

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
Region 5

IN THE MATTER OF:)	Docket No.
St. Regis Paper Company)	
Superfund Site Cass Lake,)	ADMINISTRATIVE ORDER
Cass County, Minnesota)	PURSUANT TO SECTION 106(a)
)	OF THE COMPREHENSIVE
)	ENVIRONMENTAL RESPONSE,
Respondent:)	COMPENSATION, AND
)	LIABILITY ACT OF 1980,
International Paper Company)	AS AMENDED, 42 U.S.C.
)	§9606(a)

UNILATERAL ADMINISTRATIVE ORDER
FOR HUMAN HEALTH AND ECOLOGICAL RISK ASSESSMENT

I. JURISDICTION AND GENERAL PROVISIONS

This Order is issued pursuant to the authority vested in the President of the United States by Section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §9606(a), and delegated to the Administrator of the United States Environmental Protection Agency ("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 and 14-14-B, and to the Director, Superfund Division, Region 5, by Regional Delegation Nos. 14-14-A and 14-14-B.

This Order requires the Respondent to conduct a human health and ecological risk assessment ("risk assessment") at and in connection with the property located within the exterior boundaries of the Leech Lake Band of Ojibwe Reservation in Section 15, T145N, R31W in Cass Lake, Cass Lake County, Minnesota known as the "St. Regis Paper Company Site" or the "Site".

U.S. EPA has notified the State of Minnesota and the Leech Lake Band of Ojibwe of this action.

II. PARTIES BOUND

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

Respondent shall ensure that its contractors, subcontractors, and representatives comply with this Order. Respondent shall be responsible for any noncompliance.

III. FINDINGS OF FACT

Based on available information, including the Administrative Record in this matter, U.S. EPA hereby finds that:

1. The St. Regis Paper Company Site is located in section 15, T145N, R31W in Cass Lake, Minnesota (Cass County). Portions of the Site were and are leased from Burlington Northern Railroad, portions of the Site were and are owned by the St. Regis Paper Company and portions of the City Dump Area of the Site were and are owned by the City of Cass Lake. This Site is located within the exterior boundaries (as recognized by the United States Department of the Interior, Bureau of Indian Affairs, 67 Fed. Reg. 46330 (July 12, 2002)) of the Leech Lake Band's Tribal Reservation.

2. On January 31, 1985, Champion International Corporation and the St. Regis Paper Company merged. In June 2000, International Paper Company acquired the stock of Champion International Corporation (Champion).

3. The Site includes areas where former wood preserving operations occurred beginning in the late 1950s. The operations areas include the northwest storage area which is bounded by the Burlington Northern railroad tracks to the north, Highway 371 to the west, east from Highway 371 approximately 5000 ft., and South to South 3rd Street. Another former operations area, the southwest area, is approximately 200 ft. south of South 3rd Street, extends south approximately 1200 ft. and is bounded by Highway 371 on the east and the Leech Lake Band of Ojibwe hatchery to the west. The wood treating process consisted of pressure treating wood with creosote, pentachlorophenol (PCP) and, periodically, water soluble metal salt preservatives.

4. Wastewater generated as a result of the wood treating operations was discharged to wastewater disposal ponds on the Site between 1957 and 1971. These ponds were covered with sand and replaced by a new wastewater disposal pond which was utilized for the same purpose until 1980. After 1980, wastewater from the process waste either evaporated in tanks designed for that purpose, was disposed in a manhole located within the Chippewa National Forest that lead to the City of Cass Lake sewage treatment facility, or was reused in the wood treating process.

5. Sludges from the Wood Treatment Facility Area were disposed of at a landfill located on the eastern edge of the Site and in a pit located in the Cass Lake City Dump. Sludges and waste oil from the site were periodically burned at the City Dump.

6. In 1977, the St. Regis Paper Company installed groundwater monitoring wells at the Site. Based on the results of groundwater monitoring, the Minnesota Pollution Control Agency (MPCA) determined that hazardous substances had been released from the Site. Monitoring wells revealed the presence of pentachlorophenol (PCP); polynuclear aromatic hydrocarbons (PAHs); phenols; hexa-, Hepta-, and Octochlorodibenzo-p-dioxin (collectively called PCDD); Polychlorinated dibenzo-p-furans (PCDF); and metals.

