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REMEDIAL ACTION WORK PLAN ADDENDUM

390-392 PINE STREET
PAWTUCKET, RHODE ISLAND 02862

July 19, 2018

Prepared for:

Tallman Enterprises
392 Pine Street
PO Box 1676
Pawtucket, Rhode Island 02862

Prepared by:

Environmental Strategies & Management, Inc.
474 Broadway
Pawtucket, Rhode Island 02860

ES&M Project Number 7454

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1.0 INTRODUCTION

On behalf of Tallman Enterprises, and in accordance with Section 9.00 of the Rhode Island Department of Environmental Management (RIDEM) Rules and Regulations for the Investigation and Remediation of Hazardous Materials Releases, dated March 31, 1996; as amended August 1996, February 2004, and November 2011 (Remediation Regulations), Environmental Strategies & Management, Inc. (ES&M) is please to present this Remedial Action Work Plan (RAWP) Addendum for the property located at 390-392 Pine Street (Plat 44 / Lot 496) in Pawtucket, Rhode Island (the Site). A Locus Map is included as Figure 1 and a Site Plan is included as Figure 2.

1.1 *Previous Uses of the Site*

The Site was originally developed around 1880 as part of the Coats and Clark mill complex. The Site has been utilized for various textile and outerwear manufacturing purposes to the present day.

1.2 *Past Site Investigation Findings*

A Site Investigation Report (SIR) is being submitted concurrently with this RAWP as part of the Expedited Policy for Remediation of Environmental Simple Sites (Express Policy). The goal of the Site investigation was to define the nature and extent of contamination at the Site and included the analysis of soil and groundwater samples. The results of the investigation concluded that arsenic and benzo(a)pyrene were detected in soil above applicable RIDEM standards. A Site Plan showing sampling locations is included for reference as Figure 2.

The recommended remedial alternative for the Site includes the installation of engineered barriers, recording of an approved institutional control in the form of an Environmental Land Use Restriction (ELUR), including a Soil Management Plan (SMP) which will address any future activities that may disturb on-Site soils. The preferred remedial alternative is proposed to be implemented in conjunction with redevelopment of the Site. This RAWP was prepared to address concentrations of arsenic and benzo(a)pyrene in soil in excess of the RIDEM Method 1 Industrial/Commercial Direct Exposure Criteria (DEC).

1.3 *Project Goal (Reuse Plan)*

The planned redevelopment project includes the rehabilitation of the existing buildings located on the Site, as well as resurfacing of the areas of the Site not covered by building foundations. The goal is to create additional manufacturing, office, and retail space in the area in conjunction with the construction of the new Pawtucket MBTA commuter rail station and associated Pawtucket and Central Falls Transit Oriented Development.

2.0 REMEDIAL OBJECTIVES (SECTION 9.02)

Concentrations of arsenic and benzo(a)pyrene exceed applicable RIDEM criteria for soil at the Site. In accordance with the Remediation Regulations, the following remedial objectives are proposed:

2.1 Soil Objectives

The proposed remedial objective to address arsenic and benzo(a)pyrene impacted soil is the RIDEM Method 1 Industrial/Commercial Direct Exposure Criteria and GB Leachability Criteria.

2.2 Groundwater Objectives

GB groundwater objectives apply to the Site; however, there are no suspected or confirmed impacts to groundwater at the Site.

2.3 Surface Water and Sediment Objectives

Impacts to surface water and sediment were not identified during the site investigation process; as such, remedial objectives have not been proposed for these media.

2.4 Air Objectives

Impacts to indoor air were not identified during the site investigation process; as such, remedial objectives have not been proposed for this media.

3.0 PROPOSED REMEDY (SECTION 9.03)

3.1 Remedial Design

In accordance with Section 8.0 and Rule 7.04 of the Remediation Regulations, ES&M evaluated a number of alternatives to target contaminated media at the Site. Details of this evaluation are presented in Section 26.0 of the SIR.

The proposed Remedial Action for the Site includes an engineered cap over the entire Site to limit potential future exposure to soils. The engineered cap will consist of the existing rehabilitated building, asphalt paved areas (or approved equivalent), and two (2) feet of clean fill and/or one (1) foot of clean fill underlain by geotextile or approved equivalent. A Site Plan showing the location of the proposed engineering controls at the Site is included as Figure 3 and barrier details are shown on Figure 4.

The proposed Remedial Action also includes the implementation of an ELUR and SMP to manage risks associated with direct contact with Site soil, to ensure the proper handling of exposed soil in the event of future disturbance activities on the Site, and to ensure the preservation and maintenance of the existing cap (i.e. building, asphalt barrier, earthen barrier or approved equivalents). A draft ELUR and SMP are included

in Appendix A. Upon RIDEM approval, the ELUR will be finalized and recorded at the City of Pawtucket Land Evidence Records.

3.2 Prevention of Infiltration/Migration of Contaminants

It is ES&M's opinion that the remedial design (engineered barrier, ELUR, and SMP) is sufficient to prevent migration of contaminants from the Site. The contaminants of concern identified in soil do not pose a threat of dissolution; therefore, infiltration is not a concern at this Site. Also, there are no nearby drinking water wells and the contaminants of concern identified in soil do not pose a threat to nearby surface water bodies or indoor air quality.

3.3 Prevention of Direct Contact with Contaminants

It is ES&M's opinion that the remedial design (engineered barrier, ELUR, and SMP) is sufficient to prevent direct contact with site contaminants.

3.4 Elimination of Volatilization and Entrainment of Contaminants

Given the nature of the contamination present at the Site, volatilization of hazardous substances from soil into on-site buildings is not expected. Engineering controls proposed for the Site shall prevent entrainment of contaminants.

3.5 Management of Surface Water Runoff

The remedial design (engineered barrier, ELUR, and SMP) is sufficient to control and redirect surface water runoff to infiltrate on-site or to flow without contact to impacted soil to on-site or off-site catch basins connected to the public storm water utility.

4.0 POINTS OF COMPLIANCE (SECTION 9.06)

Pursuant to the Remediation Regulations, points of compliance for soils are points where soil objectives shall be obtained; these points of compliance may be based on direct exposure to humans or on protection of groundwater. Points of compliance at the accessible portions of the Site are defined as soil within two-feet of the ground surface and not located directly beneath an approved cap (earthen barriers and/or alternative capping materials). The proposed Remedial Action includes the placement of engineering controls over accessible regulated soils within two-feet of the ground surface and the implementation of an ELUR and SMP to maintain the engineering controls.

5.0 PROPOSED SCHEDULE FOR REMEDIATION (9.07)

The Remediation Regulations require a schedule for implementation of the proposed Remedial Action. Engineered barriers will be established in conjunction with the renovation of the facility during the 2018 and 2019 construction seasons. The final ELUR

and SMP will be recorded immediately upon RIDEM approval. A copy of the recorded ELUR will be submitted to the RIDEM within 15 days of recording.

6.0 CONTRACTORS AND/OR CONSULTANTS (SECTION 9.08)

Qualified and knowledgeable personnel from ES&M have been conducting investigations at the Site and will be responsible of oversight of remedial activities. The contact person at ES&M is as follows:

Evan B. Cucé
Environmental Strategies & Management, Inc.
474 Broadway, Pawtucket, Rhode Island 02860
(401) 728-6860 ext. 223

The redevelopment contractor has not yet been determined. Contact information for the contractor shall be provided to the RIDEM via email once selected.

Upon implementation of the remedy and performance of the initial annual inspection, the property owner with direct knowledge of past and present conditions of the Site shall continue the evaluations of the compliance status and annual inspection of the Site.

7.0 SITE PLAN (SECTION 9.09)

A Site Plan showing conditions at the Site including environmental sample locations, structural features, and surface materials is presented as Figure 2.

8.0 DESIGN STANDARDS AND TECHNICAL SPECIFICATIONS (SECTION 9.10)

The remedy includes standard surfacing methodologies (buildings, sidewalks, pavement, and landscape construction); applicable technical specifications for all cap types being proposed in this RAWP are included on the Environmental Barrier Details included as Figure 4.

9.0 SET-UP PLANS (SECTION 9.11)

Contouring and/or grading of the Site in accordance with the site redevelopment plans shall be completed and inspected by the Engineer prior to construction of the engineered barrier.

