UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION II
290 BROADWAY
NEW YORK, NEW YORK 10007-1866

MAR 3 1 2016

BY CERTIFIED MAIL,
RETURN RECEIPT REQUESTED & ELECTRONIC MAIL

To: See Attachment 1 - List of Addressees

Re: Diamond Alkali Superfund Site, Lower 8.3 Miles of Lower Passaic River, Essex and Hudson Counties, New Jersey

Notice of Potential Liability under 42 U.S.C. § 9607(a)

Commencement of Negotiations for Remedial Design

As you know, the U.S. Environmental Protection Agency ("EPA") is charged with responding to the release or threatened release of hazardous substances, pollutants and contaminants into the environment and with enforcement responsibilities under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §§ 9601-9675 (also known as the "Superfund" law). More information about CERCLA, including a copy of the Superfund law, may be found at www.epa.gov/superfund.

EPA has documented the release and threatened release of hazardous substances, pollutants and contaminants into the lower 8.3 miles of the Lower Passaic River, which is part of the Diamond Alkali Superfund Site (the "Site"), located in Essex and Hudson Counties, New Jersey. In response to the release and threatened release of hazardous substances into the environment at the Lower Passaic River Study Area, EPA has spent public funds and anticipates spending additional public funds.

In 1983, sampling at and in the vicinity of 80 Lister Avenue and in the Passaic River revealed high levels of dioxin. In 1984 after investigations by the state of New Jersey and the EPA, the Site was listed on the EPA Superfund program's National Priorities List ("NPL") established pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605. Dioxin, pesticides and other hazardous substances were found in the soil and groundwater at 80-120 Lister Avenue; and dioxin, polychlorinated biphenyls ("PCBs"), mercury, metals and pesticides were found in sediment in the Lower Passaic River.

In 1994, Occidental Chemicals Corporation ("OCC") signed an administrative order on consent with EPA to investigate a six-mile stretch of the Lower Passaic River, with the work performed

by Tierra Solutions, Inc. ("Tierra") on OCC's behalf. This investigation found contaminants that originated from the Diamond Alkali facility, in particular, 2,3,7,8-TCDD and pesticides, throughout the six miles, as well as other contaminants not necessarily linked to Diamond Alkali's operations, and showed that contaminated sediments moved into and out of the six-mile stretch, leading to the conclusion that a more comprehensive study was required. In 2002, EPA expanded the scope of the investigation to include the entire 17-mile Lower Passaic River.

Subsequently, EPA identified other potentially responsible parties ("PRPs") for the Lower Passaic River besides OCC. A number of companies that owned or operated facilities from which hazardous substances were potentially discharged to the river formed the Cooperating Parties Group ("CPG"). In 2004, EPA signed a settlement agreement with the CPG in which the group agreed to pay for EPA to perform the RI/FS for 17-mile Lower Passaic River Study Area ("LPRSA"). The settlement agreement was amended in 2005 and 2007, adding more parties, for a total of over 70 parties.

Also in 2004, EPA and OCC signed an agreement in which OCC agreed to conduct a separate RI/FS of the Newark Bay Study Area (Newark Bay and portions of the Hackensack River, Arthur Kill and Kill van Kull), investigating the extent of contamination under EPA oversight. As with the 1994 agreement, Tierra is performing the work on OCC's behalf. Finally, also in 2004, EPA formed a partnership with the U.S. Army Corps of Engineers, New Jersey Department of Transportation, U.S. Fish and Wildlife Service, National Oceanic and Atmospheric Administration and NJDEP to conduct a joint study of the LPRSA. The goal of the partnership was, to the extent possible, to integrate the RI/FS being performed under the Superfund program with a Feasibility Study under the Water Resources Development Act.

