.

USEPA does not approve the Respondents' HASP, but reviews it to ensure that all necessary elements are included and that the plan provides for the protection of human health and environment. After its review, USEPA may provide comment as may be necessary and appropriate.

Other Plans: Within thirty days after USEPA approval of the RI/FS Work Plan, the Respondents shall prepare the following for review and approval by USEPA (in consultation with IEPA):

1. A *Site Management Plan (SMP)* that provides USEPA with a written understanding of how access, security, contingency procedures, management responsibilities, and waste disposal are to be handled;

2. A *Pollution Control & Mitigation Plan* that outlines the process, procedures, and safeguards that will be used to ensure contaminants or pollutants are not released off-site during the implementation of the RI;

3. A *Transportation & Disposal Plan* that outlines how wastes that are encountered during the RI will be managed and disposed of. Respondents shall specify the procedures that will be followed when wastes will be transported off-site for storage, treatment, and/or disposal; and

4. Other plans, as necessary, to implement the RI.

TASK 2: COMMUNITY RELATIONS SUPPORT

USEPA has responsibility for developing and implementing community relations activities for the Site, including conducting community interviews and developing a community involvement plan (CIP). Although implementing the CIP is USEPA's responsibility, the Respondents, if directed by USEPA, shall assist by 1) providing information regarding site history 2) participating in public meetings 3) assisting in preparing fact sheets for distribution to the general public and 4) conducting other activities as approved by USEPA.

TASK 3: SITE CHARACTERIZATION AND RISK ASSESSMENT

Site Characterization

Within 21 days after approval of all RI/FS Planning Documents under Task 1 of this SOW (except for the HASP), Respondents shall begin conducting site characterization work at OU1. This work shall be performed according to the approved RI/FS Work Plan, FSP, and QAPP. All field work and observations performed by the Respondents shall be documented in detailed field logs and/or standard format information sheets. Also, Respondents shall notify USEPA of any field activity at least fourteen (14) days prior to mobilization. Progress reports described in Task 8 of this SOW shall summarize progress with said field activity. In addition, Respondents shall provide USEPA and IEPA with a paper and electronic copy of laboratory data within the monthly progress reports, no later than ninety (90) days after samples are shipped for analysis.

Site characterization shall include, but not limited to, the following major areas of study:

Investigate and Define Site Physical and Biological Characteristics:

Respondents shall collect data on the physical and biological characteristics of the Source Area and its vicinity, including physical physiography, geology, and hydrology, and specific physical characteristics identified in the approved Work Plan. The results of this work will be used to define potential transport pathways and human/ecological receptor populations and to identify potential impacts on natural resources. In the event the site's physical characteristics prove insufficient for an engineering evaluation, Respondents will also obtain adequate engineering data (e.g., pumping characteristics) for the projection of contaminant fate and transport and development/screening of remedial action alternatives, including information necessary to assess treatment alternatives.

Define Sources of Contamination:

Respondents shall characterize the media in and around the Source Area (i.e., soil, groundwater, surface water) for sources of contamination. The areal extent and depth of contamination shall be determined by sampling at incremental depths on a specified sampling grid or as otherwise defined in the approved Work Plan. The physical characteristics and chemical constituents, including their associated concentrations, shall be determined for all known and discovered contaminant sources at the site. Work on defining the source(s) of the contamination will include analyzing the potential for contaminant release, contaminant mobility and persistence, and other characteristics important for evaluating remedial actions and assessing treatment technologies.

To the extent possible, Respondents shall incorporate sampling strategies described in the Triad Approach for conducting this work (i.e., real-time measurements).

Describe Nature and Extent of Contamination:

Respondents shall gather information to describe the nature and extent of contamination as the final step in the field investigation. To accomplish this, the information about the site's physical and biological characteristics and sources of contamination will be used to give a preliminary estimate of the contaminants that may be present and may have migrated. Respondents will then implement an iterative and dynamic sampling plan sufficient to detect and quantify the contaminant concentrations and enable Respondents to determine fate and transport mechanisms at the site. This information, in turn, shall be used by Respondents to periodically refine the preliminary CSM and RAOs developed during the scoping phase of the project. This process is continued until the area and depth of contamination are known to the level of contamination established in the QAPP and DQOs.

Evaluate Site Characteristics:

Respondents shall analyze and evaluate the data collected under this task to describe: 1) Site physical and biological characteristics, 2) contaminant source characteristics, 3) nature and extent of contamination, including impacts on natural resources, and 4) contaminant fate and transport, and to refine preliminary CSM and RAOs developed earlier in this project. The format for presenting this information is described in Task 4 below.

Human Health Risk Assessment:

Respondents shall conduct a baseline human health risk assessment to determine whether Source Area contaminants pose a current or potential risk to human health and environment, in the absence of any remedial action. The risk assessment shall be conducted in accordance with USEPA guidance, including at a minimum: 1) *Risk Assessment Guidance for Superfund (RAGS), Volume 1-Human Health Evaluation Manual (Part A), Interim Final (EPA-540-1-89-002, OSWER Directive 9285.7-01A, 12/1/89;* and 2) *Risk Assessment Guidance for Superfund (RAGS), Volume 1 - Human Health Evaluation Manual (Part D, Standardized Planning, Reporting, and Review of Superfund Risk Assessments), Final (EPA 540-R-97-033, OSWER 9285.7-01D, December 2001).* The risk assessment shall include discussions on the following areas: 1) Hazard Identification; 2) Dose-Response Assessment; 3) Exposure/Pathway Analysis; 4) Characterization of Site and Potential Receptors; 5) Exposure Assessment; 6) Risk Characterization; and 7) Identification of Limitations/Uncertainties.

The human health risk assessment shall use data from the site and nearby areas to identify the contaminants of concern (COCs), provide an estimate of how and to what extent human receptors might be exposed to these COCs currently and into the future, and provide an assessment of the health effects associated with these COCs. This risk assessment shall project the potential risk of health problems occurring if no cleanup action is taken at the Source Area and/or near vicinity and establish target action levels for COCs (carcinogenic and non-carcinogenic). The assessment shall define central tendency and reasonable maximum estimates of exposure for current and reasonably anticipated future land use considerations.