Appropriate erosion controls shall be placed along the proposed downgradient limit of disturbance. Any stockpiled materials, including clean fill, must be underlain and covered with polyethylene sheeting and be secured at the end of each day with all appropriate erosion and sediment controls (i.e. hay bales, rocks, silt fencing) to limit the loss of the cover and protect against storm-water and wind erosion. These appropriate sedimentation and erosion controls must be in place and in proper working order at all times until all disturbed areas are stabilized and capped as proposed. Within reason, the

storage location will be selected to limit unauthorized access to the materials (i.e. away from public roadways/walkways). No regulated soil will be stockpiled on-site for greater than thirty (30) days. In the event that stockpiled soils pose a risk or threat of leaching hazardous materials, a proper leak-proof container (i.e. drum or lined roll-off) or secondary containment will be required and utilized.

Appropriate precaution and means shall be exercised to prevent and control dust arising out of all construction operations from becoming a nuisance to abutting property owners or surrounding neighborhoods. Dust control shall protect staff per best-practices industry standards. Pavement adjoining Site excavation areas shall be kept broomed off and washed clean of excess materials wherever and whenever directed. Repeated daily dust control treatment shall be provided to satisfactorily prevent the spread of dust until the engineered cap construction is complete and all construction operations that might cause dust have been completed. If so directed by the Engineer, the Contractor shall furnish and apply calcium chloride for supplemental control of dust. Calcium chloride shall conform to the requirements of AASHTO M. 144 (ASTM D-98) except that the pellet form and the flake form shall be equally acceptable. Calcium chloride shall be applied only at the locations, at such times and in the amount as may be directed by the Engineer. It shall be spread in such a manner and by such devices that uniform distribution is attained over the entire area on which it is ordered placed.

10.0 EFFLUENT DISPOSAL (SECTION 9.12)

Effluent Disposal is not applicable at the Site because no products or by-products will be generated during the remedial action. Excess regulated soil or solid waste generated during the constructions of the engineered barriers is to remain onsite for analytical testing in order to determine the appropriate disposal and/or management options.

11.0 CONTINGENCY PLAN (SECTION 9.13)

A Site-Specific Health and Safety Plan (HASP (included as Appendix B)), in addition to the SMP, will be available on-Site during the completion of remedial activities. The HASP will identify OSHA safe work practices.

The Project Manager, Evan Cucé, will be the emergency coordinator for the field activities associated with the RAWP. The Project Manager is available at the following contact numbers:

Office Phone: (401) 728-6860 ext. 223
Cellular Phone: (508) 954-3290

The HASP will also include the RIDEM Project Manager, Rachel T. Simpson's telephone number, (401) 222-2797 ext. 7105.

Based on the results of the Site Investigation activities, there is no evidence of flammable or reactive materials on Site.

12.0 OPERATING LOG (SECTION 9.14)

Environmental Professional oversight is proposed for the majority of remedial action implementation to confirm specification compliance and support project requisitions. Oversight to be provided shall include the following:

- Inspection of contour and/or grading of the Site prior to the construction of the engineered barrier;
- Management of soil management; and
- Confirmation of compliance with engineered cap specifications.

An Operating Log will be completed by an Environmental Professional each day the remedial actions are observed to document activities associated with the implementation of the remedial action. General information that will be recorded on the Operating Log will include subcontractors and equipment used on-Site, hours worked, and a summary of work performed. In addition, and in accordance with Rule 9.14, the following items will also be included:

- Records of any analyses collected as part of the remedial action, and
- Instances of implementation of the Contingency Plan.

A copy of the Operating Log is provided in Appendix C. Completed Operating Logs will be readily available at the Site during implementation of the remedial activities and will be included as part of the Remedial Action Closure Report.

13.0 SECURITY PROCEDURES (SECTION 9.15)

Appropriate OSHA safe work practices shall be employed during the construction of the engineered barriers. Security fencing with monitored entry and exit areas will be employed before and during construction activities. No additional security procedures are required for the proposed remedial approach.

14.0 SHUT-DOWN, CLOSURE AND POST-CLOSURE REQUIREMENTS (SECTION 9.16)

A Remedial Action Closure Report shall be submitted to the RIDEM following completion of the proposed Remedial Action. The Remedial Action Closure Report will include a written summary of the completed remedial actions, photographs documenting implementation, a recorded copy of the ELUR, and a request for a Letter of Compliance.

Following recording of the ELUR, annual documentation shall be submitted to the RIDEM certifying that engineering controls implemented at the Site are being maintained and inspected in accordance with the ELUR. The engineering controls will

limit access to and contact with impacted soil. Future management of residual soil contamination at the Site shall be performed in accordance with the ELUR and Post-Remediation SMP, included as Appendix A.

15.0 INSTITUTIONAL CONTROLS AND NOTICES (SECTION 9.17)

The proposed Remedial Action includes the implementation of an ELUR and SMP to manage risks associated with direct contact with Site soil to ensure the proper handling of exposed soil in the event of future disturbance activities on the Site property, and ensure the preservation and maintenance of the proposed cap. Following approval by RIDEM, the ELUR will be recorded with the City of Pawtucket. The draft (redline strikeout version) ELUR with SMP is included as Appendix A. Within 15 days of the recording of the ELUR with the City of Pawtucket, ES&M will provide the RIDEM with a copy of the final recorded notice.

Pre-SIR public notification (including Environmental Justice Area requirements) was conducted prior to subsurface investigation activities. Post-site investigation public notice shall be implemented when the RIDEM deems the SIR to be complete. Draft public notice documents will be submitted to the RIDEM for approval prior to dissemination.

16.0 COMPLIANCE DETERMINATION (SECTION 9.18)

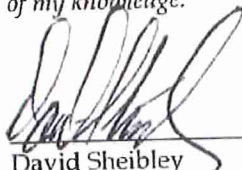
Following RIDEM approval of the ELUR, ES&M shall record the ELUR with the City of Pawtucket Clerk's Office Land Records. A copy of the recorded ELUR will be submitted to the RIDEM within 15 days of recording.

Following completion of the proposed Remedial Action, achievement of remedial objectives shall be documented in a Remedial Action Closure Report (including cap thickness confirmatory results) to be prepared and submitted to the RIDEM along with a letter requesting the issuance of a Letter of Compliance.

17.0 REPORT AUTHORIZATION AND CERTIFICATION REQUIREMENTS (SECTION 9.19)

This RAWP was completed in accordance with Section 9.00 of the RIDEM Remediation Regulations; the following signed statements are included with regard to this RAWP:

As the Performing Party responsible for the submittal of this Remedial Action Work Plan, I certify that the Remedial Action Work Plan is a complete and accurate representation of the contaminated site and the release and contains all known facts surrounding the release to the best of my knowledge.



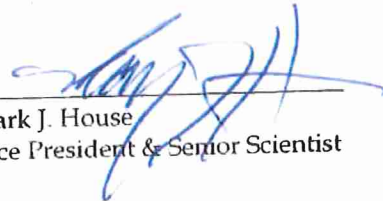
David Sheibley
Tallman Enterprises, Inc.

As the preparer of this Remedial Action Work Plan, we certify that information contained within the Remedial Action Work Plan is complete and accurate to the best of our knowledge.