7. On September 21, 1984 (49 Fed. Reg. 37070), pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, U.S. EPA placed the Site on the National Priorities List, set forth at 40 C.F.R. Part 300, Appendix B.

8. In February 1985, MPCA and Champion reached an agreement on remedial measures to be implemented in order to address the threat to public health and the environment posed by the Site. MPCA and Champion signed two Response Orders by Consent under the Minnesota Environmental Response and Liability Act (MERLA), one for the Wood Treatment Facility Area and one for the City Dump Pit Area. These Orders provided for the following: (1) A Remedial Investigation at the Site; (2) A Feasibility Study; (3) Development and Implementation of the Response Action Plan to abate or minimize the release of hazardous substances from the Site; and, (4) Routine monitoring to determine the effectiveness of the implemented response actions.

9. On March 5, 1986, MPCA issued a Minnesota Enforcement Decision Document (MEDD) for the Wood Treatment Facility Area. The MEDD called for: (1) the installation of ten (10) ground water wells with granular activated carbon treatment which would pump and treat contaminated ground water until acceptable levels

in ground water are reached; (2) the construction of a Resource Conservation and Recovery Act (RCRA) on site containment vault for the deposition of hazardous waste sludges and contaminated soil to be excavated during source removal activities; (3) the extension of the Cass Lake Community Water System to residents not currently serviced and potentially affected by ground water contamination from the Site; (4) long term monitoring of the ground water and surface water to determine the effectiveness of the ground water pump out system; (5) long term monitoring of the site containment vault; (6) long term monitoring of the treated ground water discharge and selected fish species to determine the effectiveness of the ground water treatment system; (7) long term operation and maintenance of the ground water pump out system; and, (8) long term operation and maintenance of the on site containment vault.

10. On July 29, 1986, MPCA issued a MEDD for the City Dump Pit Area. The MEDD called for (1) long-term operation and maintenance of a contaminated groundwater gradient control system, with a pump out and treatment system that will prevent migration of contaminated groundwater; and (2) long-term monitoring to assess response action performance.

11. On January 24, 1995, U.S. EPA issued a CERCLA Section 106 Unilateral Administrative Order (UAO) to Champion for continued performance of response, remedial and long term oversight and maintenance activities at the Site. Champion and IP have complied with the 1995 UAO.

12. In March 1995, MPCA (on behalf of U.S. EPA) performed a 5-year review of the Response Actions (RAs) implemented at the Site and stated that until additional soil evaluation was performed, that element of the remedial action could not be determined to be protective. The 5-year review identified issues concerning the RAs and recommended, in part, the following steps:

- a) Additional surface and subsurface soil sampling at the Site, particularly in areas no longer owned by the responsible party.
- b) Surface water, groundwater and sediment sampling in the groundwater discharge areas.
- c) Additional monitoring of the groundwater plumes in both the former operations area and the city dump area.
- d) An ecological evaluation of the former operations area, city dump area, and Cass Lake/Pike Bay ecosystem, including sampling of soil, sediment, and surface water if significant contamination is found.

13. In September 2000, U.S. EPA performed a second five-year review. The 2000 five-year review also recommended additional site soil, groundwater, sediment, and surface water sampling. In addition, human health and ecological risk assessments were recommended to determine the protectiveness of the remedial actions performed. Additional monitoring wells were also recommended.

14. In October 2001, U.S. EPA and the Leech Lake Band of Ojibwe performed an initial field investigation at the Site to further evaluate issues raised as a result of the 2000 five-year review. The investigation involved preliminary sampling of surface soil, surface water, groundwater, sediment and fish tissue collected from the northwest storage area, the southwest area, the city dump, and the Fox Creek/Cass Lake/Pike Bay ecosystem. These sampling activities indicated the following:

- a) Sample values of up to 3320 ng/kg (TEQ) for dioxin, in the soil of the former southwest operations area.
- b) Sample values of up to 5.4 ng/kg (TEQ) for dioxin in fish tissue in the Fox Creek/Cass Lake/Pike Bay ecosystem.
- c) Sample values of up to 23 mg/kg for pentachlorophenol in the soil of the southwest area.
- d) Sample values of up to 1.9 mg/kg for pentachlorophenol in the soil of residential properties adjacent to the Site.
- e) Sample values of up to 15 mg/kg for arsenic in the soil of residential properties adjacent to the Site.
- f) Sample values of up to 1,100 ug/kg for benzo-a-pyrene in the soil of residential properties adjacent to the Site.
- g) Sample values of up to 3.8 mg/kg for benzo-a-pyrene in the sediment of the Fox Creek/Cass Lake/Pike Bay ecosystem.
- h) Sample values of up to 523 mg/kg for copper in the sediment of the Fox Creek/Cass Lake/Pike Bay ecosystem.

15. Human impacts from exposure to dioxin include eye, skin, liver, kidney, and reproductive system damage. The ecological impacts of dioxin contamination include lethal, carcinogenic, teratogenic, reproductive, mutagenic, histopathologic, and immunotoxic effects. Dioxin can result in fish, earthworm, bird, amphibian and mammalian mortality. Dioxin can also cause reproductive impairment, organ damage, and retarded growth in mammals.

16. Human impacts from exposure to pentachlorophenol include damage to the central nervous system, cardiovascular system, respiratory system, liver, and kidneys. The ecological effects from pentachlorophenol include mortality, reproductive impairment, organ damage, and retarded growth in mammals. In

birds the effects include mortality and liver histopathology. Pentachlorophenol can also result in markedly reduced soil invertebrate populations and a reduction in fish larval survival, growth, and reproduction.

17. Human impacts from exposure to polycyclic aromatic hydrocarbons which include benzo(a)pyrene include respiratory, bladder, and kidney damage. The potential ecological effects from polycyclic aromatic hydrocarbons, which includes benzo(a)pyrene, are cancerous tumors in some organisms, inhibited reproduction in benthic invertebrates, and liver abnormalities and immune system impairments in fish.

18. Potential ecological effects from copper contamination include mortality in amphibians, high toxicity in aquatic organisms, reduced growth and developmental abnormalities in birds, and liver damage and kidney and brain necrosis in mammals.

19. During July and August 2003, U.S. EPA issued a CERCLA UAO directing (and IP conducted) confirmation soil sampling in the northwest storage area of the Site. This sampling confirmed the results of the 2001 sampling.

20. The 2001 and 2003 sampling resulted in a further U.S. EPA CERCLA UAO to IP dated December 17, 2003. In that Order, U.S. EPA cited an actual or threatened release of hazardous substances as a basis for a removal action in the northwest storage area. Work in compliance with the December 2003 UAO is currently ongoing.

IV. CONCLUSIONS OF LAW AND DETERMINATIONS

Based on the Findings of Fact set forth above, and the Administrative Record supporting these risk assessment activities, U.S. EPA determines that:

1. The St. Regis Paper Company Superfund Site is a "facility" as defined by Section 101(9) of CERCLA, 42 U.S.C. §9601(9). [A map of the Site is attached as Figure 1].
2. Dioxin, pentachlorophenol, benzo(a)pyrene, copper, and arsenic are "hazardous substances" as defined by Section 101(14) of CERCLA, 42 U.S.C. §9601(14) and as specified in 40 C.F.R. § 302.4.
3. Respondent is a "person" as defined by Section 101(21) of CERCLA, 42 U.S.C. §9601(21).

4. Respondent International Paper Company is either (a) person who at the time of disposal of any hazardous substances owned or operated the St. Regis Paper Company Superfund Site, or who arranged for disposal or transport for disposal of hazardous substances at the St. Regis Paper Company Superfund Site. Respondent is therefore a liable person under Section 107(a) of CERCLA, 42 U.S.C. §9607(a).

5. The conditions described in Paragraphs 4 through 7 and 14 of the above Findings of Fact constitute an actual and/or threatened "release" as defined in Section 101(22) of CERCLA, 42 U.S.C. Section 9601(22).

6. The actual or threatened release of hazardous substances from the site may present an imminent and substantial endangerment to the public health, welfare, or the environment within the meaning of Section 106(a) of CERCLA, 42 U.S.C. §9606(a), and requires the risk assessment described within.