Ecological Risk Assessment:

Respondents shall conduct an Ecological Risk Assessment in accordance with USEPA guidance, including the following: *Ecological Risk Assessment Guidance for Superfund, Process for Designing and Conducting Ecological Risk Assessments, (EPA-540-R-97-006, June 1997, OSWER Directive 9287.7-25).* This assessment shall evaluate current and potential future risks to ecosystems posed by Source Area contaminants and addresses the following areas: 1) Hazard Identification; 2) Dose-Response Assessment; 3) Exposure/Pathway Analysis; 4) Characterization of Site and Potential Receptors; 5) Selection of Chemicals, Indicator Species, and End Points; 6) Exposure Assessment; 7) Toxicity Assessment/Ecological Effects Assessment; 8) Risk Characterization; and 9) Identification of Limitations/Uncertainties.

TASK 4: REMEDIAL INVESTIGATION (RI) REPORT

Respondents shall prepare the RI Report in three phases: 1) Site Characterization Technical Memorandum, 2) Risk Assessment Technical Memorandum, and 3) RI Report. All 3 reports shall be shall be submitted in draft versions to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. These documents shall include, but not limited to, the following elements:

4.1 Site Characterization Technical Memorandum

Within 60 days after completing site characterization work described under Task 3, Respondents shall submit a draft Site Characterization Technical Memorandum for the Source Area operable unit to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. The document shall include, but not limited to, the following elements:

1. Introduction
    - Purpose of Report
    - Site Description and Background
        - Site Location and Physical Setting including General Geology, Hydrology, Hydrogeology, Surrounding Land Use and Populations, Groundwater Use, Surface Water Bodies, Ecological Areas including Sensitive Ecosystems and Meteorology/Climatology
        - Past and Present Facility Operations/Site Usage and Disposal Practices, Including Waste Disposal/Operations Areas based on Historical Air Photos
        - Previous Investigations and Results
    - Report Organization

2. Study Area Investigations, Procedures and Methodologies, including a Detailed Description of All Field Activities Associated with Site Characterization and Any Deviations from Approved Planning Documents (i.e., Describe How the RI Was Conducted)
    - Detailed Sampling and Data Gathering Objectives; Data Gaps and Data Needs Identified During Project Scoping and Course of RI
    - Surface Features Inventory, including Topographic Mapping, etc.
    - Surrounding Land Use and Population Inventories/Surveys
    - Meteorology/Climate Data Collection
    - Waste Characterization Activities
    - Surface and Subsurface Soils Investigations
    - Hydrogeologic Investigations and Groundwater Use Inventories
    - Surface Water, Sediment and Floodplain Investigations
    - Ecological Investigations
    - Treatability Studies

3. Physical Characteristics of the Study Area, Analytical Results and Modeling
   - Surface Features (Natural and Manmade) and Topography
   - Surrounding Land Use and Populations
   - Meteorology/Climate
   - Geology, Contaminant Source Areas, Waste Characterizations, Surface and Subsurface Soils, Hot Spots, and Analytical Data
   - Hydrogeology, Groundwater Conditions, Analytical Data, Contaminant Trends
   - Surface Water Hydrology and Surface Water, Sediment and Floodplain Characterizations, Analytical Data
   - Ecological Characterization and Sensitive Ecosystems

4. Summary of the Nature and Extent of Contamination, Contaminant Fate and Transport and Modeling Results
   - Contaminant Source/Waste Areas, Surface and Subsurface Soil Contamination and Hot Spots
     - Contaminant Concentrations; Quantity, Volume, Size and/or Magnitude of Contamination; Potential Routes of Migration; Physical and Chemical Attributes and Contaminant Persistence; Contaminant Fate and Transport Processes; Migration to Other Areas and Media; Modeling; Detected and Modeled Concentrations in Other Areas and Media
   - Groundwater Contaminants
     - Contaminant Concentrations; Quantity, Volume, Size and/or Magnitude of Contamination; Potential Routes of Migration; Physical and Chemical Attributes and Contaminant Persistence; Groundwater Use; Fate and Transport Processes; Migration to Other Areas and Media; Modeling; Detected and Modeled Concentrations in Other Areas and Media
   - Surface Water and Sediments
     - Contaminants and Concentrations; Quantity, Volume, Size and/or Magnitude of Contamination; Potential Routes of Migration; Physical and Chemical Attributes and Contaminant Persistence; Contaminant Fate and Transport Processes; Migration to Other Areas and Media; Modeling; Detected and Modeled Concentrations

5. Summary and Conclusions

   - Summary
     - Nature and Extent of Contamination
     - Fate and Transport

   - Conclusions
     - Data Limitations and Recommendations for Future Work

6. References

7. Tables and Figures
   (at least one set of figures shall be no larger than 11" x 17")

8. Appendices
   - Log Books
   - Soil Boring Logs
   - Test Pit/Trenching Logs
   - Direct Soil Solute Sampling Construction Diagrams
   - Monitoring Well Construction Diagrams
   - Sample Collection Logs
   - Private and Public Well Records
   - Analytical Data and Data Validation Reports
   - Detailed Modeling Reports

4.2 Risk Assessment Technical Memorandum

Within 30 days after USEPA approval of the Site Characterization Technical Memorandum above, Respondents shall submit a draft Human Health Risk Assessment Report and a draft Ecological Risk Assessment Report for the Source Area operable unit to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. Each report shall contain, but not limited to, the following elements:

1) Introduction
2) Summary and Conclusions
3) Hazard Identification
4) Dose-Response Assessment
5) Exposure/Pathway Analysis
6) Characterization of Site and Potential Receptors
7) Exposure Assessment
8) Risk Characterization
9) Identification of Limitations/Uncertainties
10) Figures and Attachments; and
11) References.

4.3 RI Report

Within 30 days following USEPA's approval of the Risk Assessment Technical Memorandum described above, Respondents shall submit a draft RI Report for the Source Area operable unit to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. The report shall fully address and incorporate USEPA's comments on the Site Characterization Technical Memorandum and Risk Assessment Technical Memorandum. In addition, the RI Report shall

also include the information USEPA will need to prepare the Record of Decision (ROD) for the Source Area, as described in Chapters 6 and 9 of USEPA's *A Guide to Preparing Superfund Proposed Plans, Records of Decision, and Other Remedy Selection Documents* (EPA 540-R-98-031, July 1999).