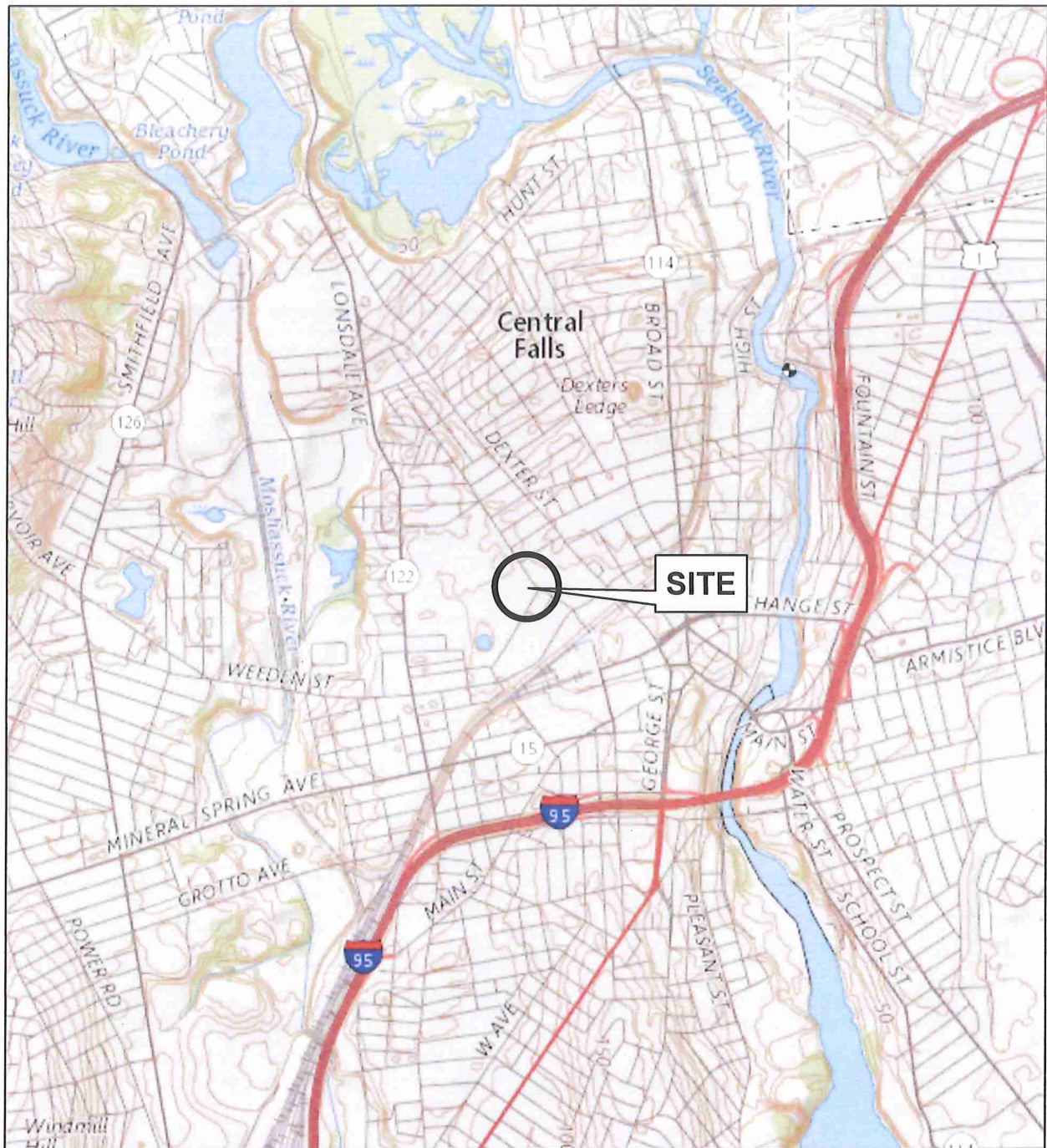
ENVIRONMENTAL STRATEGIES & MANAGEMENT, INC.



Evan B. Cucé
Project Manager & Environmental Scientist



Mark J. House
Vice President & Senior Scientist



LAT 41°52'51"N LONG 71°23'38"W
 UTM 19T 4,639,323N 301,366E

SOURCE: USGS TOPO 2015
 FROM NATIONALMAP.GOV DATA SERVICE

0 1,000 2,000 4,000
 SCALE IN FEET

PREPARED BY



Norton, MA 508-226-1800
 Pawtucket, RI 401-728-6860
 Newburyport, MA 617-840-0363
www.esm-inc.com

LOCUS MAP

TALLMAN ENTERPRISES INC
390-392 PINE STREET
PAWTUCKET, RHODE ISLAND

DRAWN

DMR

CHECKED

EBC

PROJ MGR

MJH

PROJECT

7454

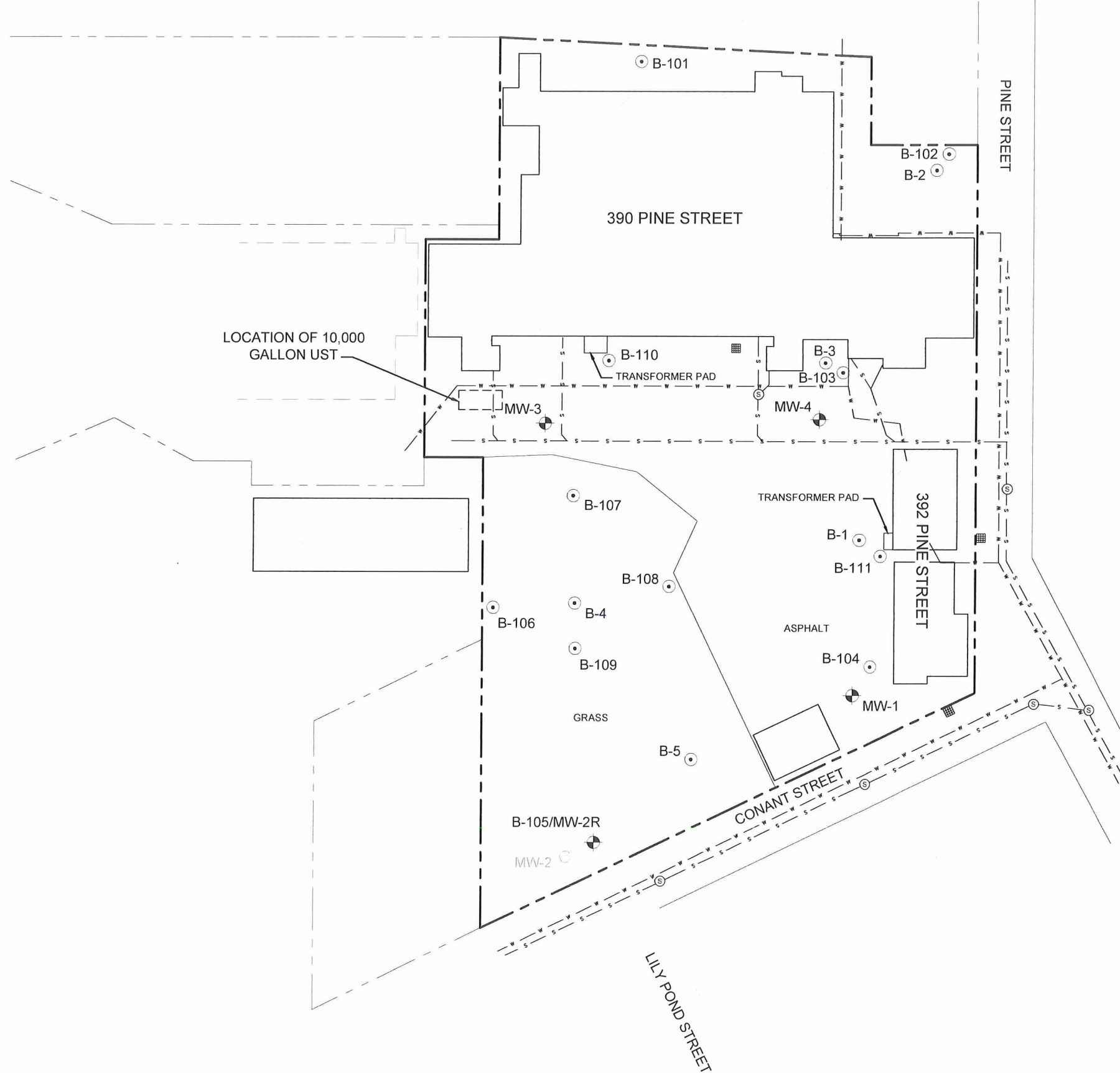
DATE

6/26/2018

FIGURE

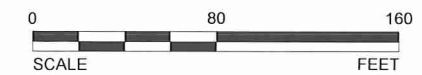
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C:\Users\lhorren\local\Documents\F5W\7454 Tallman Pine St Pipeline\DWG\7454 Tallman Pawtucket.dwg, Tab: SITE PLAN, Plotted: Jun 26, 2018