From 2004 to 2007, EPA investigated contamination in sediment and water of the Lower Passaic River, and investigated the major tributaries, combined sewer overflows and stormwater outfalls to the river. In 2007, the CPG entered into a new agreement with EPA in which the group agreed to take over the performance of the 17-mile LPRSA RI/FS from EPA under EPA oversight. During the course of the 17-mile study, EPA concluded that since the lower 8.3 miles of the river contain the bulk of the contaminated sediment which is the source of most of the risk associated with the Lower Passaic River, addressing this portion of the river first would better support the overall protection of human health and the environment than would awaiting the outcome of the 17-mile RI/FS to make a decision for the entire Lower Passaic River. EPA undertook a targeted RI and focused feasibility study ("FFS") of the lower 8.3 miles. Sampling results from the RI/FFS demonstrate the presence of hazardous substances in sediments of the lower 8.3 miles of the Lower Passaic River including polychlorinated dibenzo-*p*-dioxins and furans (dioxins and furans), PCBs, polycyclic aromatic hydrocarbons, dichlorodiphenyl-trichloroethane ("DDT") and its breakdown products and other pesticides, mercury, lead and other metals. The contamination present in sediments throughout the lower 8.3 miles presents an unacceptable human health and ecological risk.

EPA issued the Record of Decision selecting a remedy for the lower 8.3 miles of the Lower Passaic River on March 4, 2016. The selected remedy includes the following elements: 1) an engineered cap will be constructed over the river bottom of the lower 8.3 miles; 2) before the cap is placed, the river will be dredged bank-to-bank (approximately 3.5 million cubic yards) so the cap can be placed without increasing flooding and to allow for continued commercial use of the federally authorized navigation channel in the 1.7 miles of the river closest to Newark Bay;

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3) dredged materials will be barged or pumped to a sediment processing facility in the vicinity of the Lower Passaic River/Newark Bay shoreline for dewatering, and dewatered materials will be transported to permitted treatment facilities and landfills in the United States or Canada for disposal; 4) mudflats dredged during implementation of the remedy will be covered with an engineered cap consisting of one foot of sand and one foot of mudflat reconstruction substrate; 5) institutional controls will be implemented to protect the engineered cap, and New Jersey's existing prohibitions on fish and crab consumption will remain in place and will be enhanced with additional community outreach; 6) long-term monitoring and maintenance of the engineered cap will be required to ensure its stability and integrity; and 7) long-term monitoring of fish, crab and sediment will be performed to determine when interim remediation milestones, remediation goals and remedial action objectives are reached. The estimated cost of the cleanup project is $1.38 billion. Additional information about the Site, including the lower 8.3 miles of the Lower Passaic River, such as the RI/FFS reports and appendices, the Proposed Plan and the Record of Decision, can be found on EPA Region 2's website at http://www.ourPassaic.org

The documents that form the basis for EPA's selected remedy are contained in the administrative record, which is maintained at EPA's offices in New York City, and at the following administrative record repositories located near the Site:

Newark Public Library
5 Washington Street
Newark, New Jersey

Elizabeth Public Library
11 South Broad Street
Elizabeth, New Jersey

You may inspect copies of the administrative record during regular business hours at EPA's offices in New York City or at the local administrative record repositories identified above. The administrative record files can also be accessed online at:
https://semspub.epa.gov/src/collection/02/AR63167

NOTICE OF POTENTIAL LIABILITY

Under Section 107(a) of CERCLA, responsible parties may be held liable for costs incurred by EPA (including interest) in taking response actions at and around sites where hazardous substances have been released, including investigative, planning, removal, remedial, and enforcement actions. Responsible parties also may be subject to orders requiring them to take response actions themselves. Responsible parties under CERCLA include current owners or operators of a facility, past owners or operators of a facility at the time of disposal of hazardous substances, and persons who arranged for the treatment or disposal of hazardous substances which came to be located at a facility. EPA has previously notified over 100 parties of their potential liability under CERCLA for the Lower Passaic River Study Area, which includes the lower 8.3 miles. By this letter, we notify all the parties on the attached list of potential liability for the lower 8.3 miles.

FRAMEWORK FOR REMEDIAL DESIGN/REMEDIAL ACTION IMPLEMENTATION AND SETTLEMENT

REMEDIAL DESIGN ADMINISTRATIVE ORDER NEGOTIATIONS

EPA seeks to determine whether OCC will voluntarily perform the remedial design ("RD") for the remedy selected in the ROD. EPA intends to send a separate letter to OCC, enclosing a draft Administrative Order on Consent and Settlement Agreement for Remedial Design ("RD AOC"). EPA wishes to secure a commitment to perform the RD so as to ensure commencement of RD field work by the end of 2016. To that end, EPA will seek signature of an RD AOC by or before August 31, 2016.