The RI Report shall include, but not limited to, the following elements:

1. Executive Summary

2. Introduction
    - Purpose of Report
    - Site Description and Background
        - Site Location and Physical Setting Including General Geology, Hydrology, Hydrogeology, Surrounding Land Use and Populations, Groundwater Use, Surface Water Bodies, Ecological Areas including Sensitive Ecosystems and Meteorology/Climatology
        - Past and Present Facility Operations/Site Usage and Disposal Practices, Including Waste Disposal/Operations Areas Based on Historical Air Photos
        - Previous Investigations and Results
    - Report Organization

3. Study Area Investigations, Procedures and Methodologies, including a Detailed Description of All Field Activities Associated with Site Characterization and Any Deviations from Approved Planning Documents (i.e., Describe How the RI Was Conducted)
    1. Detailed Sampling and Data Gathering Objectives; Data Gaps and Data Needs Identified During Project Scoping and Course of RI
    2. Surface Features Inventory, Including Topographic Mapping, etc.
    3. Surrounding Land Use and Population Inventories/Surveys
    4. Meteorology/Climate Data Collection
    5. Waste Characterization Activities
    6. Surface and Subsurface Soils Investigations
    7. Hydrogeologic Investigations and Groundwater Use Inventories
    8. Surface Water, Sediment and Floodplain Investigations
    9. Ecological Investigations
    10. Treatability Studies

4. Physical Characteristics of the Study Area, Analytical Results and Modeling
    Surface Features (Natural and Manmade) and Topography
    1. Surrounding Land Use and Populations
    2. Meteorology/Climate

3. Geology, Contaminant Source Areas, Waste Characterizations, Surface and Subsurface Soils, Hot Spots, and Analytical Data
4. Hydrogeology, Groundwater Conditions, Analytical Data, Contaminant Trends
5. Surface Water Hydrology and Surface Water, Sediment and Floodplain Characterizations, Analytical Data
6. Ecological Characterization and Sensitive Ecosystems

7. Summary of the Nature and Extent of Contamination, Contaminant Fate and Transport and Modeling Results
   - Contaminant Source/Waste Areas, Surface and Subsurface Soil Contamination, and Hot Spots
     - Contaminant Concentrations; Quantity, Volume, Size and/or Magnitude of Contamination; Potential Routes of Migration; Physical and Chemical Attributes and Contaminant Persistence; Contaminant Fate and Transport Processes; Migration to Other Areas and Media; Modeling, Detected and Modeled Concentrations in Other Areas and Media
   - Groundwater Contaminants
     - Contaminant Concentrations; Quantity, Volume, Size and/or Magnitude of Contamination; Potential Routes of Migration; Physical and Chemical Attributes and Contaminant Persistence; Groundwater Use; Fate and Transport Processes; Migration to Other Areas and Media; Modeling; Detected and Modeled Concentrations in Other Areas and Media
   - Surface Water and Sediments
     - Contaminants and Concentrations; Quantity, Volume, Size and/or Magnitude of Contamination; Potential Routes of Migration; Physical and Chemical Attributes and Contaminant Persistence; Contaminant Fate and Transport Processes; Migration to Other Areas and Media; Modeling; Detected and Modeled Concentrations in Other Areas and Media

6. Human Health Risk Assessment Summary

7. Ecological Risk Assessment Summary

8. Summary and Conclusions
   - Summary
     - Nature and Extent of Contamination
     - Fate and Transport
     - Risk Assessment
   - Conclusions
     - Data Limitations and Recommendations for Future Work

- Recommended Remedial Action Objectives

9. References

10. Tables and Figures
    (at least one set of figures shall be no larger than 11" x 17")

11. Appendices
    - Log Books
    - Soil Boring Logs
    - Test Pit/Trenching Logs
    - Direct Soil Solute Sampling Construction Diagrams
    - Monitoring Well Construction Diagrams
    - Sample Collection Logs
    - Private and Public Well Records
    - Analytical Data and Data Validation Reports
    - Detailed Modeling Reports

Respondents shall submit draft, final, and revised final versions of the RI Report in the same manner as the planning documents submitted under Task 1 of this SOW. The final RI Report shall also include a response to comments, explaining how each of USEPA's comments in the draft RI have been satisfactorily addressed.

TASK 5: TREATABILITY STUDIES

Respondents shall conduct treatability studies, except where Respondents can demonstrate to US EPA's satisfaction that they are not needed. Major components of the treatability studies include determination of the need for and scope of studies, the design of the studies, and the completion of the studies, as described in the SOW. During treatability studies, Respondents shall provide USEPA with the following deliverables:

5.1 *Identification of Candidate Technologies Memorandum.* This memorandum shall be submitted within 30 days after completion of field investigations [is this Site Characterization field investigations, or might there be other supplemental field investigations?]. If USEPA disapproves of or requires revisions to the technical memorandum identifying candidate technologies, in whole or in part, Respondents shall amend and submit to USEPA a revised technical memorandum identifying candidate technologies which is responsive to the directions in all USEPA comments, within 21 days of receiving USEPA's comments.

5.2 *Treatability Testing Statement of Work.* If USEPA determines that treatability testing is required, within 30 days thereafter [or as specified by USEPA], Respondents shall submit a treatability testing Statement of Work.

5.3 *Treatability Testing Work Plan.* Within 30 days of submission of the treatability testing Statement of Work, Respondents shall submit a treatability testing Work Plan, including a schedule. If USEPA disapproves of or requires revisions to the treatability testing Work Plan, in whole or in part, Respondents shall amend and submit to USEPA a revised treatability testing Work Plan which is responsive to the directions in all USEPA comments, within 21 days of receiving USEPA's comments.

5.4 *Treatability Study Sampling and Analysis Plan.* Within 30 days of the identification of the need for a separate or revised QAPP or FSP, Respondents shall submit a treatability study sampling and analysis plan. If USEPA disapproves of or requires revisions to the treatability study sampling and analysis plan, in whole or in part, Respondents shall amend and submit to USEPA a revised treatability study sampling and analysis plan which is responsive to the directions in all USEPA comments, within 21 days of receiving USEPA's comments.

5.5 *Treatability Study Site Health and Safety Plan.* Within 30 days of the identification of the need for a revised health and safety plan, Respondents shall submit a treatability study site health and safety plan.