7. The conditions described in the Findings of Fact above indicate that a human health and ecological risk assessment is necessary in order to determine, more precisely, the degree to which the 1986 remedy remains protective of human health and/or the environment in accordance with CERCLA §121(C) (5-year Reviews).

V. ORDER

Based upon the foregoing Findings of Fact, Conclusions of Law, Determinations, and the Administrative Record for this Site, U.S. EPA hereby orders that Respondent perform the following actions:

1. Notice of Intent to Comply

Respondent shall notify U.S. EPA in writing within 3 business days after the effective date of this Order of Respondent's irrevocable intent to comply with this Order. Failure of the Respondent to provide such notification within this time period shall be a violation of this Order.

2. Designation of Contractor, Project Coordinator, and Remedial Project Manager

Respondent shall perform the risk assessment itself or retain a contractor to implement the risk assessment. Respondent shall notify U.S. EPA of Respondent's qualifications or the name and qualifications of such contractor, whichever is applicable,

within 5 business days of the effective date of this Order. Respondent shall also notify U.S. EPA of the name and qualifications of any other contractors or subcontractors retained to perform work under this Order at least 3 business days prior to commencement of such work. U.S. EPA retains the right to disapprove of the Respondent or any of the contractors and/or subcontractors retained by the Respondent. If U.S. EPA disapproves a selected contractor, Respondent shall retain a different contractor within 2 business day following U.S. EPA's disapproval and shall notify U.S. EPA of that contractor's name and qualifications within 3 business days of U.S. EPA's disapproval. With respect to any proposed contractor, the Respondent 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.

Within 3 business days after the effective date of this Order, the Respondent shall designate a Project Coordinator who shall be responsible for administration of all the Respondent's actions required by the Order and submit the designated coordinator's name, address, telephone number, and qualifications to U.S. EPA. To the greatest extent possible, the Project Coordinator shall be present on-site or readily available during site work. U.S. EPA retains the right to disapprove of any Project Coordinator named by the Respondent. If U.S. EPA disapproves a selected Project Coordinator, Respondent shall retain a different Project Coordinator within 2 business days following U.S. EPA's disapproval and shall notify U.S. EPA of that person's name and qualifications within 3 business days of U.S. EPA's disapproval. Receipt by Respondent's Project Coordinator of any notice or communication from U.S. EPA relating to this Order shall constitute receipt by Respondent.

The U.S. EPA has designated Tim Drexler of the Remedial Branch, Region 5, as its Remedial Project Manager ("RPM"). Respondent shall direct all submissions required by this Order to the Remedial Project Manager, Tim Drexler, 77 West Jackson Boulevard, Chicago, Illinois, 60604-3590 mail code: SR-5J, with additional copies to Tom Turner and Mony Chabria, Associate Regional Counsels, 77 West Jackson Boulevard, mail code: C-14J, respectively, Chicago, Illinois, 60604-3590. Respondent is

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.

3. Work to Be Performed

Respondent shall conduct activities and submit deliverables as provided by the attached Human Health and Ecological Risk Assessment Work Plan and appendices ("Work Plan"), which are incorporated by reference, for the development of the risk assessment. All such work shall be conducted in accordance with CERCLA, the NCP, and U.S. EPA guidance 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 Usability in Risk Assessment" (OSWER Directive #9285.7-05) and guidance referenced therein, and guidance referenced in the Statement of Work, as may be amended or modified by U.S. EPA. The general activities that Respondent is required to perform are identified below, followed by a list of deliverables. The tasks that Respondent must perform are described more fully in the Work Plan. The activities and deliverables identified below shall be submitted to U.S. EPA as provided. All work performed under this Order shall be in accordance with the schedules herein, and in full accordance with the standards, specifications, and other requirements of the Work Plan.

