

**BEFORE THE UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY
REGION III**

IN THE MATTER OF:

Occidental Chemical Corp. Superfund Site;
Lower Pottsgrove, Montgomery County,
Pennsylvania

Docket No. III-94-26-DC

Occidental Chemical Corp., and

Bridgestone/Firestone, Inc.

Respondents

Proceeding Under Section 106 of the
Comprehensive Environmental Response,
Compensation, and Liability Act of 1980, as
amended by the Superfund Amendments and
Reauthorization Act of 1986, 42 U.S.C.
§ 9606

**AMENDMENT NO. 2 TO
ADMINISTRATIVE ORDER FOR REMEDIAL DESIGN AND REMEDIAL ACTION**

Having determined the necessity for implementation of a remedial response action at the Occidental Chemical Superfund Site, located in Lower Pottsgrove Township, Montgomery County, Pennsylvania, the United States Environmental Protection Agency ("EPA") issued a Record of Decision ("ROD") for the Site on June 30, 1993, and an Administrative Order for Remedial Design and Remedial Action ("Order"), Docket No. III-94-26-DC, on June 23, 1994, pursuant to Section 106 of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended by the Superfund Amendments and Reauthorization Act of 1986, 42 U.S.C. § 9606. EPA has determined that certain modifications to the Order and to Amendment No. 1 to the Order, issued September 29, 2005, are necessary and appropriate. Therefore, pursuant to Section XXVIII of the Order, EPA hereby orders the following:

I. MODIFICATION

- A. Section III (Findings of Fact) shall be amended to include the following:
1. Respondent Occidental Chemical Corporation ("OxyChem") currently owns part of the Site and manufactured PVC there until January 2005.

2. OxyChem sold a portion of the Site to BCW Associates, Ltd. on or around July 19, 1984.
3. On June 29, 1995, EPA issued an Explanation of Significant Difference (“1995 ESD”) changing the method selected in the ROD for disposal of certain material generated in the implementation of the selected remedy for Operable Unit-2 (“OU-2”) from disposal in an off-site landfill to disposal at an on-site seven-acre Residual Waste Landfill. The material slated for such disposal included (1) recycling residuals that did not exhibit RCRA hazardous characteristics, (2) treated materials that no longer exhibited RCRA hazardous characteristics and met all applicable land disposal restrictions, (3) non-hazardous coal fines underlying the PVC material, and (4) treated coal fines that no longer exhibited RCRA hazardous characteristic and met all applicable land disposal restrictions.
4. Subsequent to issuance of the 1993 ROD and 1994 Order, EPA determined that additional sampling was required at the Site. In August 2001, EPA conducted additional sampling of four earthen lagoons at the Site that comprise OU-2.
5. The results of the sampling were used by EPA to determine the levels of arsenic and other contaminants of concern in the earthen lagoons and to conduct a Human Health Risk Assessment (“HHRA”) to ascertain the risk presented by arsenic and other contaminants detected in the sampling.
6. The HHRA determined the health risks associated with exposure to the chemicals detected in the earthen lagoons under current and potential future land use conditions. The health risk was determined for each individual earthen lagoon at the Site.
7. The results of the health risks in the lagoons showed unacceptable carcinogenic and non-carcinogenic risks to potential future residents if exposed to the contaminants in the lagoons. The primary route of exposure for risk was ingestion of soil from the lagoons. The risk and the risk drivers varied in each lagoon but the main risk drivers were vinyl chloride, bis(2-ethylhexyl) phthalate, trichloroethylene (“TCE”), thallium, and cadmium.
8. As part of the HHRA, a soil-to-groundwater evaluation was also conducted. The soil-to-groundwater pathway evaluates the potential for the contaminants in the soil to migrate to groundwater beneath the lagoons. The results of the soil-to-groundwater pathway showed a list of twenty-nine contaminants in the lagoons that can migrate to the groundwater. The five contaminants of concern selected in the 1994 ROD (ethyl benzene, styrene, trans-1,2-DCE, vinyl chloride, and TCE) were also in this list.

9. As a result of the HHRA, EPA determined that a focused feasibility study (“FFS”) was required at the earthen lagoons to reconsider the remedial alternatives for clean-up of OU-2.
10. On September 29, 2005, EPA and OxyChem entered into an administrative settlement agreement and order on consent for performance of the FFS.
11. Under the terms of the 2005 settlement agreement, OxyChem has performed an FFS of OU-2. On March 21, 2008, EPA approved OxyChem’s FFS Final Report.
12. On September 29, 2005, EPA also issued Amendment No. 1 to the Order, which temporarily suspended the Order’s requirement that Respondents implement the remedial action selected in the ROD for OU-2, pending OxyChem’s completion of the FFS.
13. EPA issued a Second Explanation of Significant Difference (“Second ESD”) on April 9, 2008, in which EPA selected an off-Site disposal remedy for OU-2. A copy of the 2008 ESD is attached hereto as Appendix A.

B. Paragraph A(1) of Section VII of the Order is replaced with the following:

Based on the foregoing and the Administrative Record supporting this Order, it is hereby ordered that Respondents implement the ROD and the Second ESD issued by EPA on April 9, 2008, in accordance with those documents, CERCLA, the NCP, and the requirements and schedules specified in this Order, including, but not limited to, the Performance Standards. It is hereby provided that EPA’s selected remedial alternative for the on-Site earthen lagoons (Operable Unit-2 or “OU-2”), as described in the ROD at Sections VII(B) and IX(B), and in the 1995 ESD, has been modified, and Respondents shall implement the response action for OU-2 that has been selected in the Second ESD, which was issued by EPA on April 9, 2008. Nothing in this Order, the Remedial Design, or Remedial Action Work Plan constitutes a warranty or representation of any kind by EPA that compliance with this Order will achieve the Performance Standards or that such compliance will foreclose EPA from seeking compliance with all terms and conditions of this Order, including, but not limited to, the Performance Standards.

II. EFFECT OF MODIFICATION

By issuance of this Amendment No. 2 to the Order, EPA is rescinding Amendment No. 1 to the Order. Amendment No. 1 stayed Respondents’ implementation of the remedial action for OU-2 that EPA selected in the ROD, pending completion of the FFS. Respondents shall

implement the response action for OU-2 that has been selected in the Second ESD, which was issued by EPA on April 9, 2008.

Except as otherwise stated herein, this modification of the Order's requirements for the remediation of OU-2 shall not alter or otherwise affect any other term or condition of the Order, including, but not limited to, Respondents' obligation to implement all other portions of the ROD as required by the Order, including, but not limited to, the remediation of groundwater at the Site.

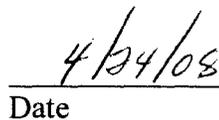
III. EFFECTIVE DATE

Pursuant to Paragraph B of Section XXVIII of the Order, the effective date of this Amendment No. 2 shall be the date on which Respondents receive notice of the modifications described in Section I, above.

IT IS SO ORDERED:



James J. Burke
Director
Hazardous Site Cleanup Division
EPA Region III
1650 Arch Street
Philadelphia, PA 19103



Date