UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 2
290 BROADWAY
NEW YORK, NY 10007-1866

MAR 30 2005

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mr. Peter A. Ceribelli
Senior Vice President
Weston Solutions, Inc.
1400 Weston Way, Box 2693
West Chester, Pa. 19380

Dear Mr. Ceribelli:

This letter is the United States Environmental Protection Agency's (EPA) response to, and approval of, Weston Solutions, Inc. (hereinafter, "Weston") January 26, 2004 request, and the August 13, 2004 request modification, for a risk-based PCB disposal approval for portions of the Hatco site located in Fords, Middlesex County, New Jersey, in accordance with the federal regulations for polychlorinated biphenyls (PCBs) promulgated pursuant to the Toxic Substances Control Act (TSCA), 15 U.S.C. § 2601 et seq., and set forth in Part 761 of Title 40 of the Code of Federal Regulations (40 C.F.R. § 761). Prior to Weston's application, a PCB risk-based disposal application for the Hatco site was submitted jointly by Hatco Corporation and W.R. Grace & Co. by letter dated June 19, 2002.

The complete application that EPA considered, and that is the subject of this approval includes the following by this reference:

1) June 19, 2002 letter from Hatco and W.R. Grace & Co. transmitting a document titled "PCB Remediation Proposal And Human Health Risk Assessment For PCB Impacted Soils," dated August 31, 2001. A set of documents transmitted separately to EPA and listed in an Attachment to the June 19, 2002 letter. The listing includes a "Human Health Risk Assessment" (HHRA), a "Draft Remedial Action Work Plan" (RAWP) Volumes 1-5, and "Laboratory Reports," Volumes 6-21.

2) Weston's January 26, 2004 letter containing a modified application, which incorporates the prior application materials, and superseded the June 19, 2002 application submitted jointly by Hatco and W.R. Grace & Co.

3) Weston's August 13, 2004 letter setting forth a modified approach for remediation of the on-site lagoons, superceding the remedial approach set forth for the lagoons in the prior application materials.

It should be noted that the New Jersey Department of Environmental Protection ("NJDEP") reviewed the document, dated August 31, 2001, titled "PCB Remediation Proposal and Human Health Risk Assessment For PCB Impacted Soils," and in comments dated June 2, 2003, stated that the soil remediation proposal and risk assessment were unacceptable. NJDEP therefore required that a revised draft RAWP that addressed NJDEP's comments be prepared. Since that time, as indicated in Weston's January 26, 2004 modified risk-based PCB disposal approval application, as further modified in Weston's August 13, 2004 letter, the remedy has been significantly enhanced to address PCB contamination at the site. The modifications include:

1) extending the area to be covered with the engineered cap to all locations of the site with PCB concentrations greater than 2 mg/Kg (ppm) dry weight;

2) allowing only soils contaminated with PCBs at concentrations less than 500 mg/Kg (ppm) dry weight to remain on-site, with the exception of the two on-site lagoons addressed in item 3 below, and these materials shall be covered with the engineered cap as described in item 1 above; excavated materials containing greater than 500 mg/Kg (ppm) dry weight PCBs that are removed from the site shall be properly disposed of in accordance with federal PCB regulations contained in 40 C.F.R. § 761;

3) excavation and off-site disposal of chemical waste sludges, sediments, and any other material overlying the clay layer in the two on-site lagoons; sampling to verify that no material remaining in the lagoons exceeds a concentration of 500 mg/Kg (ppm) dry weight PCBs; verify the integrity of the clay layer and, if necessitated by any observed loss of integrity, restore the integrity of the clay layer; collapse of the berm separating the lagoons; backfill of the lagoons with soil from other areas of the Hatco site determined to contain less than 500 mg/Kg (ppm) PCBs (including areas identified in the draft RAWP that lie beyond the Hatco Corporation property boundary); capping those backfilled materials excavated from other areas of the Hatco site determined to contain greater than 50 mg/kg (ppm) PCB mg/kg with a geotextile of not less than 50 mil thickness and a permeability of not less than 10E-7 cm/sec; and cover of the lagoon backfill with clean fill to a thickness of not less than two feet. Materials excavated from the lagoons shall be managed, including separation of liquid and non liquid fractions, and disposed of off-site in accordance with PCB disposal regulations contained in 40 C.F.R §761.61(b); and

4) identification and placement of all locations at the site with PCBs in excess of 0.49 mg/Kg (ppm) dry weight under a deed restriction;

5) verification of the perpetual protectiveness of the remedy by long term monitoring.