a. Task 1: Quality Assurance Project Plan

(1) Within 10 days of the effective date of this Consent Order, Respondent shall submit to U.S. EPA, with a copy to the Leech Lake Band of Ojibwe (LLB or the Band) and State of Minnesota Pollution Control Agency (MPCA), a revised Quality Assurance Project Plan (QAPP), addressing comments made in a letter from Tim Drexler to Tom Ross of International Paper, dated August 4, 2004. The QAPP shall be in accordance with the Statement of Work and U.S. EPA guidances, including without limitation, "U.S. EPA Guidance for Quality Assurance Project Plans (QA/G-5)" (EPA/600/R-98/018, February 1998), and "EPA Requirements for Quality Assurance Project Plans (QA/R-5)" (EPA 240/B-01/003, March 2001). Respondent shall assure that work performed, samples taken and analyses conducted conform to the requirements of the Statement of Work, the Quality Assurance Project Plan (QAPP) component of the Work Plan, and guidance identified therein. Respondent will assure that field personnel used by Respondent are properly trained in the use of field equipment and in chain of custody procedures. Respondent shall only use laboratories which have a documented quality system that

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) and "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 may consider laboratories accredited under the National Environmental Laboratory Accreditation Program (NELAP) to meet the quality system requirements.

(2) U.S. EPA, after reasonable opportunity for review and comment by the LLB and MPCA, may: (a) approve, in whole or in part, (b) require revisions to, (c) modify in whole or in part, or (d) disapprove the QAPP in whole or in part. If U.S. EPA requires revisions, Respondent shall submit a revised Document within 10 days of receipt of U.S. EPA's notification of the required revisions. Respondent shall implement the Work Plan and QAPP, as approved by U.S. EPA, in accordance with the schedule. Once approved, or approved with modifications, the QAPP shall be incorporated into and become fully enforceable under this Order.

b. Task 2: Risk Assessment

Following U.S. EPA approval or modification of the QAPP, Respondent shall conduct the risk assessment according to the Work Plan. Respondent shall complete the risk assessment within the deadlines established by the Work Plan.

The Work Plan, the schedule, and any subsequent modifications shall be fully enforceable under this Order. Respondent shall notify U.S. EPA at least 48 hours prior to performing any on-site work pursuant to the U.S. EPA approved Work Plan.

Respondent shall not commence or undertake any sampling actions at the Site without prior U.S. EPA approval.

c. Task 3. Progress Reports

Respondent shall provide to U.S. EPA monthly progress reports by the 10th day of the month, beginning with the month following entry of this Order. At a minimum, with respect to the preceding month, these progress reports shall (1) describe the actions which have been taken to comply with this Order during that month; (2) include hard copies and electronic copies (according to U.S. EPA Region 5 specifications) of all results of sampling and tests and all other data received by the Respondent; (3) describe work planned for the next two months with schedules

relating such work to the overall project schedule for risk assessment completion; and (4) describe all problems encountered and any anticipated problems, any actual or anticipated delays, and solutions developed and implemented to address any actual or anticipated problems or delays.

All plans, reports, and other items required to be submitted to U.S. EPA under this Order shall, upon approval or modification by U.S. EPA, be enforceable under this Order. Neither failure of U.S. EPA to expressly approve or disapprove of Respondent's submissions within a specified time period, nor the absence of comments, shall be construed as approval by U.S. EPA.

4. Off Site Shipments. Respondent shall, prior to any off-site shipment of hazardous substances from the site to an out-of-state waste management facility, provide written notification to the appropriate state environmental official in the receiving state and to U.S. EPA's Designated Project Coordinator of such shipment of hazardous substances. However, the notification of shipments shall not apply to any such off-site shipments when the total volume of such shipments will not exceed 10 cubic yards.

(a) Respondent shall include in the written notification: (1) the name and location of the facility to which the hazardous substances are to be shipped; (2) the type and quantity of the hazardous substances to be shipped; (3) the expected schedule for the shipment of the hazardous substances; and (4) the method of transportation. Respondent shall notify the receiving state of major changes in the shipment plan, such as a decision to ship the hazardous substances to another facility within the same state, or to a facility in another state.

(b) The identity of the receiving facility and state will be determined by Respondent following the award of the contract for the risk assessment. Respondent shall provide all relevant information, including information under the categories noted in paragraph 4(a) above, on the off-site shipments, as soon as practical after the award of the contract and before the hazardous substances are actually shipped.

(c) All hazardous substances, pollutants or contaminants removed off-site pursuant to this Order for analysis, treatment, storage or disposal shall be analyzed, treated, stored, or disposed of at a facility in compliance, as determined by U.S. EPA, with the U.S. EPA Off-Site Rule, 40 CFR §300.440, 58 Fed. Reg. 49215 (Sept. 22, 1993).