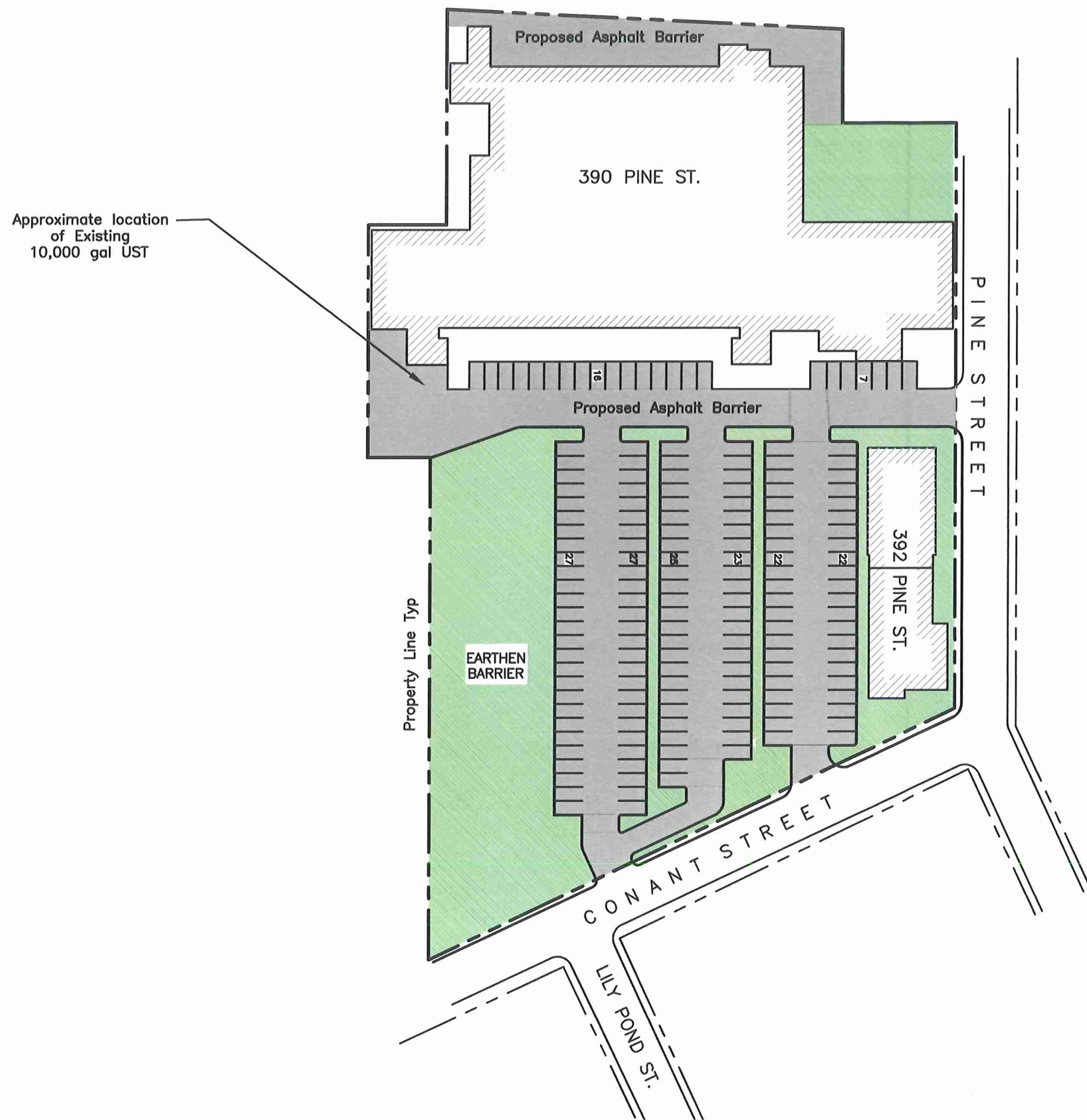
LEGEND

	PROPERTY LINE
	EDGE OF PAVEMENT
	BUILDING
	MONITORING WELL
	SOIL BORING
	FORMER MONITORING WELL
	STORM DRAIN
	SEWER MANHOLE
	SEWER LINE
	WATER LINE



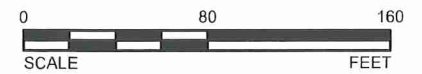
PREPARED BY ES&M Norton, MA 508-226-1800 Pawtucket, RI 401-728-6860 Newburyport, MA 617-840-0363 www.esm-inc.com		TITLE SITE PLAN	
PREPARED FOR TALLMAN ENTERPRISES INC.		DRAWN DMR	PM EBC
LOCATION 390-392 PINE STREET PAWTUCKET, RHODE ISLAND		PG MJH	PROJECT NUMBER 7454
DATE 6/26/2018		FIGURE 2	

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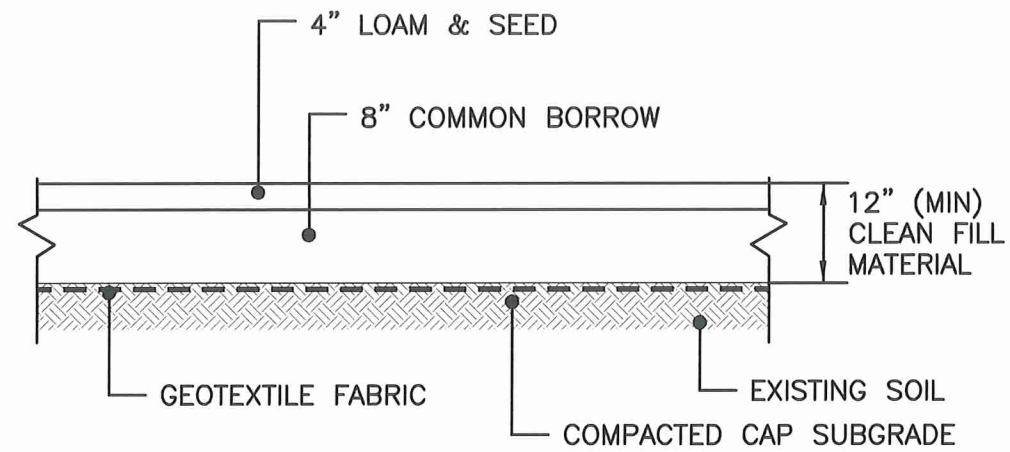
Proposed Earthen Barrier

Proposed Asphalt/Concrete Barrier



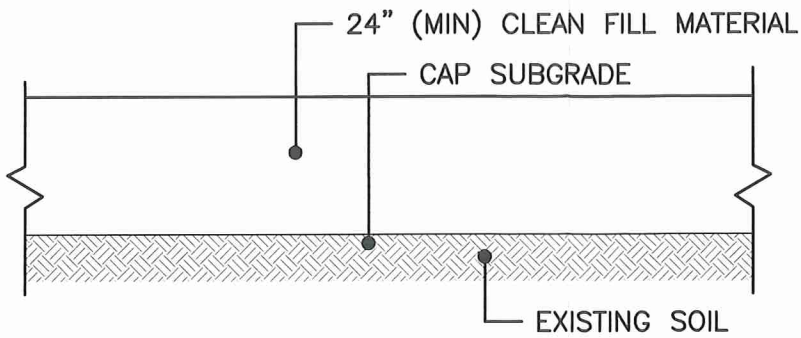
PREPARED BY <div><p>ENVIRONMENTAL & ENGINEERING SOLUTIONS Norton, MA 508-226-1800 Pawtucket, RI 401-728-6860 www.esm-inc.com</p></div>		TITLE <div>ENVIRONMENTAL BARRIER PLAN</div>		
PREPARED FOR TALLMAN ENTERPRISES INC.		DRAWN RGM	CHECKED BY EC	APPROVED BY MJH
LOCATION 390-392 PINE ST PAWTUCKET, RI		DATE 6/27/2018		PROJECT NUMBER 7454
		FILE 7345 EVOLUTION MILL.DWG		
		FIGURE 3		

\\veritas\sharepoint\corporate\ES&M\Tallman_Planet\Graphics\7345\Tallman_Edging_Tide Barrier Details.dwg, Plot Date: 6/27/2018