Based on the information provided in the application, including the five modifications outlined above, EPA has determined that implementation of the remedy and disposal actions

proposed in the application will not pose an unreasonable risk of injury to health or the environment.

Region 2 staff prepared a draft approval and published a public notice on January 10, 2005 in the Newark Star Ledger and the Home News-Tribune establishing a 30 day public comment period on the draft approval. The full application and extensive background materials were made available for public review at the EPA Edison office and at the Woodbridge Library - Fords, New Jersey, branch. No public comments were received during the 30 day public comment period.

EPA Region 2 reviewed the application to determine whether the proposed remedy would be protective of public health and the environment, is technically feasible and appropriate, is consistent and supportive of the NJDEP's plans for remediation of the site, and that safeguards are in place to ensure that long-term operation, maintenance, and monitoring commitments associated with the remedy would be undertaken.

By this letter, EPA hereby issues approval for the risk-based disposal of soils, sediments, pond "muck," and phthalic anhydride wastes contaminated with PCBs, and PCB contaminated materials located at the Hatco site, subject to the conditions specified in this letter. This approval is being issued under the authority granted to EPA by the Toxic Substances Control Act (TSCA) as codified in 40 C.F.R. § 761.61(c), (OMB Control Number 2070-0159). This approval also constitutes an order under the authority of Section 6 of TSCA, 15 U.S.C. § 2605.

1. Effective Date and Review Date

This approval shall become effective on the date that the Regional Administrator (RA) of EPA Region 2 receives written notification from Weston of its acceptance and intention to comply with the conditions of this letter. The person providing such written notification must be an officer of Weston. This offer may be withdrawn if EPA Region 2 does not receive written notification from Weston of its acceptance of, and intention to comply with, the conditions and terms of this approval within 45 days of the date of the bankruptcy court's order approving the Remediation Agreement by and among Weston, Hatco and Grace, and the Revitalization Settlement Agreement by and among the NJDEP, Weston, ACE Financial Solutions, Inc., Hatco, and Grace and its affiliates, or other such date as may be agreed to by the parties.

The EPA will review this approval no later than 5 years from its effective date. At that time, if the EPA finds that the continued implementation of the remedy granted by this approval presents an unreasonable risk to health or the environment, the EPA may modify, suspend, or revoke this approval. Alternatively, the EPA may request further information to make such a determination.

2. Description of Extent of PCB Contamination

The Hatco site, a portion of which is contaminated with PCBs above 50 mg/Kg (ppm) dry weight and is therefore the subject of this approval, is located at 1020 King Georges Post Road, Fords, Middlesex County, New Jersey. This site encompasses 80 acres and is bordered by King Georges Post Road to the North, Industrial Avenue to the south, Route 440 and Interstate I-287 to the east, and a tributary to Crows Mill Creek to the west. Approximately 15 acres of the site are developed. Chemical manufacturing, processing, storage, and waste residuals management facilities, research and quality control laboratories, and management and sales offices are located at the site. The Hatco site discussed herein also includes an area to the west of the Hatco property boundary and an area south of Industrial Avenue (known as Channel D) which are described in the draft RAWP.

PCBs were detected in 852 of the approximately 1,300 soil samples analyzed for these compounds. Detected concentrations range from 0.0033 mg/Kg (ppm) to 12,000 mg/Kg (ppm). Soils containing more than 100 mg/Kg (ppm) PCBs are generally limited to portions of the "Main Production Area", the "Muck" area, the four former unlined ponds, and two former chemical waste lagoons. A few samples collected outside of the Main Production Area were contaminated with PCBs at concentrations greater than 100 mg/Kg (ppm). Surface soil contamination between 2 mg/Kg (ppm) and 100 mg/Kg (ppm) exists over a wider portion of the developed area of the site, beyond the Main Production Area.

The Muck area is located near the western border of the site, where semi-solid materials from the ponds were periodically removed and placed on surface soils. PCB contamination in the Muck area was detected up to12,000 mg/Kg (ppm), with the highest levels of contamination present in the interval between two (2) and six (6) feet below ground surface (bgs).

The four on-site ponds received wastewater from manufacturing operations during the 1960's. In 1970, the ponds were excavated, filled and covered with soil, and a portion covered with asphalt. The maximum concentration of PCBs reported in the pond area is 8,600 mg/Kg (ppm), detected in a sample collected between 7 – 7.5 ft bgs.

In the mid 1960's, two (2) clay lined lagoons were constructed to receive chemical manufacturing wastewater effluent, recover floating organic chemical waste, and moderate flow of wastewater to the Middlesex County Utilities Authority. The two lagoons were removed from service during "Project 50" in 1991. PCB contamination exceeding 500 mg/Kg (ppm) has been detected in the lagoons.