5. Health and Safety Plan

Within 5 business days after the effective date of this Order, the Respondent shall submit a plan for U.S. EPA review and comment that ensures the protection of the public health and safety during performance of Work under this Order. This plan shall comply with applicable Occupational Safety and Health Administration ("OSHA") regulations found at 29 CFR Part 1910. If U.S. EPA determines it is appropriate, the plan shall also include contingency planning. Respondent shall incorporate all changes to the plan recommended by U.S. EPA, and implement the plan during the pendency of the risk assessment.

6. Quality Assurance and Sampling

All sampling and analyses performed pursuant to this Order shall conform to U.S. EPA direction, approval, and guidance regarding sampling, quality assurance/quality control ("QA/QC"), data validation, and chain of custody procedures. Respondent shall ensure that the laboratory used to perform the analyses participates in a QA/QC program that complies with U.S. EPA guidance. Upon request by U.S. EPA, Respondent shall have such a laboratory analyze samples submitted by U.S. EPA for quality assurance monitoring. Respondent shall provide to U.S. EPA the quality assurance/quality control procedures followed by all sampling teams and laboratories performing data collection and/or analysis. Respondent shall also ensure provision of analytical tracking information consistent with OSWER Directive No. 9240.0-2B, "Extending the Tracking of Analytical Services to PRP-Lead Superfund Sites."

Upon request by U.S. EPA, Respondent shall allow U.S. EPA or its authorized representatives (and/or its Support Agencies, MPCA and the Leech Lake Band) to take split and/or duplicate samples of any samples collected by Respondent or its contractors or agents while performing Work under this Order. Respondent shall notify U.S. EPA not less than 2 business days in advance of any sample collection activity. U.S. EPA shall have the right to take any additional samples that it deems necessary.

If Respondent owns any portion of the Site, or any portion of the Site is owned by any successor in title, either party shall, at least 30 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 the State. The notice to U.S. EPA and the State 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 V.7 (Access to Property and Information).

7. Access to Property and Information

Respondent shall provide or obtain access as necessary to the Site and all appropriate off-site areas, and shall provide access to all records and documentation related to the conditions at the Site and the activities conducted pursuant to this Order. Such access shall be provided to U.S. EPA employees, contractors, agents, consultants, designees, representatives, and MPCA and LLB representatives. These individuals shall be permitted to move freely at the Site and appropriate off-site areas in order to conduct activities which U.S. EPA determines to be necessary. Respondent shall submit to U.S. EPA, upon request, the results of all sampling or tests and all other data generated by Respondent or its contractor, or on the Respondent's behalf during implementation of this Order.

Where work under this Order is to be performed in areas owned by or in possession of someone other than Respondent, Respondent shall obtain all necessary access agreements within 7 calendar days after the effective date of this Order, or as otherwise specified in writing by the RPM. Respondent shall immediately notify U.S. EPA if, after using its best efforts, it is unable to obtain such agreements. Respondent shall describe in writing its efforts to obtain access. U.S. EPA may then assist Respondent in gaining access, to the extent necessary to effectuate the risk assessment activities described herein, using such means as U.S. EPA deems appropriate.

8. Record Retention, Documentation, Availability of Information

Respondent shall preserve all documents and information, in its possession or the possession of its contractors, subcontractors or representatives, relating to risk assessment work performed under this Order, or relating to the hazardous substances found on or released from the Site, for ten years following completion of the risk assessment required by this Order. At the end of this ten year period and at least 60 days before any document or information is destroyed, Respondent shall notify U.S. EPA that such documents and information are available to U.S. EPA for inspection, and upon request, shall provide the originals or copies of such documents and information to U.S. EPA. In

addition, Respondent shall provide documents and information retained under this Section at any time before expiration of the ten year period at the written request of U.S. EPA. Any information that Respondent is 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.

9. Compliance With Other Laws

All actions required pursuant to this Order shall be performed in accordance with all applicable local, state, and federal laws and regulations except as provided in Section 121(e) of CERCLA and 40 CFR §300.415(j). In accordance with 40 CFR §300.415(j), all on-site actions required pursuant to this Order shall, to the extent practicable, as determined by U.S. EPA, considering the exigencies of the situation, attain applicable or relevant and appropriate requirements under federal environmental or state environmental or facility siting laws.