5.6 *Treatability Study Evaluation Report.* Within 30 days of completion of any treatability testing, Respondents shall submit a treatability study evaluation report as provided in the Statement of Work and Work Plan. If USEPA disapproves of or requires revisions to the treatability study report, in whole or in part, Respondents shall amend and submit to USEPA a revised treatability study report which is

TASK 6: DEVELOPMENT AND SCREENING OF ALTERNATIVES

Respondents shall develop and screen remedial alternatives to determine an appropriate range of waste management options that the Respondents shall evaluate for the Source Area operable unit. This range of alternatives shall include, as appropriate, options in which treatment is used to reduce the toxicity, mobility, or volume of wastes, but which vary in the types of treatment, the amount treated, and the manner in which long-term residuals or untreated wastes are managed; options involving containment with little or no treatment; options involving both treatment and containment; and a no-action alternative.

The Respondents may perform a final screening process based on short and long term aspects of effectiveness, implementability, and relative cost. Generally, this screening process is only necessary when there are many feasible alternatives available for a detailed analysis. If necessary, the Respondents shall conduct the screening of alternatives to assure that only the alternatives with the most favorable composite evaluation of all factors are retained for further analysis. As appropriate, the screening shall preserve the range of treatment and containment alternatives that was initially developed. The range of remaining alternatives shall include options that use treatment technologies and permanent solutions to the maximum extent practicable. The Respondents shall prepare an Alternatives Screening Technical Memorandum

that summarizes the results and reasoning employed in screening; arrays the alternatives that remain after screening; and identifies the action-specific ARARs for the alternatives that remain after screening.

6.1 Alternatives Development and Screening Deliverables

The Respondents shall prepare and submit three technical memoranda for this task: a Remedial Action Objectives Technical Memorandum, an Alternatives Screening Technical Memorandum and a Comparative Analysis of Alternatives Memorandum.

6.1.1 *Remedial Action Objectives (RAO) Technical Memorandum*

Within 30 days after submitting the draft RI Report, Respondents shall submit a RAO Technical Memorandum to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. Based on evaluation of existing and new information (e.g., human health and ecological risk assessment, site characterization data, etc.), the RAO Technical Memorandum shall represent a refinement of the preliminary remedial action objectives that were established under Task 1 of this SOW. This technical memorandum shall specify the constituents of concern and the media of interest; actual and potential exposure pathways and receptors; and an acceptable contaminant level or range of levels (at particular locations for each exposure route).

6.1.2 *Alternatives Screening Technical Memorandum*

Within 30 days after receipt of USEPA's comments on the RAO Technical Memorandum, Respondents shall submit an Alternatives Screening Technical Memorandum to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. The Alternatives Screening Technical Memorandum shall summarize the work performed during and the results of each of the above tasks, and shall include an alternatives array summary. If required by USEPA, the Respondents shall modify the alternatives array to assure that the array identifies a complete and appropriate range of viable alternatives to be considered in the detailed analysis. The Alternatives Screening Technical Memorandum shall document the methods, the rationale and the results of the alternatives screening process. Also, the memorandum shall include sections dealing with the following:

Develop General Response Actions: In the Alternatives Technical Memorandum, Respondents shall develop general response actions for each medium of interest including containment, treatment, excavation, pumping, or other actions, singly or in combination, to satisfy the EPA-approved remedial action objectives.

Identify Areas or Volumes of Media: In the Alternatives Technical Memorandum, Respondents shall identify areas or volumes of media to which the general response actions may apply, taking into account requirements for protectiveness as identified in the remedial action objectives. Respondents shall also take into account the chemical and physical characterization of the Site.

Identify, Screen, and Document Remedial Technologies: In the Alternatives Technical Memorandum, Respondents shall identify and evaluate technologies applicable to each general response action to eliminate those that cannot be implemented at the Site. Respondents shall refine applicable general response actions to specify remedial technology types. Respondents shall identify technology process options for each of the technology types concurrently with the identification of such technology types or following the screening of considered technology types. Respondents shall evaluate process options on the basis of effectiveness, implementability, and cost factors to select and retain one or, if necessary, more representative processes for each technology type. Respondents shall summarize and include the technology types and process options in the Alternatives Screening Technical Memorandum. Whenever practicable, the alternatives shall also consider the CERCLA preference for treatment over conventional containment or land disposal approaches.

In the Alternatives Technical Memorandum, Respondents shall provide a preliminary list of alternatives to address contaminated soil, sediments, surface water, groundwater, and air contamination related to the Source Area that shall consist of, but is not limited to, treatment technologies, removal and off-Site treatment/disposal, removal and on-Site disposal, and in-place containment for soils, sediments, and wastes. See 40 CFR 300.430(e)(1)-(7). Also, the Respondents shall specify the reasons for eliminating any alternatives.

Assemble and Document Alternatives: Respondents shall assemble the selected representative technologies into alternatives for each affected medium or discrete source area. Together, all of the alternatives shall represent a range of treatment and containment combinations that shall address either the Site or the operable unit as a whole. Respondents shall prepare a summary of the assembled alternatives and their related action-specific ARARs for the Alternatives Screening Technical Memorandum. Respondents shall specify the reasons for eliminating alternatives during the preliminary screening process. Respondents shall also include a "no action" alternative for comparison purposes.

Refine Alternatives: Respondents shall refine the remedial alternatives to identify the volumes of contaminated media addressed by the proposed processes and size critical unit operations as necessary. Respondents shall collect sufficient information for an adequate comparison of alternatives. Respondents shall also modify the remedial action objectives for each chemical in each medium as

necessary to incorporate any new human health and ecological risk assessment information presented in the Respondents' baseline human health and ecological risk assessment reports. Additionally, Respondents shall update action-specific ARARs as the remedial alternatives are refined.

TASK 7: DETAILED ANALYSIS OF ALTERNATIVES (FS Report)

Respondents shall conduct and present a detailed analysis of remedial alternatives to provide EPA with the information needed to select a remedy for the Source Area.

(A) *Detailed Analysis of Alternatives*

Respondents shall conduct a detailed analysis of the remedial alternatives for the Source Area. The detailed analysis shall include an analysis of each remedial option against a set of nine evaluation criteria, and a comparative analysis of all options using the same nine criteria as a basis for comparison.