This notice is not being given in accordance with the "special notice" procedures of Section 122(e) of CERCLA, 42 U.S.C. § 9622(e). EPA has decided not to use the special notice procedures as EPA does not believe that those procedures would facilitate an agreement or expedite remedial action at the Site.

REMEDIAL ACTION CONSENT DECREE NEGOTIATIONS

After execution of the RD AOC, EPA plans to begin negotiation of a remedial action consent decree, under which OCC and the other major PRPs will implement and/or pay for EPA's selected remedy for the lower 8.3 miles of the Lower Passaic River and reimburse EPA's costs incurred for the Lower Passaic River. In the meantime, we encourage the major PRPs to meet and discuss a workable approach to sharing responsibility for implementation and funding of the remedy.

OPPORTUNITY FOR CASH-OUT SETTLEMENT

Based on the information EPA has reviewed, the Agency believes that some of the parties that have been identified as PRPs under CERCLA, and some parties not yet named as PRPs, may be eligible for a cash out settlement with EPA for the lower 8.3 miles of the Lower Passaic River. Typically such a settlement would include: (1) a premium; (2) a covenant not to sue, which is a promise that EPA will not bring any future legal action against the settling party for the specific matters addressed in the settlement (i.e. concerning the lower 8.3 miles); and (3) protection from contribution claims, which provides a settling party with protection from being sued in a contribution action by other responsible parties for the specific matters addressed in the settlement. EPA intends to provide separate notice of the opportunity to discuss a cash out settlement at a later date.

Some or all of the costs associated with this notice may be covered by current or past insurance policies issued to you. Most insurance policies will require that you timely notify your carrier(s) of a claim against you. To evaluate whether you should notify your insurance carrier(s) of this demand, you may wish to review current and past policies, beginning with the date of your first contact with the Diamond Alkali Site, including the Lower Passaic River Study Area, up to the present. Coverage depends on many factors, such as the language of the particular policy and state law.

Finally, EPA has developed a fact sheet about the Small Business Regulatory Enforcement Fairness Act and information on resources for small businesses, which is available on the

Agency's website at http://www.epa.gov/compliance/small-business-resources-information-sheet.

If you have any questions regarding this letter, you may contact Juan Fajardo via email at fajardo.juan@epa.gov or by phone at (212) 637-3132, or Sarah Flanagan at flanagan.sarah@epa.gov or by phone at (212) 637-3136.

We appreciate and look forward to your prompt response to this letter.

Sincerely yours,

Nicoletta Di Forte

Nicoletta Di Forte
Deputy Director for Enforcement
Emergency and Remedial Response Division

Attachment 1 - List of Addressees

cc: Brian Donohue, Esq., USDOJ
Mark Barash, Esq., USDOI
Kate Barfield, Esq., NOAA
John Dickinson, Esq., New Jersey Attorney General's Office