10. Emergency Response and Notification of Releases

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 Respondent shall immediately take all appropriate action to prevent, abate or minimize such release, or endangerment caused or threatened by the release. Respondent shall also immediately notify the RPM, or, in the event of his or her unavailability, shall notify the Regional Duty Officer, Emergency Response Branch, Region 5 at (312) 353-2318, of the incident or Site conditions.

Respondent shall submit a written report to U.S. EPA within 5 business 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. Respondent shall also comply with any other notification requirements, including those in Section 103 of CERCLA, 42 U.S.C. §9603, and Section 304 of the Emergency Planning and Community Right-To-Know Act, 42 U.S.C. §11004.

VI. MODIFICATION OF THE WORK PLAN

If at any time during the Work, Respondent identifies a need for additional data, a memorandum documenting the need for additional data shall be submitted to the U.S. EPA Project Coordinator

within 5 days of identification. U.S. EPA in its discretion will determine whether the additional data will be collected by

Respondent and whether it will be incorporated into reports and deliverables.

In the event of conditions posing an immediate threat to human health or welfare or the environment, Respondent shall notify U.S. EPA, the state and the LLB immediately. In the event of unanticipated or changed circumstances at the site, Respondent shall notify the U.S. EPA Project Coordinator by telephone within 24 hours of discovery of the unanticipated or changed circumstances. In addition to the authorities in the NCP, in the event that U.S. EPA determines that the immediate threat or the unanticipated or changed circumstances warrant changes in the Work Plan, U.S. EPA shall modify or amend the Work Plan in writing accordingly. Respondent shall perform the Work Plan as modified or amended.

VII. AUTHORITY OF THE U.S. EPA RPM

The RPM shall be responsible for overseeing the implementation of this Order. Absence of the RPM from the Site shall not be cause for stoppage of work unless specifically directed by the RPM.

U.S. EPA and Respondent shall have the right to change their designated RPM or Project Coordinator. U.S. EPA shall notify the Respondent, and Respondent 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. Notification may initially be made orally, but shall be followed promptly by written notice.

VIII. PENALTIES FOR NONCOMPLIANCE

Violation of any provision of this Order may subject Respondent to civil penalties of up to \$32,500 per violation per day, as provided in Section 106(b)(1) of CERCLA, 42 U.S.C. §9606(b)(1). Respondent may also be subject to punitive damages in an amount up to three times the amount of any cost incurred by the United States as a result of such violation, as provided in Section 107(c)(3) of CERCLA, 42 U.S.C. §9607(c)(3). Should Respondent violate this Order or any portion hereof, U.S. EPA may carry out the required actions unilaterally, pursuant to Section 104 of CERCLA, 42 U.S.C. §9604, and/or may seek judicial enforcement of this Order pursuant to Section 106 of CERCLA, 42 U.S.C. §9606.

IX. REIMBURSEMENT OF COSTS

Respondent shall reimburse U.S. EPA, upon written demand, for all response costs incurred by the United States in overseeing Respondent's implementation of the requirements of this Order. U.S. EPA may submit to Respondent on a periodic basis a bill for all response costs incurred by the United States with respect to this Order. U.S. EPA's Itemized Cost Summary, or such other summary as certified by U.S. EPA, shall serve as the basis for payment.

Respondent shall, within 30 days of receipt of the bill, remit a cashier's or certified check for the amount of those costs made payable to the "Hazardous Substance Superfund," to the following address:

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

Respondent 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/Risk Assessment - St. Regis Paper Company Site" and shall reference the payer's name and address, the U.S. EPA site identification number (05J2), and the docket number of this Order.

Interest at a rate established by the Department of the Treasury pursuant to 31 U.S.C. §3717 and 4 CFR §102.13 shall begin to accrue on the unpaid balance from the day after the expiration of the 30 day period notwithstanding any dispute or an objection to any portion of the costs.

X. RESERVATION OF RIGHTS

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 or contaminants, 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 Respondent in the future to perform additional activities pursuant to CERCLA or any other applicable law.