1. Apply Nine Criteria and Document Analysis

The Respondents shall apply the nine evaluation criteria to the assembled remedial alternatives to ensure that the selected remedial alternative will protect human health and the environment and meet remedial action objectives; will comply with, or include a waiver of, ARARs; will be cost-effective; will utilize permanent solutions and alternative treatment technologies, or resource recovery technologies, to the maximum extent practicable; and will address the statutory preference for treatment as a principal element. The evaluation criteria include: (1) overall protection of human health and the environment and how the alternative meets each of the remedial action objectives; (2) compliance with ARARs; (3) long-term effectiveness and permanence; (4) reduction of toxicity, mobility, or volume; (5) short-term effectiveness; (6) implementability; (7) cost; (8) state (or support agency) acceptance; and (9) community acceptance. (Note: criteria 8 and 9 are considered after the RI/FS report has been released to the general public.) For each alternative the Respondents shall provide: (1) A description of the alternative that outlines the waste management strategy involved and identifies the key ARARs associated with each alternative, and (2) A discussion of the individual criterion assessment. If the Respondents do not have direct input on criteria (8) state (or support agency) acceptance and (9) community acceptance, EPA will address these criteria.

2. Compare Alternatives Against Each Other and Document the Comparison of Alternatives

Respondents shall perform a comparative analysis between the remedial alternatives. That is, Respondents shall compare each alternative against the other alternatives using the evaluation criteria as a basis of comparison. EPA will then identify and select the preferred alternative. Respondents shall prepare a Comparative Analysis of Alternatives Technical Memorandum which summarizes the results of the comparative analysis and fully and satisfactorily addresses

and incorporates EPA's comments on the Alternatives Screening Technical Memorandum. Respondents shall incorporate EPA's comments on the Comparative Analysis of Alternatives Technical Memorandum in the draft FS Report. Respondents shall submit the Comparative Analysis of Alternatives Memorandum within twenty-one (21) calendar days after receipt of EPA's comments on the Alternatives Screening Technical Memorandum.

(B) *Feasibility Study (FS) Report*

Within twenty-one (21) days after USEPA's approval of the Comparative Analysis of Alternatives Technical Memorandum, Respondents shall prepare and submit a draft FS Report to USEPA and IEPA, for review and approval by USEPA in consultation with IEPA. The FS report shall summarize the development and screening of the remedial alternatives and present the detailed analysis of remedial alternatives. In addition, the FS Report shall also include the information USEPA will need to prepare relevant sections of the Record of Decision (ROD) for the Source Area [see Chapters 6 and 9 of USEPA's *A Guide to Preparing Superfund Proposed Plans, Records of Decision, and Other Remedy Selection Decision Documents* (EPA 540-R-98-031, July 1999) for the information that is needed].

TASK 8: MONTHLY PROGRESS REPORTS

Respondents shall submit monthly written progress reports to USEPA and IEPA concerning actions undertaken pursuant to the AOC and this SOW, beginning 30 calendar days after the effective date of the AOC, until termination of the AOC, unless otherwise directed in writing by the RPM. These reports shall include, but not limited to, a description of all significant developments during the preceding period, including the work performed and problems encountered; all analytical data received during the reporting period; a description of all developments anticipated during the next reporting period, including a schedule of work to be performed; and a description of all anticipated problems, and actual or planned resolutions of past or anticipated problems. The monthly progress reports will summarize the field activities conducted each month, including, but not limited to, drilling and sample locations, depths and descriptions; boring logs; sample collection logs; field notes; problems encountered; solutions to problems; a description of any modifications to the procedures outlined in the RI/FS Work Plan, FSP, QAPP, or HASP, with justifications for the modifications; and upcoming field events.

ATTACHMENT A

Summary of Major Submittals for the Remedial Investigation/Feasibility (RI/FS) Study Ellsworth Industrial Park Downers Grove, DuPage County, Illinois		
DELIVERABLE	**COPIES**	**SUBMITTAL DATE**
Preliminary Planning Report (PPR)	3	Within 90 after effective date of AOC
Draft RI/FS Work Plan	3	Within 30 days after approval of PPR
Final RI/FS Work Plan	3	Within 21 days of receipt of USEPA comments
Modifications, if any, to Final RI/FS Work Plan	3	Within 15 days after receipt of USEPA comments
Draft Sampling and Analysis Plan (SAP)	3	Within 30 days after approval of PPR
Final SAP	3	Within 21 days after receipt of USEPA comments
Modifications, if any, to Final SAP	3	Within 15 days of receipt of USEPA comments
Health and Safety Plan (HASP)	3	Within 30 days after approval of PPR
Other Plans	3	Within 30 days after RI/FS Work Plan approval
Draft Site Characterization Technical Memorandum	3	Within 60 days after completing site characterization work under Task 3
Final Site Characterization Technical Memorandum	3	Within 21 days after receipt of USEPA comments
Draft Risk Assessment Technical Memorandum	3	Within 30 days after approval of Site Characterization Technical Memorandum
Final Risk Assessment Technical Memorandum	3	Within 21 days after receipt of USEPA comments on draft Risk Assessment Technical Memorandum
Draft Remedial Investigation (RI) Report	3	Within 30 days after approval of Risk Assessment Technical Memorandum

Summary of Major Submittals for the Remedial Investigation/Feasibility (RI/FS) Study Ellsworth Industrial Park Downers Grove, DuPage County, Illinois		
DELIVERABLE	**COPIES**	**SUBMITTAL DATE**
Final RI Report	3	Within 21 days after receipt of USEPA comments on draft RI Report
Identification of Candidate Technologies Memorandum (if needed)	3	Within 30 days after completion of field investigations
Treatability Testing Statement of Work (if needed)	3	Within 30 days of USEPA determination that a treatability study is needed
Treatability Study Work Plan (if needed)	3	Within 30 days after receipt of Treatability Testing Statement of Work
Treatability Study Sampling and Analysis Plan (if needed)	3	Within 30 days after determining need for a separate or revised QAPP or FSP
Treatability Study Health and Safety Plan (if needed)	3	Within 30 days after determining need for a revised HASP
Treatability Study Evaluation Report (if needed)	3	Within 30 days after completion of treatability study
Draft Remedial Action Objectives (RAO) Technical Memorandum	3	Within 30 days after submission of draft RI Report
Final RAO Technical Memorandum	3	Within 21 days after receipt of USEPA comments on draft RAO Technical Memorandum
Draft Alternatives Screening Technical Memorandum	3	Within 30 days of receipt of USEPA comments on draft RAO Technical Memorandum
Final Alternatives Screening Technical Memorandum	3	Within 21 days after receipt of USEPA comments on draft Alternatives Screening Technical Memorandum