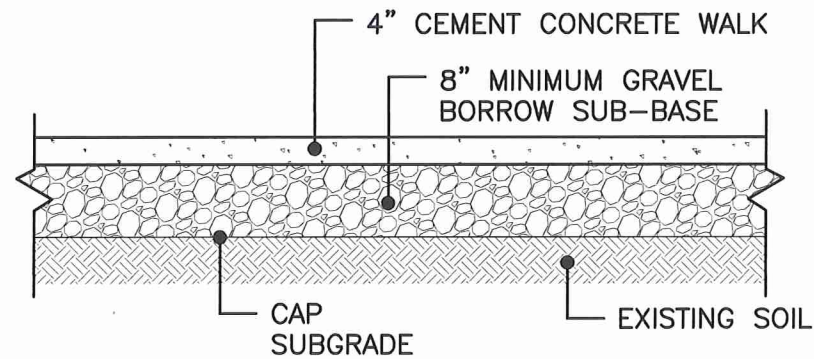
EARTHEN BARRIER W/ GEO-TEXTILE

NOT TO SCALE



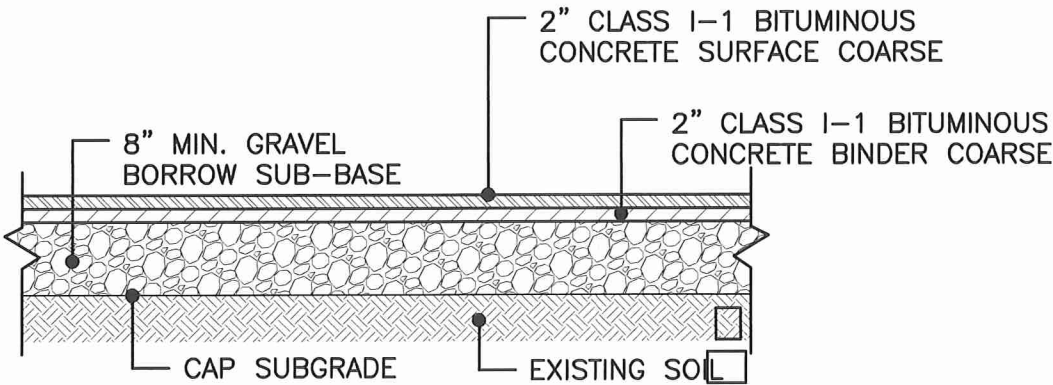
EARTHEN BARRIER

NOT TO SCALE




CONCRETE BARRIER

NOT TO SCALE



ASPHALT BARRIER

NOT TO SCALE

PREPARED BY		TITLE	
 ENVIRONMENTAL & ENGINEERING SOLUTIONS Norton, MA 508-226-1800 Pawtucket, RI 401-728-6860 www.esm-inc.com		ENVIRONMENTAL BARRIER DETAILS	
PREPARED FOR		DRAWN	CHECKED BY
TALLMAN ENTERPRISES INC.		RGM	EC
LOCATION		DATE	APPROVED BY
390-392 PINE ST PAWTUCKET, RI		6/27/2018	MJH
		PROJECT NUMBER	
		7454	
		FILE	
		7345 EVOLUTION MILL.DWG	
FIGURE 4			

ENVIRONMENTAL LAND USAGE RESTRICTION

This Declaration of Environmental Land Usage Restriction (Restriction.) is made on this ____ day of __, 20__ by Tallman Enterprises, Inc. [property owner], and its successors and/or assigns (hereinafter, the "Grantor").

WITNESSETH:

WHEREAS, the Grantor, Tallman Enterprises, Inc. (name) is the Owner in fee simple of certain real property identified as Plat 44, Lot 496, 390-392 Pine Street in the City of Pawtucket, [specify Plat, Lot(s), address and Town or City] Rhode Island (the "Property"), more particularly described in Exhibit A (Legal Description) which is attached hereto and made a part hereof;

WHEREAS, the Property (~~or portion thereof identified in the Class I survey which is attached hereto as Exhibit 2A and is made a part hereof~~) has been determined to contain soil and/or groundwater which is contaminated with certain Hazardous Materials and/or petroleum in excess of applicable residential or industrial/commercial Direct Exposure Criteria, and/or applicable groundwater objectives criteria pursuant to the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases ("Remediation Regulations");

WHEREAS, the Grantor has determined that the environmental land use restrictions set forth below are consistent with the regulations adopted by the Rhode Island Department of Environmental Management ("Department") pursuant to R.I.G.L. § 23-19.14-1 et seq.;

WHEREAS, the Department's written approval of this Restriction is contained in the document entitled: ~~[Remedial Decision Letter / Settlement Agreement / Order of Approval / Remedial Approval Letter]~~ issued pursuant to the Remediation Regulations;

WHEREAS, to prevent exposure to or migration of hazardous materials and petroleum and to abate hazards to human health and/or the environment, and in accordance with the ~~[Remedial Decision Letter / Remedial Agreement / Order of Approval / Remedial Approval Letter]~~, the Grantor desires to impose certain restrictions upon the use, occupancy, and activities of and at the ~~[Property; / Contaminated Site]~~;

WHEREAS, the Grantor believes that this Restriction will effectively protect public health and the environment from such contamination; and

WHEREAS, the Grantor intends that such restrictions shall run with the land and be binding upon and enforceable against the Grantor and the Grantor's successors and assigns.

NOW, THEREFORE, Grantor agrees as follows:

A. Restrictions Applicable to the ~~{Property / Contaminated Site}~~: In accordance with the ~~{Remedial Decision Letter, / Remedial Agreement / Order of Approval / Remedial Approval Letter}~~, the use, occupancy and activity of and at the ~~{Property / Contaminated Site}~~ is restricted as follows:

- i No residential use of the Property shall be permitted that is contrary to Department approvals and restrictions contained herein;
- ii No groundwater at the ~~{Property / Contaminated Site}~~ shall be used as potable water;
- iii No soil at the ~~{Property / Contaminated Site}~~ shall be disturbed in any manner without written permission of the Department's Office of Waste Management, except as permitted in the Remedial Action Work Plan (RAWP) or Soil Management Plan (SMP);
- iv Humans engaged in activities at the ~~{Property / Contaminated Site}~~ shall not be exposed to soils containing hazardous materials and/or petroleum in concentrations exceeding the applicable Department approved direct exposure criteria set forth in the Remediation Regulations;
- v ~~Water at the {Property / Contaminated Site} shall be prohibited from infiltrating soils containing hazardous materials and/or petroleum in concentrations exceeding the applicable Department approved leachability criteria set forth in the Remediation Regulations;~~
- vi ~~No subsurface structures shall be constructed on the {Property / Contaminated Site} over groundwater containing hazardous materials and/or petroleum in concentrations exceeding the applicable Department approved GA or GB Groundwater Objectives set forth in the Remediation Regulations;~~
- vii The engineered controls at the ~~{Property / Contaminated Site}~~ described in the ~~{RAWP or SMP}~~ contained in Exhibit B attached hereto shall not be disturbed and shall be properly maintained to prevent humans engaged in ~~{residential or industrial/commercial}~~ activity from being exposed to soils containing hazardous materials and/or petroleum in concentrations exceeding the applicable Department-approved ~~{residential or industrial/commercial}~~ direct exposure criteria in accordance with the Remediation Regulations; and
- viii ~~The engineered controls at the {Property / Contaminated Site} described in the RAWP contained in Exhibit B attached hereto shall not be disturbed and shall be properly maintained so that water does not infiltrate soils containing hazardous materials and/or petroleum in concentrations exceeding the applicable Department-approved leachability criteria set forth in the Remediation Regulations;~~

B. No action shall be taken, allowed, suffered, or omitted at the ~~{Property /Contaminated Site}~~ if such action or omission is reasonably likely to:

- i Create a risk of migration of hazardous materials and/or petroleum;
- ii Create a potential hazard to human health or the environment; or
- iii Result in the disturbance of any engineered controls utilized at the ~~{Property /Contaminated Site}~~, except as permitted in the Department-approved ~~{RAWP or SMP}~~ contained in Exhibit B.