XI. OTHER CLAIMS

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 Respondent. 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 Respondent or its directors, officers, employees, agents, successors, representatives, assigns, contractors, or consultants in carrying out activities pursuant to this Order. Each party shall bear its own costs and attorneys fees in connection with the action resolved by this Order.

This Order does not constitute a pre-authorization of funds under Section 111(a)(2) of CERCLA, 42 U.S.C. §9611(a)(2).

Nothing in this Order constitutes a satisfaction of or release from any claim or cause of action against the Respondent 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).

XII. MODIFICATIONS

Modifications to any plan or schedule may be made in writing by the RPM, or at the RPM's oral direction. If the RPM makes an oral modification, it will be memorialized in writing within 7 business days; however, the effective date of the modification shall be the date of the RPM's oral direction. The rest of the Order, or any other portion of the Order, may only be modified in writing by signature of the Director, Superfund Division, Region 5.

If Respondent seeks permission to deviate from any approved plan or schedule, Respondent's Project Coordinator shall submit a written request to U.S. EPA for approval outlining the proposed modification and its basis.

No informal advice, guidance, suggestion, or comment by U.S. EPA

regarding reports, plans, specifications, schedules, or any other writing submitted by the Respondent shall relieve Respondent of its 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.

XIII. NOTICE OF COMPLETION

After submission of the final Human Health and Ecological Risk Assessment Report ('Final Risk Assessment Report'), Respondent may request that U.S. EPA provide a Notice of Completion of the Work required by this Order. If U.S. EPA determines, after U.S. EPA's review of the Final Risk Assessment Report, that all of the Work has been fully performed in accordance with this Order, except for certain continuing obligations required by this Order (e.g., record retention), U.S. EPA will provide written notice to the Respondent. If U.S. EPA determines that any activities have not been completed in accordance with this Order, U.S. EPA will notify the Respondent, provide a list of the deficiencies, and require that Respondent modify the work to correct such deficiencies. The Respondent shall implement the modified and approved Work Plan and shall submit a modified Final Risk Assessment Report in accordance with the U.S. EPA notice. Failure to implement the approved modified Work Plan shall be a violation of this Order.

XIV. ACCESS TO ADMINISTRATIVE RECORD

The Administrative Record supporting this risk assessment is available for review during normal business hours in the U.S. EPA Record Center, Region 5, 77 W. Jackson Blvd., Seventh Floor, Chicago, Illinois. Respondent may contact Mony Chabria or Tom Turner, Associate Regional Counsels, at (312)886-6842 or -6613 to arrange to review the Administrative Record. An index of the Administrative Record is attached to this Order.

XV. OPPORTUNITY TO CONFER

Within 2 business days after issuance of this Order, Respondent may request a conference with U.S. EPA. Any such conference shall be held within 2 business days from the date of the request, unless extended by agreement of the parties. At any conference held pursuant to the request, Respondent may appear in person or be represented by an attorney or other representative.

If a conference is held, Respondent may present any information, arguments or comments regarding this Order. Regardless of whether a conference is held, Respondent may submit any information, arguments or comments (including justifications for any assertions that the Order should be withdrawn against a Respondent), in writing to U.S. EPA within 1 business day following the conference, or within 2 business days of issuance of the Order if no conference is requested. This conference is not an evidentiary hearing, does not constitute a proceeding to challenge this Order, and does not give Respondent a right to seek review of this Order. Requests for a conference shall be directed to Mony Chabria or Tom Turner, Associate Regional Counsels, at (312) 886-6842 or -6613. Written submissions shall be directed as specified in Section V.2 of this Order.

XVI. SEVERABILITY

If a court issues an order that invalidates any provision of this Order or finds that Respondent has sufficient cause not to comply with one or more provisions of this Order, Respondent shall remain bound to comply with all provisions of this Order not invalidated by the court's order.

XVII. EFFECTIVE DATE

This Order shall be effective 3 business days following issuance unless a conference is requested as provided herein. If a conference is requested, this Order shall be effective 4 business days after the day of the conference.

IT IS SO ORDERED

BY: _____
 Richard C. Karl, Acting Director
 Superfund Division
 United States
 Environmental Protection Agency
 Region 5

DATE: _____