Floating free product organic chemicals (also known as light non-aqueous phase liquid or LNAPL) are present on groundwater at two main areas: one extending from the Main Production Area southward to just north of the former lagoons; and a second within the former Muck area. The LNAPL plume at the north end of the Main Production Area is approximately 0.13 feet

thick; at the south end of the Main Production Area, LNAPL is about 1.72 feet thick; and at the former Muck Area, LNAPL is about 0.06 feet thick. The maximum PCBs concentration reported in the LNAPL was 90,000 mg/Kg (ppm). The total combined length of the LNAPL contaminated areas is approximately 1,250 feet.

The reported concentrations of PCBs in shallow groundwater monitoring wells ranged up to 24,000 ug/L (ppb), detected in the monitoring well designated MW-15S during the October 1991 sampling.

3. Remedial Action, Cap Remedy, and Long Term Monitoring

This approval applies to all portions of the Harco site contaminated with PCBs at concentrations greater than or equal to 50 mg/Kg (ppm) (hereinafter, the "TSCA Remediation Area"), unless otherwise addressed. The TSCA Remediation Area and those areas where PCBs are present at concentrations greater than the NJDEP Cleanup Standard of 0.49 mg/Kg (ppm) (hereinafter, the "Total Remediation Area) will be subject to an Administrative Consent Order (ACO), executed between Weston and NJDEP. Those portions of the site with PCB contamination at concentrations less than 50 mg/Kg (ppm) dry weight are also subject to, and will be addressed in accordance with, NJDEP requirements.

Weston shall comply with the draft Remedial Action Workplan (RAWP), as modified to incorporate the terms of the January 2004 application, Weston's August 13 letter, and this approval, unless EPA Region 2 provides written approval of any additional modification. Notification of intent to modify the remedy must be received by EPA at least 60 calendar days prior to the proposed implementation of the modification. The provisions of this approval supercede any inconsistent provisions which may be contained in the RAWP as modified by the January 2004 application and Weston's August 13, 2004 letter.

Weston shall excavate and dispose of off-site, in accordance with 40 C.F.R. Part 761, all PCB containing material at concentrations greater than 500 mg/Kg (ppm) dry weight. Weston shall also excavate and dispose of off-site, material from the former lagoons, as described previously in this approval letter, and conduct long term monitoring to verify the perpetual effectiveness of the remedy. All remedial and monitoring work shall be performed in accordance with an engineering and monitoring plan, approved in advance, in writing, by EPA Region 2. No later than thirty (30) days after excavating and disposing of the soil, Weston shall submit to EPA Region 2 a certification, signed by a professional engineer licensed by the State of New Jersey, verifying that such work has been completed in accordance with the draft RAWP and this approval. Weston shall also maintain in perpetuity, the following records:

1) "as-built" engineering drawings which provide latitude and longitude determined using differential global positioning or an equivalent method which conforms to the EPA

locational data standard available online under the "Data Standards" link at **http://www.epa.gov/edr/**;

2) construction related documents including engineering specifications for all purchased, manufactured, or otherwise fabricated elements associated with the remedy;

3) purchase receipts and/or certifications associated with all components of the remedy;

4) lists or logsheets which record the identity and affiliation of all personnel associated with off-site management, design, or procurement, and on-site implementation of the remedy;

5) all records and information related to characterization, analysis (verified by analysis using an appropriately sensitive and selective EPA SW-846 method or validated equivalent), shipping, and disposal of materials associated with this portion of the remedy and the long term monitoring.

In addition, Weston shall consolidate the remainder of the contaminated material under an engineered cap to contain PCBs at concentrations of 2 mg/Kg (ppm) or greater (surface and subsurface soils). The capped area will include the Muck Area and the former ponds.

Crows Mill Creek (referred to as Channel D in the draft RAWP) sediments that contain PCBs above 1 mg/Kg (ppm) dry weight shall be removed and placed under the main on-site cap. Off-site contaminated soils from the areas west of the site boundary containing PCBs at concentrations over 2 mg/Kg (ppm) will be capped in place.