Summary of Major Submittals for the Remedial Investigation/Feasibility (RI/FS) Study Ellsworth Industrial Park Downers Grove, DuPage County, Illinois		
DELIVERABLE	**COPIES**	**SUBMITTAL DATE**
Draft Comparative Analysis of Alternatives Technical Memorandum	3	Within 30 days after receipt of USEPA comments on draft Alternatives Screening Technical Memorandum
Final Comparative Analysis of Alteratives Technical Memorandum	3	Within 21 days after receipt of USEPA comments on draft Comparative Analysis of Alternatives Memorandum
Draft Feasibility Study (FS) Report	3	Within 21 days after approval of Comparative Analysis of Alternatives Technical Memorandum
Final FS Report	3	Within 21 days after receipt of USEPA comments on draft FS Report
Monthly Progress Reports	3	monthly, commencing 30 calendar days after effective date of AOC

EXHIBIT B
PARTIAL LIST OF GUIDANCE

The following list, although not comprehensive, comprises many of the regulations and guidance documents that apply to the RI/FS process. The majority of these guidance documents, and additional applicable guidance documents, may be downloaded from the following websites:

http://www.epa.gov/superfund/pubs.htm (General Superfund)
http://cluin.org (Site Characterization, Monitoring and Remediation)
http://www.epa.gov/ORD/NRMRL/Pubs (Site Characterization and Monitoring)
http://www.epa.gov/quality/qa_docs.html#guidance (Quality Assurance)
http://www.epa.gov/superfund/programs/risk/toolthh.htm (Risk Assessment - Human)
http://www.epa.gov/superfund/programs/risk/tooleco.htm (Ecological Risk Assessment)
http://www.epa.gov/superfund/programs/lead (Risk Assessment - Lead)
http://cfpub.epa.gov/ncea (Risk Assessment - Exposure Factors/Other)
http://www.epa.gov/nepis/srch.htm (General Publications Clearinghouse)
http://www.epa.gov/clariton/clhtml/pubtitle.html (General Publications Clearinghouse)

1. The (revised) National Contingency Plan;

2. *Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA*, U.S. EPA, Office of Emergency and Remedial Response, OSWER Directive No. 9355.3-01, EPA/540/G-89/004, October 1988.

3. *Conducting Remedial Investigations/Feasibility Studies for CERCLA Municipal Landfill Sites*, U.S. EPA, Office of Emergency and Remedial Response, EPA/540/P-91/001, February 1991.

4. *Implementing Presumptive Remedies*, U.S. EPA, Office of Emergency and Remedial Response, EPA-540-R-97-029, October 1997.

5. *Presumptive Remedy for CERCLA Municipal Landfill Sites*, U.S. EPA, OSWER Directive No. 9355.0-49FS, EPA-540-F-93-035, September 1993.

6. *Presumptive Remedies: CERCLA Landfill Caps RI/FS Data Collection Guide*, U.S. EPA, OSWER 9355.3-18FS, EPA/540/F-95/009, August 1995.

7. *Presumptive Response Strategy and Ex-Situ Treatment Technologies for Contaminated Ground Water at CERCLA Sites*, OSWER 9283.1-12, EPA-540-R-96-023, October 1996.

8. *Field Analytical and Site Characterization Technologies Summary of Applications*, U.S. EPA, EPA-542-F-97-024, November 1997.

9. *CLU-IN Hazardous Waste Clean-Up Information World Wide Web Site*, U.S. EPA, EPA-542-F-99-002, February 1999.

10. *Field Sampling and Analysis Technology Matrix and Reference Guide*, U.S. EPA, EPA-542-F-98-013, July 1998.

11. *Subsurface Characterization and Monitoring Techniques: A Desk Reference Guide, Volumes 1 and 2*, U.S. EPA, EPA/625/R-93/003, May 1993.

12. *Use of Airborne, Surface, and Borehole Geophysical Techniques at Contaminated Sites: A Reference Guide*, U.S. EPA, EPA/625/R-92/007(a,b), September 1993.

13. *Innovations in Site Characterization: Geophysical Investigation at Hazardous Waste Sites*, U.S. EPA, EPA-542-R-00-003, August 2000.

14. *Innovative Remediation and Site Characterization Technology Resources*, U.S. EPA, OSWER, EPA-542-F-01-026b, January 2001.

15. *Handbook of Suggested Practices for the Design and Installation of Ground-Water Monitoring Wells*, U.S. EPA, EPA/600/4-89/034, 1991.

16. *Ground-Water Sampling Guidelines for Superfund and RCRA Project Managers*, U.S. EPA, EPA-542-S-02-001, May 2002.

17. *Ground Water Issue: Low-Flow (Minimal Drawdown) Ground-Water Sampling Procedures*, U.S. EPA, EPA/540/S-95/504, April 1996.

18. *Superfund Ground Water Issue: Ground Water Sampling for Metals Analysis*, U.S. EPA, EPA/540/4-89/001, March 1989.

19. *Resources for Strategic Site Investigation and Monitoring*, U.S. EPA, OSWER, EPA-542-F-010030b, September 2001.

20. *Region 5 Framework for Monitored Natural Attenuation Decisions for Groundwater*, U.S. EPA Region 5, September 2000.

21. *Ground Water Issue: Suggested Operating Procedures for Aquifer Pumping Tests*, U.S. EPA, OSWER, EPA/540/S-93/503, February 1993.

22. *Technical Protocol for Evaluating Natural Attenuation of Chlorinated Solvents in Ground Water*, U.S. EPA, EPA/600/R-98/128, September 1998.

23. *Use of Monitored Natural Attenuation at Superfund, RCRA Corrective Action and Underground Storage Tank Sites,* U.S. EPA, OSWER Directive 9200.4-17P, April 21, 1999.

24. *Ground Water Issue: Fundamentals of Ground-Water Modeling*, U.S. EPA, OSWER, EPA/540/S-92/005, April 1992.

25. *Assessment Framework for Ground-Water Model Applications*, U.S. EPA, OSWER Directive #9029.00, EPA-500-B-94-003, July 1994.

26. *Ground-Water Modeling Compendium - Second Edition: Model Fact Sheets, Descriptions, Applications and Cost Guidelines*, U.S. EPA, EPA-500-B-94-004, July 1994.

27. *A Guide to Preparing Superfund Proposed Plans, Records of Decision, and Other Remedy Selection Decision Documents*, U.S. EPA, Office of Solid Waste and Emergency Response, OSWER Directive No. 9200.1-23P, EPA 540-R-98-031, July 1999.

28. *Region 5 Instructions on the Preparation of A Superfund Division Quality Assurance Project Plan Based on EPA QA/R-5, Revision 0*, U.S. EPA Region 5, June 2000.