ATTACHMENT 1

Parties that Previously Received Notice Letters

Company	Contact Information	Facility
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Alcan Corporation Two Alliance Center 3560 Lenox Rd Atlanta, GA 30326 Now Novelis Corp.	John Tillman, Esq. North American Regional Counsel Novelis Corporation Two Alliance Center 3560 Lenox Rd Atlanta, GA 30326 404-760-4049 (T) John.tillman@novelis.com	Jacobus Ave. Kearny, NJ
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Atlas Refining, Inc. 142 Lockwood Street Newark, NJ 07105 Now Atlas Refinery, Inc.	Steven Schroeder, Jr., President & CEO Atlas Refinery, Inc. 142 Lockwood Street Newark, NJ 07105 Thomas Ryan, Esq. Laddey, Clark & Ryan LLP 60 Blue Heron Road, Suite 300 Sparta, NJ 07871 973-729-1880(T) tryan@lcrlaw.com	142 Lockwood St. Newark, NJ
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Chevron Texaco Corporation 6001 Bollinger Canyon Rd. K-2056 San Ramon, CA 94583 Chevron Environmental Management Company participating for itself, Texaco, Inc. and TRMI-H LLC	Shawn Raymond DeMerse Chevron U.S.A. Inc. Law Department 1400 Smith Street, Rm 07090 Houston, TX 77002 shawndemerse@chevron.com Louis M. DeStefano, Esq. Buchanan Ingersoll & Rooney, PC 550 Broad Street, Suite 810 Newark, NJ 07102-4517 973.273.9800 (T) louis.destefano@bipc.com	Getty Newark Terminal 86 Doremus Ave. Newark, NJ
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ITT Industries, Inc. 77 River Road Clifton, NJ 07014 participating as Exelis Inc. for itself and ITT Industries, Inc	Susanne Peticolas, Esq. Gibbons, PC One Gateway Center Newark, NJ 07102-5310 973-596-4751 (T) speticolas@gibbonslaw.com	100 Kingsland Drive Clifton, NJ

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Monsanto Co. 800 North Lindbergh Blvd. St. Louis, Missouri 63167 Pharmacia Corporation (f/k/a Monsanto Company)	John F. Gullace, Esq. Manko, Gold, Katcher & Fox, LLP 401 City Avenue, Suite 500 Bala Cynwd, PA 19004 484-430-2326(T) jgullace@mgkflaw.com	Monsanto Co. Foot of Pennsylvania Ave. Kearny, NJ
National-Standard Company 1618 Terminal Road Niles, MI 49120 Now National-Standard LLC	Susanne Peticolas, Esq. Gibbons, PC One Gateway Center Newark, NJ 07102-5310 973-596-4751(T) speticolas@gibbonslaw.com	714-716 Clifton Avenue Clifton, NJ

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News America Inc. 767 Fifth Ave., 46th Floor New York, NY 10153 fka News Publishing Australia, Ltd., now Twenty-First Century Fox America	Peter Simshauer, Esq. Skadden, Arps, Slate, Meagher & Flom LLP One Beacon Street Boston, MA 02108-3194 617-573-4880(T) psimshau@skadden.com	Chris-Craft Inc./Montrose Chemical Co. 100 Lister Ave. Newark, NJ
Occidental Chemical Corp. Occidental Tower 5005 LBJ Freeway Dallas, TX 75244	Dennis F. Blake Senior Vice President Occidental Chemical Corp. 5005 LBJ Freeway Dallas, TX 75244 Benjamin S. Lippard, Esq. Vinson & Elkins, LLP 2200 Pennsylvania Avenue, Suite 500 West Washington, CD 20037-1701 713-758-2528(T) blippard@velaw.com	Diamond Shamrock Chemicals Co. 80 and 120 Lister Ave. Newark, NJ
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Power Test of New Jersey, Inc. 125 Jericho Turnpike Jericho, NY 11753 now Leemilt's Petroleum, Inc., successor to Power Test of NJ, Inc.	Christine Fitter, Asst Secretary Leemilt's Petroleum, Inc. 125 Jericho Turnpike, Suite 103 Jericho, NY 11753 cfitter@gettyrealty.com Nicole Moshang, Esq. Manko, Gold Katcher & Fox LLP 401 City Avenue, Ste. 500 Bala Cynwyd, PA 19004 484-430-2324 (T) nmoshang@mgkflaw.com	Getty Newark Terminal 86 Doremus Ave. Newark, NJ
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Reilly Industries, Inc. 1510 Market Square Center 151 North Delaware St. Indianapolis, IN 46204 now Vertellus Specialties Inc.	Thomas Mesevage, Esq. Corporate Counsel, Environmental Vertellus Specialties Inc. 900 Lanidex Plaza, Suite 250 Parsippany, NJ 07054-2739 973-515-8611(T) 973-945-7069(M) tmesevage@vertellus.com Glenn Harris, Esq. Ballard Spahr Andrews & Ingersoll Plaza 1000, Suite 500 Main Street Voorhees, NJ 08043 856-761-3400(T) harrisg@ballardspahr.com	191 Doremus Ave. Newark, NJ

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