Areas of the site where the remedial action is for placement of a soil cap per Section 4.4.1 of the March 29, 2001 draft Remedial Action Workplan (RAWP) as modified by the January 2004 application and Weston's August 13 letter, shall be capped with a minimum of 18 to 24 inches of clean soil [i.e. containing <1 mg/Kg (ppm) PCB per 40 C.F.R. § 761.125(a)(2)(ii)], constructed, at minimum, to meet the specifications provided in 40 C.F.R. § 761.61(a)(7). Within thirty (30) days of completing the cap remedy, Weston shall submit to EPA Region 2 the following:

1) a certification, signed by a professional engineer licensed by the State of New Jersey, verifying that such work has been completed in accordance with the Draft RAWP and this approval, and

2) certification of the source, and PCB concentration - determined by analysis using an appropriately sensitive and selective EPA SW-846 method or validated equivalent - of "clean soil" utilized in the remediation.

4. Recording of Approval and Deed Notice

Within sixty (60) days of construction of the cap remedy, as described in the draft RAWP as modified by the January 2004 application and Weston's August 13 letter, and above, Weston shall prepare a Deed Notice and request the then owner(s) of the site **and off-site areas of the site** to record the Deed Notices, in accordance with 40 C.F.R. § 761.61(a)(8) and New Jersey law, with the County Clerk's Office, Middlesex County, New Jersey. The Deed Notice shall be consistent with NJDEP requirements and shall include: a description of the extent of contamination found at the site; a description of the removal action and cap remedy; the restrictions on use included in Section 7 of this approval; and a copy of this approval, appended as an attachment. Within 10 days of receipt of a stamped, filed Deed Notice, Weston shall submit a copy of same to EPA Region 2.

5. Inspection and Maintenance Obligations; Annual Report to EPA.

Weston shall provide EPA Region 2 with an update of the status of the remediation project every three (3) months following the effective date of this approval until the capping, removal, and disposal operations are complete. After the caps are completed, Weston shall visually inspect the caps at least annually, and maintain the caps as needed. Weston shall also provide for a means of communicating with the owner of the site regarding any and all activities at the site which did or may result in any disruption, damage, removal, or other loss of integrity of the cap, and Weston shall inspect the cap within five (5) working days of such notification. If necessary, the cap shall be repaired or replaced within 14 working days of the verification of damage or other loss of integrity. Within 14 working days of completion of repairs, Weston shall submit to EPA the following information:

1) notification that the cap has been breached or otherwise suffered damage or loss of integrity;

2) certification, signed by a professional engineer licensed by the State of New Jersey, that the cap has been repaired or replaced to a condition not less than that constructed as required by this approval.

The caps shall be maintained to prevent access to the contaminated material (e.g. soil and debris) under the caps and to prevent such material from being released. Weston shall also, by July 1 of each year, submit to EPA Region 2 an annual written summary report covering the previous reporting period (January through December of the previous year). The Annual Report shall provide the following information:

1) reports of visual inspections and maintenance needed to maintain the as-built integrity of the cap;

2) maintenance reports;

3) information regarding any problems maintaining any element of the remedy.

6. Sale of the Property

If Weston is advised that the then owner of the site intends to sell or lease any portion of the TSCA Remediation Area, it shall notify EPA Region 2, in writing, of the sale or lease of any portion of the TSCA Remediation Area no later than 30 days after receiving such advice prior to such action. This notification shall include the name, address and telephone number of the new owner(s). As permitted by the access agreements, Weston shall visually inspect the caps within 30 days prior to sale or lease of any such property, and shall, thereafter, provide a written report of the results of inspection, and any as yet unreported inspections and /or maintenance on the caps, to EPA Region 2 and to the buyer or lessee no later than 10 days prior to such sale or lease. In the event that the owner of the Hatco site sells or leases any portion of the TSCA Remediation Area, Weston shall continue to be bound by all the terms and conditions of this approval, unless the following occurs:

1) the new owner or any lessee requests, in writing, that EPA Region 2 reissue this approval to the new owner or lessee, transferring all responsibility to comply with the terms and conditions of this approval to the new owner or lessee;

2) EPA Region 2 reissues this approval to the new owner or any lessee, transferring all responsibility to comply with the terms and conditions of this approval to the new owner or lessee; and

3) the new owner or any lessee provides written notification to EPA Region 2 of their acceptance of and intention to comply with the terms and conditions of the reissued approval. The reissued approval may be withdrawn if EPA Region 2 does not receive written notification from the new owner or lessee of their acceptance of, and intention to comply with, the conditions and terms of the reissued approval within 45 days of the date of the reissued approval. Under such circumstances, this approval, issued to Weston, will remain in effect. In such case, Weston shall provide EPA, in writing, documentation that Weston will be afforded access to the site, as necessary, to fulfill any and all obligations included in this approval.