29. *Guidance for the Data Quality Objectives Process (QA-G-4)*, U.S. EPA, EPA/600/R-96/055, August 2000.

30. *Guidance for the Data Quality Objectives Process for Hazardous Waste Sites (QA/G-4HW)*, U.S. EPA, EPA/600/R-00/007, January 2000.

31. *Guidance for the Preparation of Standard Operating Procedures (QA-G-6)*, U.S. EPA, EPA/240/B-01/004, March 2001.

32. *EPA Requirements for Quality Management Plans (QA/R-2)*, U.S. EPA, EPA/240/B-01/002, March 2001.

33. *EPA Requirements for QA Project Plans (QA/R-5)*, U.S. EPA, EPA/240/B-01/003, March 2001.

34. *Guidance for Quality Assurance Project Plans (QA/G-5)*, U.S. EPA, EPA/600/R-98/018, February 1998.

35 *Users Guide to the EPA Contract Laboratory Program*, U.S. EPA, Sample Management Office, OSWER Directive No. 9240.0-01D, January 1991.

36. *Technical Guidance Document: Quality Assurance and Quality Control for Waste Containment Facilities*, U.S. EPA, EPA/600/R-93/182, 1993.

37. *Risk Assessment Guidance for Superfund - Volume I Human Health Evaluation Manual (Part A),* U.S. EPA, EPA/540/1-89/002, December 1989.

38. *Risk Assessment Guidance for Superfund - Volume I Human Health Evaluation Manual (Part B, Development of Risk-Based Preliminary Remediation Goals)*, U.S. EPA, EPA/540/R-92/003, OSWER Publication 9285.7-01B, December 1991.

39. *Risk Assessment Guidance for Superfund - Volume I Human Health Evaluation Manual (Part C - Risk Evaluation of Remedial Alternatives)*, U.S. EPA, Office of Emergency and Remedial Response, Publication 9285.7-01C, October, 1991.

40. *Risk Assessment Guidance for Superfund - Volume I Human Health Evaluation Manual (Part D - Standardized Planning, Reporting, and Review of Superfund Risk Assessments),* U.S. EPA, Office of Emergency and Remedial Response, Publication 9285.7-47, December 2001.

41. *Risk Assessment Guidance for Superfund: Volume III - Part A, Process for Conducting Probabilistic Risk Assessment,* U.S. EPA, OSWER Publication 9285.7-45, EPA-540-R-02-002, December 2001.

42. *Policy for Use of Probabilistic in Risk Assessment at the U.S. Environmental Protection Agency*, U.S. EPA, Office of Research and Development, 1997.

43. *Human Health Evaluation Manual, Supplemental Guidance: Standard Default Exposure Factors*, U.S. EPA, OSWER Directive 9285.6-03, March 25, 1991.

44. *Exposure Factors Handbook*, Volumes I, II, and III, U.S. EPA, EPA/600/P-95/002Fa,b,c, August 1997.

45. *Supplemental Guidance to RAGS: Calculating the Concentration Term*, U.S. EPA, OSWER Publication 9285.7-08I, May 1992.

46. *Revised Interim Soil Lead Guidance for CERCLA Sites and RCRA Corrective Action Facilities*, U.S. EPA, OSWER Directive 9355.4-12, EPA/540/F-94/043, July 14, 1994.

47. *Clarification to the 1994 Revised Interim Soil Lead Guidance for CERCLA Sites and RCRA Corrective Action Facilities*, U.S. EPA, OSWER Directive 9200.4-27, EPA/540/F-98/030, August 1998.

48. *Guidance Manual for the Integrated Exposure Uptake Biokinetic (IEUBK) Model for Lead in Children*, U.S. EPA, OSWER Publication 9285.7-15-1, February 1994; and associated, clarifying Short Sheets on IEUBK Model inputs, including but not limited to OSWER

9285.7-32 through 34, as listed on the OSWER lead internet site at www.epa.gov/superfund/programs/lead/prods.htm.

49. *Integrated Exposure Uptake Biokinetic (IEUBK) Model for Lead in Children*, Version 0.99D, NTIS PB94-501517, 1994 or *Integrated Exposure Uptake Biokinetic (IEUBK) Model for Lead in Children*, Windows© version, 2001,

50. *Role of the Baseline Risk Assessment in Superfund Remedy Selection Decisions*, U.S. EPA, OSWER Directive 9355.0-30, April 22, 1991.

51. *Performance of Risk Assessments in Remedial Investigation /Feasibility Studies (RI/FSs) Conducted by Potentially Responsible Parties (PRPs)*, OSWER Directive No. 9835.15, August 28, 1990.

52. *Supplemental Guidance on Performing Risk Assessments in Remedial Investigation Feasibility Studies (RI/FSs) Conducted by Potentially Responsible Parties (PRPs)*, OSWER Directive No. 9835.15(a), July 2, 1991.

53. *Role of Background in the CERCLA Cleanup Program*, U.S. EPA, OSWER 9285.6-07P, April 26, 2002.

54. *Soil Screening Guidance: User's Guide*, U.S. EPA, OSWER Publication 9355.4-23, July 1996.

55. *Soil Screening Guidance: Technical Background Document*, U.S. EPA, EPA/540/R95/128, May 1996.

56. *Supplemental Guidance for Developing Soil Screening Levels for Superfund Sites* (Peer Review Draft), U.S. EPA, OSWER Publication 9355.4-24, March 2001.

57. *Ecological Risk Assessment Guidance for Superfund: Process for Designing & Conducting Ecological Risk Assessments*, U.S. EPA, OSWER Directive 9285.7-25, EPA-540-R-97-006, February 1997.

58. *Guidelines for Ecological Risk Assessment*, U.S. EPA, EPA/630/R-95/002F, April 1998.

59. *The Role of Screening-Level Risk Assessments and Refining Contaminants of Concern in Baseline Ecological Risk Assessments*, U.S. EPA, OSWER Publication 9345.0-14, EPA/540/F-01/014, June 2001.

60. *Ecotox Thresholds*, U.S. EPA, OSWER Publication 9345.0-12FSI, EPA/540/F-95/038, January 1996.

61. *Issuance of Final Guidance: Ecological Risk Assessment and Risk Management Principles for Superfund Sites*, U.S. EPA, OSWER Directive 9285.7-28P, October 7, 1999.