C. Emergencies: In the event of any emergency which presents a significant risk to human health or to the environment, including but not limited to, maintenance and repair of utility lines or a response to emergencies such as fire or flood, the application of Paragraphs A (iii.-viii.) and B above may be suspended, provided such risk cannot be abated without suspending such Paragraphs and the Grantor complies with the following:

- i Grantor shall notify the Department's Office of Waste Management in writing of the emergency as soon as possible but no more than three (3) business days after Grantor's having learned of the emergency. (This does not remove Grantor's obligation to notify any other necessary state, local or federal agencies.);
- ii Grantor shall limit both the extent and duration of the suspension to the minimum period reasonable and necessary to adequately respond to the emergency;
- iii Grantor shall implement reasonable measures necessary to prevent actual, potential, present and future risk to human health and the environment resulting from such suspension;
- iv Grantor shall communicate at the time of written notification to the Department its intention to conduct the emergency response actions and provide a schedule to complete the emergency response actions;
- v Grantor shall continue to implement the emergency response actions, on the schedule submitted to the Department, to ensure that the ~~{Property /Contaminated Site}~~ is remediated in accordance with the Remediation Regulations (or applicable variance) or restored to its condition prior to such emergency. Based upon information submitted to the Department at the time the ELUR was recorded pertaining to known environmental conditions at the ~~{Property /Contaminated Site}~~, emergency maintenance and repair of utility lines shall only require restoration of the ~~{Property /Contaminated Site}~~ to its condition prior to the maintenance and repair of the utility lines; and
- vi Grantor shall submit to the Department, within ten (10) days after the completion of the emergency response action, a status report describing the emergency activities that have been completed.

- D. Release of Restriction; Alterations of Subject Area:** The Grantor shall not make, or allow or suffer to be made, any alteration of any kind in, to, or about any portion of the ~~{Property / Contaminated Site}~~ inconsistent with this Restriction unless the Grantor has received the Department's prior written approval for such alteration. If the Department determines that the proposed alteration is significant, the Department may require the amendment of this Restriction. Alterations deemed insignificant by the Department will be approved via a letter from the Department. The Department shall not approve any such alteration and shall not release the ~~{Property / Contaminated Site}~~ from the provisions of this Restriction unless the Grantor demonstrates to the Department's satisfaction that Grantor has managed the ~~{Property / Contaminated Site}~~ in accordance with applicable regulations.
- E. Notice of Lessees and Other Holders of Interests in the ~~{Property / Contaminated Site}~~:** The Grantor, or any future holder of any interest in the ~~{Property / Contaminated Site}~~, shall cause any lease, grant, or other transfer of any interest in the ~~{Property / Contaminated Site}~~ to include a provision expressly requiring the lessee, grantee, or transferee to comply with this Restriction. The failure to include such provision shall not affect the validity or applicability of this Restriction to the ~~{Property / Contaminated Site}~~.
- F. Enforceability:** If any court of competent jurisdiction determines that any provision of this Restriction is invalid or unenforceable, the Grantor shall notify the Department in writing within fourteen (14) days of such determination.
- G. Binding Effect:** All of the terms, covenants, and conditions of this Restriction shall run with the land and shall be binding on the Grantor, its successors and assigns, and each owner and any other party entitled to control, possession or use of the ~~{Property / Contaminated Site}~~ during such period of ownership or possession.
- H. Inspection & Non-Compliance:** It shall be the obligation of the Grantor, or any future holder of any interest in the ~~{Property / Contaminated Site}~~, to provide for annual inspections of the ~~{Property / Contaminated Site}~~ for compliance with the ELUR in accordance with Department requirements.

An officer or director of the company with direct knowledge of past and present conditions of the ~~{Property / Contaminated Site}~~ (the "Company Representative"), or a qualified environmental professional will, on behalf of the Grantor or future holder of any interest in the ~~{Property / Contaminated Site}~~, evaluate the compliance status of the ~~{Property / Contaminated Site}~~ on an annual basis. Upon completion of the evaluation, the Company Representative or environmental professional will prepare and simultaneously submit to the Department and to the Grantor or future holder of any interest in the ~~{Property / Contaminated Site}~~ an evaluation report detailing the findings of the inspection, and noting any compliance violations at the ~~{Property / Contaminated Site}~~. If the ~~{Property / Contaminated Site}~~ is determined to be out of compliance with the terms of the ELUR, the Grantor or future holder of any interest in the ~~{Property / Contaminated Site}~~ shall submit a corrective action plan in writing to the Department within ten (10) days of receipt of the evaluation report, indicating the plans to bring the ~~{Property / Contaminated Site}~~

into compliance with the ELUR, including, at a minimum, a schedule for implementation of the plan.

In the event of any violation of the terms of this Restriction, which remains uncured more than ninety (90) days after written notice of violation, all Department approvals and agreements relating to the ~~{Property /Contaminated Site}~~ may be voided at the sole discretion of the Department.

I. Terms Used Herein: The definitions of terms used herein shall be the same as the definitions contained in Section 3 (DEFINITIONS) of the Remediation Regulations.

IN WITNESS WHEREOF, the Grantor has hereunto set (his/her) hand and seal on the day and year set forth above.

Tallman Enterprises, Inc. ~~{Name of Person(s), company, LLC or LLP}~~

By:

Grantor (signature)

Grantor (typed name)

STATE OF RHODE ISLAND

COUNTY OF

In (CITY/TOWN), in said County and State, on the ____ day of _____, 20____, before me personally appeared _____, to me known and known by me to be the party executing the foregoing instrument and (he/she) acknowledged said instrument by (him/her) executed to be (his/her) free act and deed.

Notary Public:

My Comm. Expires:

Exhibit A

That certain lot or parcel of land, with all buildings and improvements thereon, situated on the westerly side of Pine Street and the northerly side of Conant Street, in the City of Pawtucket, County of Providence, State of Rhode Island, bounded and described as follows:

Beginning at a point at the intersection of the westerly line of Pine Street and the northerly line of Conant Street which point is the southeasterly corner of parcel hereby conveyed; thence running northwesterly along said westerly line of Pine Street Three Hundred Eighty-One and 77/100 (381.77) feet to a corner, said corner being hereinafter sometimes referred to as Point A; thence turning an interior angle of $90^{\circ} 20'$ and running southwesterly Seventy-Four and 25/100 (74.25) feet to a corner, said corner being hereinafter sometimes referred to as Point B; thence turning an exterior angle of $90^{\circ} 27'$ and running northwesterly Sixty-One and 6/10 (61.6) feet to a corner, said corner being hereinafter sometimes referred to as Point C; thence turning an interior angle of $93^{\circ} 6'$ and running southwesterly bounded northly by land now or lately of Paramount Line Inc., Two Hundred Fifty-Nine and 9/10 (259.9) feet to a corner, said corner being hereinafter sometimes referred to as Point D; thence turning and interior angle of $87^{\circ} 6'$ and running southeasterly One Hundred Thirty-Eight and 9/10 (138.9) feet to a corner; thence turning an exterior angle of 90° and running southwesterly Fifty and 85/100 (50.85) feet to a corner; thence turning an interior angle of 90° and running southeasterly along the face of a brick wall, Forty-Seven and 12/100 (47.12) feet to a corner; thence turning an exterior angle of 90° and running southwesterly along the face of a brick wall 95/100 (.95) feet to a corner; thence turning an interior angle of 90° and running southeasterly, partly along the face of a brick wall, One Hundred Five and 82/100 (105.82) feet to a corner, said corner being hereinafter sometimes referred to as Point E; thence turning an interior angle of $88^{\circ} 27' 10''$ and running northeasterly bounded southerly by land now or lately of B.C.A. Realty Co., Forty-One and 5/10 (41.5) feet to a corner, said corner being hereinafter sometimes referred to as Point F; thence turning an exterior angle of $88^{\circ} 33'$ and running southeasterly bounded westerly by said B.C.A. Realty Co. land Three Hundred Twenty-Six and 7/10 (326.7) feet to the said northerly line of Conant Street to a corner; thence turning an interior angle of $64^{\circ} 59'$ and running northeasterly along said northerly line of Conant Street Three Hundred Seventy-Eight and 35/100 (378.35) feet to the first mentioned point and place of beginning.

Subject to various rights of way, easements, uses and privileges of record.