7. Modifications and Changes in Use

Any modification(s) in the plan, specifications, or information submitted in Weston's application or draft RAWP as modified by the January 2004 application and Weston's August 13 letter, based on which this approval has been issued, must receive prior written approval from EPA Region 2. Minor modifications to this approval may be authorized, in writing, by the Chief

of the Pesticides and Toxic Substances Branch. Weston shall inform EPA Region 2 of any change, in writing, at least 60 days prior to such change. No action may be taken to implement any such modification unless EPA Region 2 has approved of the modification, in writing. EPA Region 2 may request additional information in order to determine whether or not it approves of the modification. If such modification involves a change in the use of the TSCA Remediation Area, EPA may revoke, suspend and/or modify this approval if it finds that Weston's remedy may pose an unreasonable risk to health or to the environment due to the change in use, or if EPA Region 2 does not receive information it deems appropriate from Weston or Hatco to make a determination regarding such potential risk. Weston shall prepare and request that the owner of the site record any amendment to the Deed Notice and/or this approval, resulting from any modification(s), within 60 days of such changes(s).

8. EPA Entry and Inspection

Hatco has provided EPA assurance that EPA representatives may enter the site at reasonable times for the purposes listed below. Weston shall, also, allow any authorized EPA representatives to enter the site at reasonable times for the purposes listed below:

1) to inspect the TSCA Remediation Area of the Hatco site to assess compliance with this approval and/or the federal PCB regulations;

2) to inspect any records related to this approval and/or federal PCB regulations;

3) to take samples for the purpose of assessing compliance with this approval and/or the federal PCB regulations.

Any refusal to allow any of the above actions may result in the suspension and/or revocation of this approval.

All notifications, documents, and requests to be submitted to EPA Region 2 as specified in this approval shall, unless EPA Region 2 later indicates otherwise in writing, be sent to:

Chief
Pesticides and Toxic Substances Branch
United States Environmental Protection Agency, Region 2
2890 Woodbridge Avenue (MS-105)
Edison, New Jersey 08837-3679
Telephone (732) 321-6765 Facsimile (732) 321-6788

This approval, issued pursuant to 40 C.F.R. § 761.61(c), is subject to Weston having provided EPA Region 2 with complete and forthright disclosure of all material facts. Any misrepresentation or omission by Weston of any material fact in Weston's application or the

draft RAWP may result in EPA's revocation, suspension and/or modification of this approval, in addition to any other legal or equitable relief or remedy EPA may choose to pursue under applicable law.

Weston's acceptance of this approval constitutes Weston's agreement to comply with: 1) all conditions and terms of this approval, and 2) all applicable provisions of federal, state and local law. This approval specifies the requirements applicable under TSCA and does not make any determination regarding requirements which may be applicable under other federal, state or local law. TSCA disposal requirements do not supercede other, more stringent, applicable federal, state or local laws, including any applicable requirements under the Solid Waste Disposal Act and its amendments, including the Resource Conservation and Recovery Act. Any failure by Weston to comply with any condition or term of this approval shall constitute a violation of said approval, which has been issued pursuant to 40 C.F.R. § 761.61(c); such violation is made unlawful by Section 15(1)(C) of TSCA, 15 U.S.C. § 2614(C). Any such violation(s) may result in an action by EPA for any legal or equitable relief or remedy available under applicable law. Any such violation might also result in EPA revoking, suspending and/or modifying this approval.

Based on the information included in Weston's application, EPA Region 2 finds that the PCB disposal authorized under this approval will not present an unreasonable risk to health or the environment. Permitted levels of PCB concentration for material remaining on-site under this approval are based on a site specific risk determination pursuant to TSCA, and are not applicable to any other site. Notwithstanding, this approval may be revoked, suspended and/or modified after Weston's acceptance thereof at any time if EPA Region 2 determines that implementation of this approval may present an unreasonable risk of injury to health or the environment. Nothing in this letter is intended or is to be construed to prejudice any right or remedy concerning the operation of Hatco's facility otherwise available to EPA under Section 6 of TSCA, 15 U.S.C. § 2605 and/or 40 C.F.R. § 761.

If you have any questions about the approval, or the request for additional information regarding the chemical waste lagoons, please contact Dennis McChesney of the Pesticides and Toxic Substances Branch at 732-906-6817.

Sincerely,

for

Kathleen C. Callahan
Acting Regional Administrator

cc: Commissioner Bradley M. Campbell
New Jersey Department of Environmental Protection

Stephen E. Maybury, Bureau Chief, BEECRA
New Jersey Department of Environmental Protection