62. *Guidance for Data Useability in Risk Assessment (Quick Reference Fact Sheet)*, OSWER 9285.7-05FS, September, 1990.

63. *Guidance for Data Useability in Risk Assessment (Part A)*, U.S. EPA, Office of Emergency and Remedial Response, Publication 9285.7-09A, April 1992.

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United States Environmental Protection Agency

Office of Enforcement and Compliance Assurance (2201A)
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ENCLOSURE F

U. S. EPA Small Business Resources

If you own a small business, the United States Environmental Protection Agency (EPA) offers a variety of compliance assistance and tools to assist you in complying with federal and state environmental laws. These resources can help you understand your environmental obligations, improve compliance and find cost-effective ways to comply through the use of pollution prevention and other innovative technologies.

Hotlines, Helplines and Clearinghouses

EPA sponsors approximately 89 free hotlines and clearinghouses that provide convenient assistance regarding environmental requirements.

The National Environmental Compliance Assistance Clearinghouse provides quick access to compliance assistance tools, contacts, and planned activities from the U.S. EPA, states, and other compliance assistance providers: http://www.epa.gov/clearinghouse

Pollution Prevention Clearinghouse
http://www.epa.gov/opptintr/library/ppicindex.htm

EPA's Small Business Ombudsman Hotline can provide a list of all the hot lines and assist in determining the hotline best meeting your needs:
(800) 368-5888

Emergency Planning and Community Right-To-Know Act
(800) 424-9346

National Response Center (to report oil and hazardous substance spills)
(800) 424-8802

Toxics Substances and Asbestos Information
(202) 554-1404

Safe Drinking Water
(800) 426-4791

Stratospheric Ozone and Refrigerants Information
(800) 296-1996

Clean Air Technology Center
(919) 541-0800

Wetlands Helpline
(800) 832-7828

EPA Websites

EPA has several Internet sites that provide useful compliance assistance information and materials for small businesses. If you don't have access to the Internet at your business, many public libraries provide access to the Internet at minimal or no cost.

EPA's Home Page
http://www.epa.gov

Small Business Assistance Program
http://www.epa.gov/ttn/sbap

Office of Enforcement and Compliance Assurance
http://www.epa.gov/compliance

Compliance Assistance Home Page
http://www.epa.gov/compliance/assistance

Office of Regulatory Enforcement
http://www.epa.gov/compliance/civil/index.html

Office of Site Remediation Enforcement
http://www.epa.gov/compliance/cleanup

Innovative Programs for Environmental Performance
http://www.epa.gov/partners

Small Business Ombudsman
www.sba.gov/ombudsman

Recycled/Recyclable
Printed with Soy/Canola Ink on paper that contains at least 30% post consumer fiber

Compliance Assistance Centers

In partnership with industry, universities, and other federal and state agencies, EPA has established national Compliance Assistance Centers that provide Internet and "faxback" assistance services for several industries with many small businesses. The following Compliance Assistance Centers can be accessed through the Center's gateway at http://www.assistancecenters.net or by calling the phone numbers below and at their respective websites:

Metal Finishing
(1-800-AT-NMFRC or www.nmfrc.org)

Printing
(1-888-USPNEAC or www.pneac.org)

Automotive Service and Repair
(1-888-GRN-LINK or www.ccar-greenlink.org)

Agriculture
(1-888-663-2155 or www.epa.gov/agriculture)

Printed Wiring Board Manufacturing
(1-734-995-4911 or www.pwbrc.org)

The Chemical Industry
(1-800-672-6048 or www.chemalliance.org)

The Transportation Industry
(1-888-459-0656 or www.transource.org)

The Paints and Coatings Center
(1-800-286-6372 or www.paintcenter.org)

Three new centers are under development for the auto salvage sector, the construction industry, and U.S. Mexican border waste issues.

State Agencies

Many state agencies have established compliance assistance programs that provide on-site and other types of assistance. Contact your local state environmental agency for more information. For assistance in reaching state agencies, call EPA's Small Business Ombudsman at (800)-368-5888 or visit the Small Business Environmental Homepage at http://www.smallbiz-enviroweb.org/state.html.

Compliance Incentives

EPA provides incentives for environmental compliance. By participating in compliance assistance programs or voluntarily disclosing and promptly correcting violations, businesses may be eligible for penalty waivers or reductions. EPA has two policies that potentially apply to small businesses: The Audit Policy (http://www.epa.gov/compliance/incentives/auditing) and the Small Business Policy (http://www.epa.gov/compliance/incentives/smallbusiness). These do not apply if an enforcement action has already been initiated.

Commenting on Federal Enforcement Actions and Compliance Activities

The Small Business Regulatory Enforcement Fairness Act (SBREFA) established an ombudsman ("SBREFA Ombudsman") and 10 Regional Fairness Boards to receive comments from small businesses about federal agency enforcement actions. The SBREFA Ombudsman will annually rate each agency's responsiveness to small businesses. If you believe that you fall within the Small Business Administration's definition of a small business (based on your North American Industry Classification System (NAICS) designation, number of employees or annual receipts, defined at 13 C.F.R. 121.201; in most cases, this means a business with 500 or fewer employees), and wish to comment on federal enforcement and compliance activities, call the SBREFA Ombudsman's toll-free number at 1-888-REG-FAIR (1-888-734-3247).

Every small business that is the subject of an enforcement or compliance action is entitled to comment on the Agency's actions without fear of retaliation. EPA employees are prohibited from using enforcement or any other means of retaliation against any member of the regulated community because the regulated community previously commented on its activities.

Your Duty to Comply

If you receive compliance assistance or submit comments to the SBREFA Ombudsman or Regional Fairness Boards, you still have the duty to comply with the law, including providing timely responses to EPA information requests, administrative or civil complaints, other enforcement actions or communications. The assistance information and comment processes do not give you any new rights or defenses in any enforcement action. These processes also do not affect EPA's obligation to protect public health or the environment under any of the environmental statutes it enforces, including the right to take emergency remedial or emergency response actions when appropriate. Those decisions will be based on the facts in each situation. The SBREFA Ombudsman and Fairness Boards do not participate in resolving EPA's enforcement actions. Also, remember that to preserve your rights, you need to comply with all rules governing the enforcement process.

EPA is disseminating this information to you without making a determination that your business or organization is a small business as defined by Section 222 of the Small Business Regulatory Enforcement Fairness Act (SBREFA) or related provisions.