Exhibit B

Post Remediation Soil Management Plan

Tallman Enterprises, Inc., 390-392 Pine Street, Pawtucket, RI, Plat 44 Lot 496

July 19, 2018

This Soil Management Plan (SMP) has been prepared to establish procedures that will be followed should future construction/maintenance activities at the Tallman Enterprises property require the need to manage soils and groundwater excavated from the subsurface or when existing site surfaces / Department approved engineered controls (asphalt, concrete, landscaping and/or foundations) are disturbed. The plan serves to supplement, and will be initiated by, the RIDEM notification requirement established by the Environmental Land Use Restriction (ELUR) for the property.

Background

The Property, located at 390-392 Pine Street, Pawtucket, RI, is currently a mill complex. The property was found to contain arsenic and benzo(a)pyrene above the applicable Industrial/Commercial Direct Exposure Criteria during site investigations performed at the property. Benzo(a)anthracene, benzo(b)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, chrysene, dibenzo(a,h)anthracene, and indeno(1,2,3-cd)pyrene were also detected in soil above the Residential Direct Exposure Criteria. The Department approved remedy included the implementation of engineering and institutional controls (Environmental Land Use Restriction (ELUR) and Soil Management Plan (SMP)) at the site to limit contact with the impacted on-site soil. The regulated site soils are covered with Department approved engineered controls, consisting of building foundations, asphalt pavement, and landscaping (or approved equivalents) in order to prevent direct exposure to regulated soils.

Applicable Area

This SMP and affiliated ELUR pertains to the entire Property. See attached site figure.

Soil Management

The direct exposure pathway is the primary concern at the site. Individuals engaged in activities at the site may be exposed through incidental ingestion, dermal contact, or inhalation of vapors or entrained soil particles if proper precautions are not taken. Therefore, the following procedures will be followed to minimize the potential of exposure:

- During site work, the appropriate precautions will be taken to restrict unauthorized access to the property;
- During all site/earth work, dust suppression (e.g. watering, etc) techniques must be employed at all times;

- In the event that an unexpected observation or situation arises during site work, such activities will immediately stop. Workers will not attempt to handle the situation themselves but will contact the appropriate authority for further direction;
- In the event that certain soils on site were not previously characterized, these soils are presumed to be regulated until such time that it is demonstrated to the Department, through sampling and laboratory analysis that they are not regulated. (For example, presumptive remedies or locations of previously inaccessible soil.);
- If excess soil is generated / excavated from the Property, the soil is to remain on-site for analytical testing, to be performed by an environmental professional, in order to determine the appropriate disposal and/or management options. The soil must be placed on and covered with polyethylene/plastic sheeting during the entire duration of its staging and secured with appropriate controls to limit the loss of the cover and protect against storm-water and / or wind erosion (e.g. hay bales, silt fencing, rocks, etc);
- Excavated soils will be staged and temporarily stored in a designated area of the property. Within reason, the storage location will be selected to limit the unauthorized access to the materials (e.g., away from public roadways/walkways). No regulated soil will be stockpiled on-site for greater than 60 days without prior Department approval;
- In the event that stockpiled soils pose a risk or threat of leaching hazardous materials, a proper leak-proof container (e.g. drum or lined roll-off) or secondary containment will be utilized;
- Soils excavated from the site may not be re-used as fill on residential property. Excavated fill material shall not be re-used as fill on commercial or industrial properties unless it meets the Department's Method 1 Residential Direct Exposure Criteria for all constituents listed in Table 1 of the Rules and Regulations for the Investigation and Remediation of Hazardous Material Releases (Remediation Regulations). Copies of the laboratory analysis results shall be maintained by the site owner and included in the annual inspection report for the site, or the closure report if applicable. In the event that the soil does not meet any of these criteria, the material must be properly managed and disposed of off site at a licensed facility;
- Site soils, which are to be disposed of off-site, must be done so at a licensed facility in accordance with all local, state, and federal laws. Copies of the material shipping records associated with the disposal of the material shall be maintained by the site owner and included in the annual inspection report for the site;
- Best soil management practices should be employed at all times and regulated soils should be segregated into separate piles (or cells or containers) as appropriate based upon the results of analytical testing, when multiple reuse options are planned (e.g. reuse on-site, reuse at a Department approved Industrial/Commercial property, or disposal at a Department approved licensed facility);

- All non-disposable equipment used during the soil disturbance activities will be properly decontaminated as appropriate prior to removal from the site. All disposable equipment used during the soil disturbance activities will be properly containerized and disposed of following completion of the work. All vehicles utilized during the work shall be properly decontaminated as appropriate prior to leaving the site; and
- At the completion of site work, all exposed soils are required to be recapped with Department approved engineered controls (2 ft of clean fill or equivalent: building foundations, 4 inches of pavement/concrete underlain with 8 inches of clean fill, and/or 1 foot of clean fill underlain with a geotextile liner) consistent or better than the site surface conditions prior to the work that took place. These measures must also be consistent with the Department approved ELUR recorded on the property. Any clean fill material brought on site is required to meet the Department's Method 1 Residential Direct Exposure Criteria or be designated by an Environmental Professional as Non-Jurisdictional under the Remediation Regulations. The Annual Inspection Report for the site, or Closure Report if applicable, should include either analytical sampling results from the fill demonstrating compliance or alternatively include written certification by an Environmental Professional that the fill is not jurisdictional.

Worker Health and Safety

To ensure the health and safety of on-site workers, persons involved in the excavation and handling of the material on site are required to wear a minimum of Level D personal protection equipment, including gloves, work boots and eye protection. Workers are also required to wash their hands with soap and water prior to eating, drinking, smoking, or leaving the site.

Department Approval

In accordance with Section A iii of the ELUR, no soil at the property is to be disturbed in any manner without prior written permission of the Department's Office of Waste Management, except for minor inspections, maintenance, and landscaping activities that do not disturb the contaminated soil at the Site. Notification of future development and construction shall be made to the RIDEM in a manner consistent with the requirements of Section 9.00 of the Remediation Regulations. As part of the notification process, the site owner shall provide a brief written description of the anticipated site activity involving soil excavation. The notification should be submitted to the Department no later than 60 days prior to the proposed initiation of the start of site activities. The description shall include an estimate of the volume of soil to be excavated, a list of the known and anticipated contaminants of concern, a site figure clearly identifying the proposed areas to be excavated/disturbed, the duration of the project and the proposed disposal location of the soil.

Following written Notification, the Department will determine the post closure reporting requirements. Significant disturbances of regulated soil will require submission of a Closure Report for Department review and approval documenting that the activities were performed in accordance with this SMP and the ELUR. Minor disturbances of regulated soil may be

documented through the annual certification submitted in accordance with Section H (Inspection & Non-Compliance) of the ELUR. The Department will also make a determination regarding the necessity of performing Public Notice to abutting property owners/tenants concerning the proposed activities. Work associated with the Notification will not commence until written Department approval has been issued. Once Department approval has been issued, the Department will be notified a minimum of two (2) days prior to the start of activities at the site. Shall any significant alterations to the Department approved plan be necessary, a written description of the proposed deviation, will be submitted to the Department for review and approval prior to initiating such changes.

ES&M - HEALTH AND SAFETY PLAN SHORT FORM

PROJECT INFORMATION AND PERSONNEL

PROJECT INFORMATION

PROJECT NO. 7454
PROJECT NAME Tallman Enterprises
PROJECT MANAGER EBC

CLIENT NAME Tallman Enterprises Inc.
CLIENT ADDRESS 392 Pine Street
CITY/STATE Pawtucket, RI 02862
CLIENT PHONE 401-722-0400

CLIENT CONTACT David Sheibley
SSO Mark House
PROJECT TYPE Other
(e.g., Assessment, UST Removal, Disposal)

PROJECT/TASK OBJECTIVES Site remediation

SITE HISTORY Textile and outerwear manufacturing

DIGSAFE NOTIFIED NO If "Yes," attach DigSafe form (Appendix A)

CONTAMINANT/HAZARD ANALYSIS

KNOWN (based on previous assessments)

Arsenic	in soil at	<u>41</u>	ppm
Benzo(a)pyrene	in soil at	<u>3.7</u>	ppm

Attach MSDS if known contaminants are not included in RCA standard list (Appendix B).

SUSPECTED (based on site history)

Attach MSDS if known contaminants are not included in RCA standard list (Appendix B).

HAZARD TYPE/ROUTES OF ENTRY:

☒ Dermal ☒ Physical ☐ ☐

ANTICIPATED HAZARD LEVEL: LOW

CHARACTERISTIC HAZARDS: NO If "Yes," describe

SPECIAL HAZARDS: NO If "Yes," describe

PERSONNEL PROTECTION/MONITORING PROGRAM

PPE LEVEL(S): Minimum - Level D **Level D Includes:** Work uniform or clothing. Steel-toed shoes that meet ANSI Z41-1991.

Approved safety glasses that meets ANSI Z87.1-1989. Hard hat that meets ANSI Z89.1-1986. Nitrile gloves.

Upgrade - Level C **Level C Includes:** Level D plus one or more of the following: Chemical resistant foot covers.

PE-coated Tyvek suit, Nitrile Butyl Rubber outer gloves and Nitrile inner gloves. NIOSH-approved air-purifying respirator.

RESPIRATORY PROTECTION: Half or full-face respirator with organic vapor/particulate cartridges.

FIELD MONITORING PROGRAM: PID Screening: Record PID readings on the attached Air Monitoring Data Collection Form (Addendum D).

Upgrade to Level C or suspend work if continuous readings of 5 ppm or greater in the breathing zone for 15 minutes.

Suspend work and call HSO if instantaneous any reading of 300 ppm or greater in the breathing zone is detected (OSHA PEL-TWA = 300 ppm for gasoline).

DECONTAMINATION PROCEDURES: Field equipment: Decontaminate with a solution of detergent and water; rinse with water prior to leaving the site.

Disposable PPE: Dispose of according to the requirements of the client and state and federal agencies. Nondisposable PPE (shoes, boots, gloves): Decontaminate outside with a solution of detergent and water and rinse with water. Nondisposable PPE (respirators): Wipe out with disinfecting pad prior to donning.

EMERGENCY RESPONSE INFORMATION

ON-SITE EMERGENCY NOTIFICATION: Use three times three second soundings of vehicle horn to notify on-site personnel of an emergency condition.

ON-SITE EMERGENCY RESPONSE: 1.) Immediately suspend all work activities, 2.) Assess the situation from a safe distance, 3.) Check the affected individual(s) for life-threatening conditions 3.) Notify EMS if necessary, 4.) Provide first aid as appropriate. 5.) Notify Project Manager/SSO, 6.) Turn over site control to EMS personnel.

DIRECTIONS TO HOSPITAL: Attach a map showing the location of the Site relative to the nearest hospital with emergency services and a suggested route (Appendix C).

EMERGENCY CONTACTS:

	Police / Fire / Ambulance*	911	Notified?	YES / NO	Date/Time
Hospital	<u>Miriam Hospital (401-793-2500)</u>	<u>Pawtucket</u>	Notified?	<u>YES / NO</u>	<u> </u>
HSS/HSO	<u>Mark House (401) 749-6757</u>	<u>Pawtucket</u>	Notified?	<u>YES / NO</u>	<u> </u>
Local EMS			Notified?	<u>YES / NO</u>	<u> </u>
State	<u>RIDEM Emergency Response - (401) 222-3070</u>		Notified?	<u>YES / NO</u>	<u> </u>
Federal	<u>National Response Center - 1-800-424-8802</u>		Notified?	<u>YES / NO</u>	<u> </u>
Poison Control	<u>1-800-222-1222</u>		Notified?	<u>YES / NO</u>	<u> </u>

Prepared by:	<u>Mark House</u>	Date	<u> </u>
Updated by:	<u> </u>	Date	<u> </u>
Approved by:	<u>Mark House</u>	Date	<u> </u>
	<u> </u>	Date	<u> </u>
Reviewed by:	<u>Mark House</u>	Date	<u> </u>
	<u> </u>	Date	<u> </u>

REV. NO.:

REV. NO.:



REMEDIAL ACTION OPERATING LOG

Tallman Enterprises
390-392 Pine Street, Pawtucket, RI 02862
ES&M Project No. 7454

Oversight Inspector and Date:

Time On/Off Site:

Weather:

General Job Site Information:

Head Contractor On-Site:

Name:

Address:

Phone Number:

Number of Crew Workers On-Site:

Equipment On-Site:

Current Daily Operations On-Site:

Management of Remedial Waste:

Location of Soil Stockpile No. 1:

Est. Size (Yards³):

Location of Soil Stockpile No. 2:

Est. Size (Yards³):

Location of Soil Stockpile No. 3:

Est. Size (Yards³):

Comments:

Location of Debris Stockpile No.1:

Est. Size (Yards³):

Contents:

Location of Debris Stockpile No. 2:

Est. Size (Yards³):

Contents:

Soil Disposal (No. of Trucks Off-site/Volume of Soil Taken Off-Site/Disposal Location):

Management of Clean Fill:

Source of Clean Fill:

(Analytical Results must be Reviewed and Approved by Resource Controls to be brought On-Site)

Location of Clean Fill:

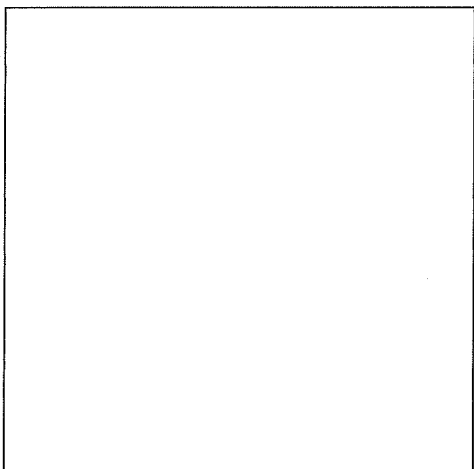
Management of Site Security:

If Security Fence in Place, Location of Fence:

Comments:

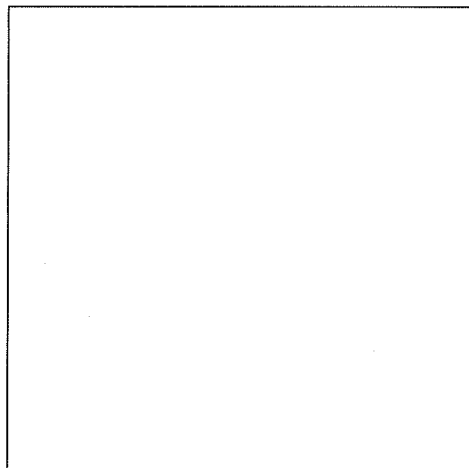
Photo Log:

Number: 1



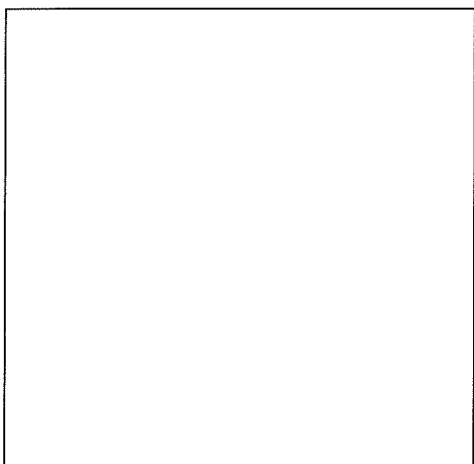
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Number: 3



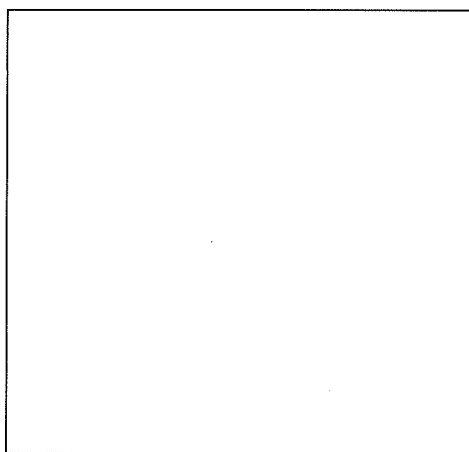
Description:

Number: 2



Description

Number 4



Description